

BBVA

Annual General
Meeting
2022

Operating rules for remote attendance at the BBVA Annual General Shareholders' Meeting



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1. Introduction

- 1.1. The Board of Directors of Banco Bilbao Vizcaya Argentaria, S.A. (hereinafter the **Company**, **BBVA** or the **Bank**), at its meeting on February 9, 2022, agreed to call the Company's Annual General Shareholders' Meeting (hereinafter the **General Meeting** or the **Meeting**), in Bilbao, at Palacio Euskalduna, avenida Abandoibarra, nº 4, on March 17, 2022 at 12 noon on first call and, at the same venue and the same time, on March 18, 2022 on second call, pursuant to the agenda established in the call to the meeting, available on the Bank's corporate website (www.bbva.com).
- 1.2. Pursuant to article 21 of the Company's Bylaws, the Board of Directors has resolved to include remote attendance at the Meeting as an alternative way of participating remotely in the General Meeting.
- 1.3. Pursuant to the foregoing, remote attendance at the General Meeting will be subject to the provisions of these *Operating rules for remote attendance at the BBVA Annual General Shareholders' Meeting* (hereinafter the **Operating rules for remote attendance** or the **Rules**), which must be respected at all times by all shareholders and proxies attending remotely.
- 1.4. Due to the circumstances in place at the time of this call arising from the COVID-19 pandemic, with the aim of protecting the health and safety of shareholders, employees and other persons attending the General Meeting, the Company advises all shareholders to use the means established for this General Meeting to vote and delegate proxies remotely, prior to the meeting, or to attend it remotely, avoiding, as far as possible, in-person attendance.
- 1.5. Shareholders are informed that, due to the continued uncertainty as to how the pandemic and the health situation will evolve, in the event that, between the present call for the General Meeting and the scheduled date for holding the Meeting, there are extraordinary circumstances –beyond the control of the company, as a result of the stipulations of the competent authorities– which severely restrict the possibility of holding the General Meeting at the planned venue referred to in this call notice, or at a different venue to the one initially envisaged, within the same municipal district, this General Meeting would be held entirely remotely, i.e. without the in-person attendance of the shareholders or their proxies, in accordance with the deadlines and procedures established in the call and in these Rules, and



in compliance with the applicable legal and statutory provisions for this type of General Meeting.

- 1.6. In any case, the General Meeting will be broadcasted via the Bank's corporate website (www.bbva.com) and all the legal information about the General Meeting can likewise be accessed by shareholders on said website, in the 2022 Annual General Meeting section.

2. Right to attend the General Meeting

- 2.1. Shareholders—and their proxies—entitled to attend the General Meeting will be able to attend remotely, in accordance with the provisions of these Rules.
- 2.2. In accordance with the Company's Bylaws, holders of 500 or more shares, recorded in the corresponding accounting registry at least five days before the scheduled date of the General Meeting, will be entitled to attend the Meeting.
- 2.3. Any shareholder entitled to attend may be represented at the General Meeting by another person, who need not necessarily be a shareholder. Representation shall be conferred using the delegation form (proxy) included on the attendance card.
- 2.4. As the General Meeting is likely to be held on second call, shareholders must have shares registered in their name no later than 13 March 2022 in order to be able to attend the Meeting remotely.

3. Remote Attendance Portal

- 3.1. Remote attendance will be carried out through the *Remote Attendance Portal* (hereinafter also the **Portal**), which can be accessed through the Company's corporate website (www.bbva.com) or online banking website (www.bbva.es). Use of the Portal implies full and unreserved acceptance of the terms and conditions set out in these Rules.
- 3.2. The Portal has been designed with the sole purpose of enabling remote attendance at the General Meeting, that is, with a view to enabling shareholders to exercise their rights on the



day of the Meeting from a location other than the meeting venue, in the terms provided for herein.

4. Accreditation process

4.1. In order to guarantee the identity of attendees at the General Meeting, as well as to ensure that Shareholders can properly exercise their rights and that the Meeting can be conducted in an orderly fashion, shareholders—or their proxies—who wish to attend the General Meeting (**remote attendees**), must confirm their identity—or that of their proxy, where applicable—through the Remote Attendance Portal prior to the start of the Meeting (hereinafter the **Accreditation process**).

4.2. The Portal will be available:

4.2.1. via the online banking website (www.bbva.es), for remote attendees who are BBVA online banking clients (who have a multichannel contract with the Bank);

4.2.2. via the Bank's corporate website (www.bbva.com), through the 2022 Annual General Meeting/Remote Attendance section, for remote attendees without online banking.

