

**ANNUAL GENERAL MEETING**  
**BANCO BILBAO VIZCAYA ARGENTARIA, S.A.**  
**BILBAO, 13 MARCH 2020**  
**CALL NOTICE**

*The Board of Directors of Banco Bilbao Vizcaya Argentaria, S.A. (hereinafter, the Company, BBVA or the Bank), at its meeting on 10 February 2020, agreed to call the Company's Annual General Meeting, which will be held in Bilbao at Palacio Euskalduna, 4 Avenida Abandoibarra, on 13 March 2020, at 12 noon on first call, and in the same location and at the same time on 14 March 2020 on second call, in accordance with the following:*

**AGENDA**

**ONE.**- *Annual financial statements, allocation of profit and corporate management:*

- 1.1. Approval of the annual financial statements and management reports of Banco Bilbao Vizcaya Argentaria, S.A. and its consolidated Group for the financial year ended 31 December 2019.*
- 1.2. Approval of the non-financial information report of Banco Bilbao Vizcaya Argentaria, S.A. and that of its consolidated Group for the financial year ended 31 December 2019.*
- 1.3. Approval of the allocation of profit for the 2019 financial year.*
- 1.4. Approval of corporate management during the 2019 financial year.*

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

- 2.1. Re-election of Ms Lourdes Máiz Carro.*
- 2.2. Re-election of Ms Susana Rodríguez Vidarte.*
- 2.3. Appointment of Mr Raúl Catarino Galamba de Oliveira.*
- 2.4. Appointment of Ms Ana Leonor Revenga Shanklin.*
- 2.5. Appointment of Mr Carlos Vicente Salazar Lomelín.*

*Pursuant to Paragraph 2 of Article 34 of the Bylaws, determination of the number of directors in the number resulting from the resolutions adopted under this item of the agenda, which will be reported to the Annual General Meeting for all due effects.*

**THREE.**- *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.*

**FOUR.**- *Re-appointment of the statutory auditors of Banco Bilbao Vizcaya Argentaria, S.A. and its consolidated Group for the 2020 financial year.*

**FIVE.**- *Delegation of powers on the Board of Directors, with the power of substitution, to formalise, rectify, interpret and execute the resolutions adopted by the Annual General Meeting.*

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

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

*Pursuant to the 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 agenda items, 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 that are already included or that should be included on the agenda.*

*If these rights are to be exercised, due notice must be provided to the Company at its registered office at 4 Plaza de San Nicolás, 48005, Bilbao, Spain, within five days following the publication of this calling.*

## **ATTENDANCE**

*In accordance with the Bylaws, holders of 500 or more shares that have been recorded in the corresponding accounting registry at least five days before the scheduled date of the Annual General Meeting will be entitled to attend the Meeting.*

*As the Annual General Meeting is likely to be held on first call, pursuant to Article 517 of the Corporate Enterprises Act, shareholders must have registered their shares in their name no later than 8 March 2020 in order to participate in and vote at the Meeting.*

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

*Holders of fewer than 500 shares may group together to reach or exceed the required number, and shall name a representative. To do this, shareholders must request the corresponding group card, available at any BBVA branch in Spain.*

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

## **REMOTE VOTING AND PROXIES**

### **VOTING AND DELEGATION OF PROXIES IN WRITING**

*Shareholders not personally attending the Annual General Meeting may submit a ballot, using the voting form included on the attendance card, which can be requested and submitted at any BBVA branch in Spain.*

*Shareholders wishing to vote by post may request, from the date of publication of this notice of the Annual General Meeting, through the Shareholder Helpdesk or at any BBVA branch in Spain, that the Company issue a postal voting document in their name. Once completed by the established deadline and according to the instructions therein, this document must be*

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sent by registered post with acknowledgement of receipt to the Shareholder Helpdesk at C/ Azul 4, 28050 Madrid, Spain, to be processed and counted.

In order to be processed, remote votes must be received at least 24 hours prior to the scheduled date of the Annual General Meeting on first call. Any votes arriving after this time will not be counted.

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

#### **ELECTRONIC VOTING AND DELEGATION OF PROXIES**

Shareholders can exercise their voting and proxy delegation rights electronically via the Bank's corporate website ([www.bbva.com](http://www.bbva.com)), the online banking website ([www.bbva.es](http://www.bbva.es)) or the most up-to-date version of the mobile banking application BBVA España (hereinafter, the BBVA España app), which is available free of charge from the Play Store and App Store.

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

Shareholders who use BBVA electronic banking (shareholders who have a Multichannel Contract with the Bank) may vote or delegate proxies electronically using the passcode they use to access the online banking website ([www.bbva.es](http://www.bbva.es)) or the BBVA España app.

Shareholders who do not use electronic banking and shareholders who are legal persons must obtain a passcode via the Bank's corporate website ([www.bbva.com](http://www.bbva.com)) to access the computer applications that are available for the 2020 Annual General Meeting on the corporate website ([www.bbva.com](http://www.bbva.com)). To do this, shareholders must follow the instructions in the 2020 Annual General Meeting/Electronic Vote and Proxy page of the Bank's corporate website ([www.bbva.com](http://www.bbva.com)).

Shareholders may exercise their voting and delegation rights electronically prior to the Annual General Meeting, from 19 February 2020 until 12 noon on the day before the Annual General Meeting is held on first call, i.e., until 12 noon on 12 March 2020, as follows:

- a) for shareholders who use electronic banking, via the 2020 BBVA Annual General Meeting/Electronic Vote and Proxy page of the Bank's online banking website ([www.bbva.es](http://www.bbva.es)) or the BBVA España app; and
- b) for shareholders who do not use electronic banking and shareholders who are legal entities, via the 2020 Annual General Meeting/Electronic Vote and Proxy page of the Company's corporate website ([www.bbva.com](http://www.bbva.com)), once they have obtained their passcode.

