

**REGULATIONS OF
THE APPOINTMENTS
& CORPORATE
GOVERNANCE
COMMITTEE**

Regulations of the Appointments and Corporate Governance Committee of BBVA Board of Directors

Article 1. *Nature of the Committee*

1. In accordance with the provisions of the law, the Bylaws and the Regulations of the Board of Directors, the Board of Directors of Banco Bilbao Vizcaya Argentaria, S.A. (hereinafter, the **Company** or the **Bank**) has set up an Appointments and Corporate Governance Committee (hereinafter, the **Committee**) to better perform its functions.
2. The Committee is a permanent internal body of the Board of Directors that is consultative in nature, without executive functions but with powers of information, supervision, advice and proposal within its scope of action; and governed by the rules contained in the law, the Bylaws, the Regulations of the Board of Directors and these Committee Regulations (hereinafter, the **Regulations**).
3. By virtue of the foregoing, the Committee members' responsibilities are fundamentally supervisory and advisory in nature, and they shall not intervene in the execution or management, inherent to the Bank's management.

Article 2. *Purpose, approval and modification of these Regulations*

1. The purpose of these Regulations is to determine the operational principles of the Committee and to establish the basic rules of its organisation and functioning.
2. These Regulations have been approved by the Board of Directors, in accordance with the provisions of the law, the Bylaws and the Regulations of the Board of Directors, and it is also the responsibility of the Board to approve any amendments hereto.
3. These Regulations build on and complement the provisions of the law, the Bylaws and the Regulations of the Board of Directors applicable to the Committee, and will be interpreted in accordance with these. These will prevail in the event of a contradiction with the Committee Regulations.

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4. All other matters not provided for in these Regulations, in particular regarding the system for convening meetings, quorum requirements, adopting resolutions, minutes and remaining areas of the Committee's operation, will adhere to the Regulations of the Board of Directors, insofar as they are applicable.

Article 3. Composition

1. The Committee will be comprised of a minimum of three directors, all of them non-executive directors and the majority, including the Chair, must be independent directors.
2. Committee members will be appointed by the Board of Directors, seeking to ensure that they possess the necessary dedication, skills and experience to carry out their duties.
3. Committee members that are re-elected as Company directors by resolution of the General Shareholders' Meeting will continue to serve on the Committee, without the need for a new election, unless otherwise agreed by the Board of Directors.
4. Notwithstanding the foregoing, a director will cease as member of the Committee three years following his or her appointment by the Board of Directors, although the latter may agree to his or her re-election.

Article 4. Chair and Secretary of the Committee

1. The Board of Directors will appoint the Chair of the Committee from amongst its independent members.
2. In the absence of the Chair, meetings will be chaired by the longest-serving independent director on the Committee, and, where multiple directors have equal length of service, by the eldest.
3. The Secretary of the Board of Directors or, upon his or her designation, the Deputy Secretary of the Board of Directors, will act as secretary of the Committee.

Article 5. Functions of the Committee

Notwithstanding any others assigned to it by the law, the Bylaws, the Regulations of the Board of Directors or these Regulations, or by decision of the Board of

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Directors, the Appointments and Corporate Governance Committee will have the following functions:

1. Submit proposals to the Board of Directors for the appointment, re-election or removal of independent directors and report on proposals for the appointment, re-election or removal of the remaining directors.

To this end, the Committee will evaluate the balance of knowledge, skills and experience of the Board of Directors, as well as the conditions that the candidates must meet to cover the vacancies that arise, assessing the dedication of time considered necessary to adequately carry out their duties, in view of the needs of the corporate bodies at any given time.

The Committee will ensure that selection procedures are not implicitly biased in such a way that may entail any kind of discrimination and, in particular, that may hinder the selection of directors of the underrepresented gender, endeavouring that directors of said gender who display the professional profile sought are included amongst potential candidates.

The Committee, when drafting the corresponding proposals for the appointment of directors, will take into consideration, in case they may be considered suitable, any requests that may be made by any member of the Board of Directors regarding potential candidates to fill the vacancies that have arisen.

2. Submit proposals to the Board of Directors on policies on the selection and diversity of the members of the Board of Directors.
3. Establish a target for representation of the underrepresented gender on the Board of Directors and draw up guidelines on how to reach that target.
4. Analyse the structure, size and composition of the Board of Directors, at least once per year, when assessing its operation.
5. Analyse the suitability of the members of the Board of Directors.
6. Review the status of each director each year, so that this may be reflected in the Annual Corporate Governance Report.
7. Report on proposals for the appointment of the Chairman of the Board and Secretary and, where appropriate, the Deputy Chair and the Deputy Secretary, as well as the Chief Executive Officer (*Consejero Delegado*).