4.3. The Accreditation process on the Portal will be made available on 3 March 2022 and will close at 11 am on the day of the General Meeting.

Notwithstanding the foregoing, to ensure the correct processing of the supporting documentation verifying their identity and legitimacy, all shareholders—or their proxies—who wish to attend the General Meeting remotely are recommended to complete the Accreditation process sufficiently in advance, with it being recommendable to do so no later than 17 March 2022.

4.4. In order to properly verify the identity of remote attendees:

4.4.1. shareholders who use BBVA online banking must verify their identity on the Remote Attendance Portal using their online banking password;

4.4.2. shareholders without BBVA online banking must verify their identity on the Remote Attendance Portal using: (i) an Electronic National Identity Document or an



electronic signature based on an Electronic User Certificate issued by the Royal Mint of Spain; or (ii) a National Identity Document (DNI), Foreigners Identification Number (NIE) or Passport, along with their attendance card (or, in the case of shareholders who do not reside in Spain and do not have an attendance card, a certificate from the bank where their shares are deposited in their name);

4.4.3. in order for anyone acting as a genuine proxy for a shareholder to attend the General Meeting, they must verify their identity on the Remote Attendance Portal as outlined in: (i) paragraph 4.4.1, in case of BBVA online banking clients; or (ii) paragraph 4.4.2, in case of non-banking clients. In the case of the latter, they must provide, together with their ID (DNI, NIE or Passport), their proxy card (or, in the case of shareholders who do not reside in Spain and do not have an attendance card, the certificate from the bank where the shareholder's shares are deposited).

4.5. In the event that the person who wishes to attend the Meeting remotely is the proxy of an individual or a legal entity, in addition to the documents provided for in paragraph 4.4.3, they must accredit said proxy by submitting a copy of a legal supporting document to the Remote Attendance Portal.

For the purpose of the correct processing of supporting documentation for proxies of institutional shareholders or other non-Spanish resident shareholders who wish to attend the General Meeting, it is recommended that they contact the Company by any of the means specified in paragraph 11.4 of these Rules.

4.6. In addition, attendees must follow the instructions and fill in the forms provided on the Remote Attendance Portal, all with a view to ensuring proper accreditation and attendance on the day of the Meeting.

4.7. It is the responsibility of the legal entity to notify the Company of any modification or revocation made to the powers of its proxy. Consequently, the Bank declines any liability until said notification has been given.

4.8. Once the Company has verified the identity, as well as, where appropriate, the validity of the proxy, remote attendees will be able to attend the General Meeting.



- 4.9.** It is the sole responsibility of the shareholder or proxy who wishes to attend the Meeting to safeguard any codes generated for accessing the Remote Attendance Portal.
- 4.10.** The Company reserves the right to request any additional documentation that it deems necessary from shareholders or those wishing to attend as proxies of a shareholder, in order to verify their status as a shareholder or proxy and to guarantee the authenticity of their identity as well as, where applicable, the validity of the proxy conferred.

5. Accessing the Portal on the day of the Meeting

- 5.1.** In order to enable the General Meeting to take place in an orderly manner and to properly manage remote attendance, the attendees will have to access the Remote Attendance Portal between 7 am and 11.30 am on the scheduled day of the Meeting.
- 5.2.** Access—connection—to the Remote Attendance Portal will be carried out through the same links as those outlined in the previous section, i.e.:
- 5.2.1.** via the online banking website (www.bbva.es) for remote attendees who are BBVA online banking users, using their online banking password;
 - 5.2.2.** via the Bank's corporate website (www.bbva.com), in the 2022 Annual General Meeting/Remote Attendance section, for remote attendees who are not BBVA online banking users, using the passwords generated in the Accreditation process.
- 5.3.** Only remote attendees who have accessed the Portal during the time slot indicated in paragraph 5.1 may exercise their rights in the General Meeting, in accordance with the instructions set out in Section 8 of these Rules. It is the sole responsibility of the remote attendee to plan their time accordingly for such purposes.
- 5.4.** As the General Meeting is likely to be held on second call, should the legal quorum needed to hold the General Meeting on first call not be met, those who access the Remote Attendance Portal on first call will be informed of the lack of quorum through the Portal itself. They will have to access the Portal again to exercise their rights on the date indicated for the holding of the Meeting on second call, in the same time slot given in paragraph 5.1.



- 5.5. Should the remote attendee have successfully accredited the voluntary proxy of one or more shareholders, upon entering the Remote Attendance Portal the corresponding delegations will be displayed in order for the attendee to accept them, where appropriate.
- 5.6. In order to draw up the list of attendees at the General Meeting, the Bank will verify that the attendees have the status of shareholder or shareholder's proxy. To this end, the attendee will have to hold or represent, at least, the 500 shares mandatory in order to attend the Meeting.
- 5.7. Remote attendees who access the Portal in accordance with this section will be included on the list of attendees of the General Meeting and may exercise the rights that correspond to shareholders as outlined in Section 8 of these Rules.