In both cases, shareholders must fill in the relevant forms and follow the relevant instructions to exercise these rights.

All information pertaining to voting and/or delegating proxies electronically will be available on the 2020 Annual General Meeting page of the Company's corporate website ([www.bbva.com](http://www.bbva.com)).

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## **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.*

## **REVOCATION OF VOTE OR PROXY**

*Shareholders' personal attendance at the Annual General 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 Annual General 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 (Comisión Nacional del Mercado de Valores) since the previous Annual General 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 Helpdesk at C/ Azul 4, 28050 Madrid, Spain, or by email to the address given in the Right to Information section of the 2020 Annual General Meeting page of the Company's corporate website ([www.bbva.com](http://www.bbva.com)), following the instructions therein.*

*As of the time of this calling, any shareholder may review, at the registered office (4 Plaza de San Nicolás, Bilbao, Spain) or on the 2020 Annual General Meeting page of the Company's corporate website ([www.bbva.com](http://www.bbva.com)), the full texts of the proposed resolutions submitted for the approval of the Annual General Meeting; the annual financial statements and management reports, both individual and consolidated, which include the non-financial information statement of the Bank and its consolidated Group, and which will be submitted for the approval of the Annual General Meeting together with the respective statutory auditors' reports; the Annual Corporate Governance Report corresponding to the 2019 financial year; the curriculum vitae, category (condition) and mandatory proposals and reports on the re-election and appointment of directors proposed under agenda item Two; the Board of Directors' report concerning the proposal submitted under agenda item Three; and the Annual Report on the Remuneration of Directors of Banco Bilbao Vizcaya Argentaria, S.A. In addition, the shareholders will be provided with the full text of the Regulations of the Board of Directors, the new wording of which will be reported to the Annual General Meeting, and any other legal documentation relating to the Annual General Meeting.*

*Furthermore, shareholders will have access to the reports of the directors and independent expert/auditor (appointed by the Commercial Registry) other than the Company auditor that have been issued since the previous Annual General Meeting regarding the use of delegation to issue convertible bonds (CoCo issuance), which will be presented to the Annual General Meeting and which were published and made available to shareholders at the time of their issuance.*

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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 Annual General Meeting, all documents and information relating to the Annual General Meeting will be available on the 2020 Annual General Meeting page of the Company's corporate website ([www.bbva.com](http://www.bbva.com)).

### **ONLINE SHAREHOLDERS FORUM**

Pursuant to the provisions of Article 539.2 of the Corporate Enterprises Act, for the calling of the Annual General Meeting, BBVA has set up an Online Shareholders Forum on the Company's corporate website ([www.bbva.com](http://www.bbva.com)) for the legally established purpose, which individual shareholders and duly authorised voluntary associations of shareholders may access with due protections, in accordance with Article 539.4 of the Corporate Enterprises Act.

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 corporate 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 calling of the Annual General Meeting before it is held.

In order to prove their identity, shareholders who wish to access and use the Forum must have a passcode. In so doing, shareholders must follow the relevant rules and instructions provided on the 2020 Annual General Meeting page of the Bank's corporate website ([www.bbva.com](http://www.bbva.com)).

Shareholders who use electronic banking can sign into on the Forum using the passcode they use to access the online banking website ([www.bbva.es](http://www.bbva.es)) or the BBVA España app.

Shareholders who do not use electronic banking and shareholders who are legal persons must obtain a passcode via the Bank's corporate website ([www.bbva.com](http://www.bbva.com)) to access the computer applications that are available for the 2020 Annual General Meeting on the corporate website ([www.bbva.com](http://www.bbva.com)). To do this, shareholders must follow the instructions in the Online Shareholders Forum section on the 2020 Annual General Meeting page of the Bank's corporate website ([www.bbva.com](http://www.bbva.com)).

### **GENERAL INFORMATION**

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

For more information, shareholders may contact the Shareholder Helpdesk at C/ Azul 4, 28050 Madrid, Spain, from 9 am to 6 pm, Monday to Friday; telephone the Shareholder Helpline on (+34) 91 224 98 21 from 8 am to 10 pm, Monday to Friday; or send an email to [accionistas@bbva.com](mailto:accionistas@bbva.com).

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## **NOTARY PUBLIC AT THE ANNUAL GENERAL MEETING**

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

## **PROCESSING OF PERSONAL DATA**

*BBVA will process the personal data provided to it by shareholders or depository institutions in order to call and hold the Annual General Meeting.*

*In accordance with the provisions of Spanish Organic Law 3/2018, of 5 December, on Personal Data Protection and Digital Rights Guarantee, the link to BBVA's personal data protection policy for shareholders is hereby provided [shareholdersandinvestors.bbva.com/PTDA](https://shareholdersandinvestors.bbva.com/PTDA). The right of access to and rectification or erasure of personal data, the right to object, the right to data portability and the right to the restriction of processing may be exercised in accordance with the provisions of said policy.*

## **NOTE**

*THE ANNUAL GENERAL MEETING IS SCHEDULED TO BE HELD, ON FIRST CALL, ON 13 MARCH 2020 AT THE TIME AND PLACE INDICATED, UNLESS SHAREHOLDERS ARE NOTIFIED OTHERWISE THROUGH THE DAILY PRESS AND THE BANK'S CORPORATE WEBSITE ([www.bbva.com](http://www.bbva.com)).*

*Bilbao, 12 February 2020, the Corporate Secretary and Secretary of the Board of Directors.*

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