



FIRST SUPPLEMENT DATED 6 AUGUST 2020 TO THE BASE PROSPECTUS DATED 16 JULY 2020

BBVA Global Markets B.V.

*(a private company with limited liability (besloten vennootschap met beperkte aansprakelijkheid)
incorporated under Dutch law with its seat in Amsterdam, the Netherlands but its tax residency in Spain)*

**€2,000,000,000 Structured Medium Term Note Programme
unconditionally and irrevocably guaranteed by**

Banco Bilbao Vizcaya Argentaria, S.A.

(incorporated with limited liability in Spain)

This first supplement (the “**Supplement**”) to the base prospectus dated 16 July 2020 (the “**Base Prospectus**”) relating to the €2,000,000,000 Structured Medium Term Note Programme of BBVA Global Markets B.V. (the “**Issuer**”), comprises a supplement to the Base Prospectus for the purposes of Article 23 of Regulation (EU) 2017/1129 (the “**Prospectus Regulation**”) and is prepared in connection with the Structured Medium Term Programme (the “**Programme**”) of the Issuer. This first Supplement together with the Base Prospectus, comprises a base prospectus for the purposes of the Prospectus Regulation.

Terms defined in the Base Prospectus have the same meaning when used in this Supplement. The Supplement is supplemental to, and should be read in conjunction with, the Base Prospectus (as so supplemented) issued by the Issuer.

Each of the Issuer and Banco Bilbao Vizcaya Argentaria, S.A. (the “**Guarantor**”) accepts responsibility for the information contained in this Supplement. To the best of the knowledge of each of the Issuer and the Guarantor (which have taken all reasonable care to ensure that such is the case) the information contained in this Supplement is in accordance with the facts and does not omit anything likely to affect the import of such information.

This Supplement has been approved by the Comisión Nacional del Mercado de Valores (the “**CNMV**”), as competent authority under the Prospectus Regulation. The CNMV only approves this Supplement as meeting the requirements imposed under Spanish and EU law pursuant to the Prospectus Regulation.

PURPOSE OF THE SUPPLEMENT

The purpose of this Supplement is to (i) incorporate by reference the 2020 Consolidated Interim Financial Statements of the Guarantor (as defined below) (including the auditors’ report thereon); (ii) incorporate by reference certain information on alternative performance measures from the 2020 Interim Report (as defined below); (iii) amend the Risk Factor entitled “*The coronavirus (COVID-19) pandemic is adversely affecting the Group*” relating to the Guarantor under heading 2.1 “*Macroeconomic Risks and COVID-19 Consequences*”; and (iv) confirm that there has been no significant change in the financial performance or financial position of the Guarantor and its consolidated subsidiaries (the “**Group**”) since 30 June 2020 and that there has been no material adverse change in the prospects of the Guarantor or the Group since 30 June 2020.

INCORPORATION BY REFERENCE

Incorporation by reference of the 2020 Condensed Interim Consolidated Financial Statements and Interim Consolidated Management Report of the Guarantor

On 31 July 2020, the Group published its 2020 Consolidated Interim Report, (the “**Interim Report**”), which includes: (i) on pages 3 to 94 (inclusive) thereof, its audited consolidated interim financial statements as at, and for, the six month period ended 30 June 2020; (ii) on the ten pages prior to the table of contents of the Interim Report, the auditor’s report thereon (together, the “**Consolidated Interim Financial Statements**”) ; and (iii) certain information on alternative

performance measures contained on pages 54 to 60 (inclusive) of the Interim Consolidated Management Report (the “**Alternative Performance Measures**”).

A copy of the Interim Report has been filed with the CNMV and is available at https://shareholdersandinvestors.bbva.com/wp-content/uploads/2020/07/Interim-and-Management-Consolidated-Report-June-2020_Eng.pdf

By virtue of this Supplement, (i) the Consolidated Interim Financial Statements (including the auditors’ report thereon); and (ii) the Alternative Performance Measures are incorporated by reference in, and form part of, the Base Prospectus as of the date of this Supplement.

The non-incorporated parts of the Interim Report are either not relevant for the investor or are covered elsewhere in the Base Prospectus.

Copies of all documents incorporated by reference in the Base Prospectus can be obtained from the Guarantor as described herein.

If documents which are incorporated by reference or attached to this Supplement themselves incorporate any information or other documents therein, either expressly or implicitly, such information or other documents will not form part of this Supplement for the purposes of the Prospectus Regulation except where such information or other documents are specially incorporated by reference or attached to this Supplement.