6. Rules regarding priority

- 6.1. Remote attendance at the General Meeting by the shareholder or valid proxy will nullify any proxy or vote previously issued by any of the means of remote participation established for the General Meeting, and described in both the notice of the Meeting and on the Bank's corporate website (www.bbva.com), in the 2022 Annual General Meeting section.

To this effect, a proxy will be deemed withdrawn when the shareholder represented accesses the Remote Attendance Portal on the day of the Meeting, as set out in Section 5 of these Rules, following which no proxies of the shareholder will be admitted to the Meeting venue.

- 6.2. In-person attendance of the shareholder at the General Meeting venue will nullify remote attendance, and any previous action taken via the Remote Attendance Portal will be ignored, including exercise of the rights of shareholders set out in Section 8 of these Rules.

To this end, any proxy added during the Accreditation process will also be nullified, and said proxy must be presented at the time of the shareholder's in-person attendance at the General Meeting venue.

- 6.3. In the event that different proxies attend both remotely and in person on the day of the Meeting, the representation of the person who attends the physical venue of the Meeting in



person will take precedence, and any previous action taken via the Portal will be ignored, including exercise of the rights of shareholders set out in Section 8 of these Rules.

- 6.4.** In the case of coholders of a single shareholder's account, the first coholder to access the Remote Attendance Portal will be considered as the remote attendee and subsequent access will be denied to any other coholder. In this sense, in accordance with the provisions of article 126 of the Spanish Corporate Enterprises Act, it is assumed that the coholder who accesses the Portal first has been appointed by the other coholders to exercise the shareholder rights.

7. Live broadcast of the General Meeting

- 7.1.** All remote attendees will be able to access the live broadcast of the General Meeting on the Remote Attendance Portal.
- 7.2.** The live broadcast of the General Meeting can also be accessed on the Bank's corporate website (www.bbva.com).

8. Exercise of shareholder rights

Right to information and other rights established by the Act

- 8.1.** Remote attendees who, in exercise of the shareholder rights provided for in the Spanish Corporate Enterprises Act, wish to submit a written request for any information or clarification that they deem necessary in relation to matters on the agenda, publicly available information that the Company has submitted to the CNMV (Spanish National Securities Market Commission) since the last General Meeting or in connection with the auditor's report; or who wish to draft written proposals in the terms legally provided for in the Spanish Corporate Enterprises Act, must do so in the terms set out below
- 8.2.** With a view to ensuring the smooth running of the General Meeting, there will be a form on the Remote Attendance Portal (Right to information section) for attendees to submit their



contributions, which they may do between 7 am on the day of the Meeting until the moment the General Meeting is constituted.

- 8.3. Attendees who wish to have the verbatim text of their requests for information or clarification recorded in the minutes of the General Meeting must expressly indicate this on the form designated for this purpose on the Portal, for referral to the notary public certifying the Meeting for the corresponding legal purposes.
- 8.4. In accordance with the provisions of the Spanish Corporate Enterprises Act, valid requests for information or clarification submitted by remote attendees will be answered by the General Meeting Panel during the meeting, or in writing within seven days of the Meeting taking place.

Voting on proposed resolutions

- 8.5. Voting on the proposed resolutions will be conducted in accordance with the provisions set forth in the Bank's General Meeting Regulations.
- 8.6. As such, when voting on proposed resolutions relating to agenda items, a negative subtraction method will be used. Accordingly, all votes corresponding to all the shares present or represented will be counted as votes in favour save for the votes corresponding to the shares of remote attendees who, via the Remote Attendance Portal, vote against or abstain.
- 8.7. On the day of the Meeting, remote attendees will be able to cast their ballots on the proposed resolutions on the agenda items from the time at which they are able to access the Remote Attendance Portal until the General Meeting Panel declares the meeting to be concluded.
- 8.8. In the event that a proposal is put forward for a resolution that—by legal mandate—does not require to be on the Meeting agenda and must be put to a vote, the positive subtraction method will be used. Accordingly, all votes corresponding to the shares present or represented will be counted as votes against save for the votes corresponding to the shares of attendees who, through the Portal, vote in favour or abstain.
- 8.9. Voting on items not included on the agenda will be carried out once the General Meeting Panel has read said proposals. This will take place once voting on the proposed resolutions on the agenda has concluded and until the General Meeting Panel declares the Meeting to be concluded.