8. Submit to the Board of Directors proposals for the appointment, removal or re-election of the Lead Director.
9. Determine the procedure for assessing the performance of the Chairman of the Board of Directors, the Chief Executive Officer, the Board of Directors as a whole and the Board's committees, and to oversee its implementation.
10. Report on the quality and efficiency of the performance of the Board of Directors.
11. Report on the performance of the Chairman of the Board of Directors and of the Chief Executive Officer, integrating for the latter the assessment made in this regard by the Executive Committee, for the purpose of the periodic assessment of both by the Board of Directors.
12. Examine and organise the succession of the Chairman of the Board of Directors, the Chief Executive Officer and, where applicable, the Deputy Chair, in coordination with the Lead Director in the case of the Chairman of the Board, and, where appropriate, submit proposals to the Board of Directors to ensure that the succession takes place in an orderly and planned manner.
13. Review the Board of Directors' policy on the selection and appointment of members of the Senior Management, and submit recommendations to the Board when applicable.
14. Report on proposals for the appointment and removal of senior managers.
15. Regularly review and assess the Company's corporate governance system and, where applicable, submit proposals to the Board of Directors, for approval or subsequent submission to the General Shareholders' Meeting, on any amendments and updates that would contribute to its implementation and continuous improvement.
16. Ensure compliance with the provisions applicable to directors contained in the Regulations of the Board of Directors or in the applicable legislation, as well as with the rules relating to conduct on the securities markets, and inform the Board of these if it deems it necessary.
17. Report, prior to any decisions that may be made by the Board of Directors, on all matters within its remit as provided for in the law, the Bylaws, the

Regulations of the Board of Directors and these Regulations, and in particular on situations of conflict of interest of the directors.

In the performance of its duties, the Committee, through its Chair, will consult with the Chairman of the Board of Directors, particularly with respect to matters relating to executive directors and senior managers.

Article 6. Meetings

1. The Committee will meet whenever it is convened by its Chair, who is empowered to call the Committee meetings and to set their agendas.
2. The Committee will endeavour to establish an annual calendar of meetings, considering the amount of time to be devoted to its different tasks.
3. The calling for ordinary sessions will include the agenda and must be made in writing, giving sufficient notice and endeavouring that the Committee members receive the relevant information and documentation with sufficient time for the proper performance of their duties, unless, exceptionally, upon judgement of its Chair, this should not be appropriate for reasons of confidentiality.
4. Extraordinary meetings of the Committee may be convened by telephone or by any other means of distance communication, and the requirements set out in the preceding paragraph will not apply where, upon judgement of the Chair of the Committee, the circumstances so warrant.
5. Executives responsible for the areas that manage matters within the Committee's remit may be called to meetings, as well as, at the request thereof, those persons within the Group who have knowledge of or responsibility for the matters covered by the agenda, when their presence at the meeting is deemed convenient.
6. The Committee may also call any other Group employee or manager, and even arrange for them to attend without the presence of any other manager.
7. Notwithstanding the foregoing, it will seek to ensure that the presence of persons outside the Committee during these meetings, such as Bank managers and employees, be limited to those cases where it is necessary and to the items on the agenda for which they are called.
8. In order to promote a diversity of views that enriches the Committee's

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analyses and proposals, its Chair will ensure that all members participate freely in deliberations and will promote constructive dialogue amongst them, encouraging the free expression of their views.

9. The corresponding minutes of the meetings held by the Committee will be drawn up and, once approved, will be signed by the Secretary with the approval of its Chair, or by whomever acted in such capacities during the corresponding meeting.

Article 7. Quorum and adoption of resolutions

1. The Committee will be validly constituted when more than half of its members, present or represented, attend the meeting.
2. Committee members will personally attend Committee meetings, and when they are unable to do so, will endeavour to grant a proxy to another Committee member, including the appropriate instructions and communicating this to the Chair of the Committee.
3. The Committee will be validly constituted without previously being convened if all of its members are present and unanimously accept the holding of the meeting.
4. Resolutions will be adopted by an absolute majority of votes present or represented.

Article 8. Report to the Board of Directors

1. The Chair of the Committee will inform the Board of Directors, at its ordinary meetings, on the activities carried out and the resolutions adopted by the Committee.
2. The minutes, once approved by the Committee, will be made available to all members of the Board of Directors.

Article 9. Assessment

1. The Committee will submit to the Board of Directors an annual report of its activity so that the latter may evaluate its operation.

Article 10. Advisory powers

1. The Committee may, through its Secretary, engage external advisory services for relevant issues when it considers that these cannot be provided by experts or technical staff within the Group on grounds of specialisation or independence.
2. Furthermore, the Committee may solicit personal cooperation and reports from any employee or member of the Senior Management if deemed necessary in order to comply with its functions in relevant matters. The usual channel for a request of this nature will be through the hierarchical line. However, in exceptional cases, the request may be notified directly to the person whose cooperation is required.

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