AMENDMENT TO THE “*The coronavirus (COVID-19) pandemic is adversely affecting the Group*” RISK FACTOR RELATING TO THE GUARANTOR

By virtue of this Supplement, the “*The coronavirus (COVID-19) pandemic is adversely affecting the Group*” Risk Factor relating to the Guarantor under heading 2.1 “*Macroeconomic Risks and Covid-19 Consequences*” in pages 9 and 10 of the Base Prospectus is replaced in its entirety with the following:

The coronavirus (COVID-19) pandemic has affected, and is expected to continue to adversely affect, the world economy and economic activity and conditions in the countries in which the Group operates, leading many of them to economic recession. Among other challenges, these countries are experiencing widespread increases in unemployment levels and falls in production, while public debt has increased significantly due to support and spending measures implemented by government authorities. In addition, there has been an increase in debt defaults by both companies and individuals, volatility in the financial markets, volatility in exchange rates and falls in the value of assets and investments, all of which have adversely affected the Group’s results in the first six months of 2020, and are expected to continue affecting the Group’s results in the future.

Furthermore, the Group may be affected by the measures adopted by regulatory authorities in the banking sector, including but not limited to, the recent reductions in reference interest rates, the relaxation of prudential requirements, the suspension of dividend payments until October 1, 2020, the adoption of moratorium measures for bank customers (such as those included in Royal Decree Law 11/2020 in Spain, as well as in the CECA-AEB agreement to which BBVA has adhered and which, among other things, allows loan debtors to extend maturities and defer interest payments) and facilities to grant credit with the benefit of public guarantees, especially to companies and self-employed individuals, as well as changes in the financial asset purchase programs.

Since the outbreak of COVID-19, the Group has experienced a decline in its activity. For example, the granting of new loans to individuals has significantly decreased since the beginning of the state of emergency or periods of confinement decreed in certain countries in which the Group operates. In addition, the Group faces various risks, such as an increased risk of deterioration in the value of its assets (including financial instruments valued at fair value, which may suffer significant fluctuations) and of the securities held for liquidity reasons, a possible significant increase in non-performing loans and a negative impact on the Group’s cost of financing and on its access to financing (especially in an environment where credit ratings are affected).

In addition, in several of the countries in which the Group operates, including Spain, the Group has temporarily closed a significant number of its offices and reduced hours of working with the public, and the teams that provide central services have been working remotely. These measures are being gradually reversed in some regions, such as Spain, however, due to the continued expansion of the COVID-19 pandemic, it is unclear how long it will take for normal operations to be fully resumed. The COVID-19 pandemic could also adversely affect the business and operations of third parties that provide critical services to the Group and, in particular, the greater demand and/or reduced

availability of certain resources could in some cases make it more difficult for the Group to maintain the required service levels. Furthermore, the increase in remote working has increased the risks related to cybersecurity, as the use of non-corporate networks has increased.

As a result of the above, while the impact of the COVID-19 pandemic only started to be evident at the end of the first quarter of 2020, it has had an adverse effect on the Group's results for the first half of 2020, as well as on the Group's capital base as of June 30, 2020. The main accumulated impacts have been:

- (i) an increase in the cost of risk associated with the lending activity, mainly due to the deterioration of the macroeconomic environment, which has had a negative impact of €2,009 million in the Group (including the initial adverse effect of the deferment of payment) and provisions for credit risk and contingent commitments for €95 million; the impairment of financial assets not measured at fair value through profit or loss closed the first half of 2020 with a negative balance of €4,146 million against the negative balance of €1,731 million recorded for the same period of the previous year; being the profit recognised in income statement of the first half of 2020 a loss of €823 million against a gain of € 2,916 million recorded for the six months ended 30 June 2019; and
- (ii) a deterioration in the goodwill of the Group's subsidiary in the United States, mainly due to the deterioration of the macroeconomic scenario in the United States, which has had a net negative impact of €2,084 million on the Group's attributed profit in this period (although this impact does not affect the tangible book value, nor the solvency or the liquidity of the Group).

The final magnitude of the impact of the COVID-19 pandemic on the Group's business, financial condition and results of operations, which is expected to be significant, will depend on future and uncertain events, including the intensity and persistence over time of the consequences arising from the COVID-19 pandemic in the different geographies in which the Group operates.

SIGNIFICANT OR MATERIAL CHANGE STATEMENT

Paragraph 7 of the General Information section on page 438 of the Base Prospectus shall be deemed to be deleted in its entirety and replaced by the following wording:

“Save as disclosed in this Base Prospectus, there has been no material adverse change in the prospects of the Group since 30 June 2020 and there has been no material adverse change in the prospects of the Issuer since 31 December 2019.

Save as disclosed in this Base Prospectus, there has been no significant change in the financial performance or the financial position of the Group since 30 June 2020 and there has been no significant change in the financial or trading position of the Issuer since 31 December 2019.”

GENERAL

To the extent that there is any inconsistency between (a) any statement in this Supplement or any statement incorporated by reference into the Base Prospectus by this Supplement and (b) any other statement in or incorporated by reference in the Base Prospectus, the statements in (a) above will prevail.

Save as disclosed in this Supplement there has been no other significant new factor, material mistake or inaccuracy relating to information included in the Base Prospectus since the publication of the Base Prospectus.

Signed on behalf of BBVA Global Markets B.V.

Signed on behalf of Banco Bilbao Vizcaya Argentaria, S.A.

By:

D. Christian Mortensen

Duly authorised

By:

D. Christian Mortensen

Duly authorised