Notary Public at the Meeting

- 8.10.** The Board of Directors has agreed to require a Notary Public to take the minutes of the General Meeting, pursuant to article 203 of the Spanish Corporate Enterprises Act and article 101 of the Regulations of the Commercial Registry.
- 8.11.** The Notary Public will be made aware of the requests for information or clarification that attendees intend to make via the channel established in the Remote Attendance Portal and in the terms provided for in the Corporate Enterprises Act, the General Meeting Regulations and the Regulations of the Commercial Registry; in particular, of any reservations or protests by remote attendees after the reading of the number of attendees present or represented at the General Meeting.

Limitations or restrictions that could be imposed by competent authorities

- 8.12.** Should the General Meeting be held fully remotely, i.e. without in-person attendance of shareholders or their proxies, as stipulated in the Notice of the General Meeting and in paragraph 1.5 of these Rules:
- 8.12.1.** remote attendees who, in exercise of the shareholder rights provided for in the Corporate Enterprises Act, wish to request any information or clarification which they deem necessary in relation to items on the agenda, publicly available information that the Company has submitted to the CNMV (National Securities Market Commission) since the last General Meeting or in connection with the auditor's report; or who wish to draft written proposals in the terms legally provided for in the Spanish Corporate Enterprises Act, may do so through the Remote Attendance Portal, through the Right to information section, following the instructions provided thereof. To this end, remote attendees will have to indicate their desire to participate in the Meeting and provide a telephone number in order for them to effectively participate by audio means when the Meeting Panel dictates;
 - 8.12.2.** remote attendees may request their right to participate in the meeting, in accordance with the provision of paragraph 8.12.1, on the day of the Meeting from 7 am until the moment the General Meeting is constituted;



- 8.12.3.** remote attendees who wish to have the verbatim text of their contribution recorded in the minutes of the General Meeting must expressly indicate this on the form designated for this purpose on the Portal, for referral to the notary public certifying the Meeting for the corresponding legal purposes;
- 8.12.4.** should the General Meeting be held fully remotely, attendance and exercise of shareholder rights will be governed, in everything not provided for in this Section 8.12, by the remaining provisions of these Rules, the provisions of the notice of the General Meeting and the provisions of the General Meeting Regulations, as applicable.

9. Processing of personal data

- 9.1.** Remote attendees will be able to consult all matters related to the handling of their personal data in the policy on processing of personal data that will be available to them on the Remote Attendance Portal for this purpose.

10. Other mechanisms for remote participation in the General Meeting

- 10.1.** Shareholders are reminded that, notwithstanding the provisions included herein, they may exercise their voting and/or delegation rights electronically prior to the General Meeting, from 21 february 2022 until 12 noon on the day before the General Meeting is scheduled to be held on first call, i.e. until 12 noon on 16 March 2022, as follows:
- via the online banking website (www.bbva.es) or the BBVA España mobile banking app for shareholders who are BBVA online banking users; or
 - via the Electronic Vote and Proxy section on the 2022 Annual General Meeting section of the Company's corporate website, (www.bbva.com) for shareholders who do not use online banking and shareholders who are legal entities.



10.2. All information concerning electronic voting and/or delegation will be available for consultation on the Company's corporate website (www.bbva.com), under the 2022 Annual General Meeting section.

11. Additional general information

11.1. To facilitate remote attendance at the General Meeting, the Bank has prepared a *Remote Attendance Portal operating Guide*, which will be available on the Company's corporate website (www.bbva.com) in the Remote Attendance section of the General Meeting 2022 page, as well as on the Remote Attendance Portal itself, from 3 March 2022, coinciding with the commencement of the Accreditation process.

11.2. The Bank will not be liable for any harm that may be caused to shareholders as a result of any breakdowns, overloads, line failures, connection faults or similar events beyond its control that may prevent the use of the tools created for remote attendance and participation in the Meeting; notwithstanding the measures required and adopted in each situation, including the suspension or restriction of the mechanisms provided for remote attendance of the Meeting when necessary or advisable for technical or security reasons, or the temporary suspension or extension of the General Meeting, should this be necessary, to ensure the full exercise of rights by shareholders or their proxies.

11.3. Shareholders may consult the BBVA Bylaws and the Bank's General Meeting Regulations, which can be found on the Company's corporate website (www.bbva.com), for any information relating to the General Meeting that is not provided in these Rules.

Furthermore, for anything not provided for herein, the information available to shareholders on the Bank's corporate website (www.bbva.com) will be followed.

11.4. For any further information, shareholders may avail themselves of the Shareholder Office at calle 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 e-mail to accionistas@bbva.com.

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