

BBVA Board of Directors' Report

**Proposal to amend BBVA's Bylaws included
under agenda item ten**

15 March 2021

1. Purpose of the report

This report is prepared by the Board of Directors of Banco Bilbao Vizcaya Argentaria, S.A. (hereinafter **BBVA**, the **Bank** or the **Company**), pursuant to Article 286 of the revised text of the Spanish Corporate Enterprises Act, approved by Royal Legislative Decree 1/2010, of 2 July (hereinafter the **Corporate Enterprises Act**), to substantiate the proposal submitted for approval to the Company's Annual General Shareholders' Meeting, under agenda item ten, concerning the amendment of article 21 of BBVA's Bylaws, regarding the form and content of the calling of the General Meeting.

To enable shareholders to better understand the amendment submitted to the General Meeting, a statement outlining its purpose and justification is first made, followed by the proposed resolution submitted for approval by the General Meeting, which includes the full text of the proposed amendment.

Additionally, to facilitate comparison between the wording of the proposed amendment and that of the current article, both texts are reproduced verbatim in side-by-side columns as an Appendix to this report, with the proposed changes shown in the right-hand column and the current text in the left-hand column.

2. Justification for the proposed amendment of the Bylaws

The proposed amendment of the Bylaws that is being submitted to the General Meeting, under agenda item ten, seeks to make certain improvements to the content thereof. In particular, the proposal affects article 21 (Form and content of the notice of the meeting) of the Bylaws and has the purpose of incorporating the possibility of holding virtual-only General Meetings, where permitted by law and where extraordinary circumstances so advise, along with technical improvements.

The proposed amendment of the Bylaws is also accompanied by the proposed amendment of BBVA's General Meeting Regulations, which is proposed under agenda item eleven, to which end the Board of Directors has drafted a specific report.

The proposed amendment is substantiated by the convenience of incorporating greater flexibility as regards the means of holding the General Meeting, so as to guarantee that it can be held in any given context, always respecting shareholders' rights and enabling the orderly conducting of the meeting.

As demonstrated in recent practice, this approach may be deemed necessary should extraordinary circumstances occur that impede (or make highly inadvisable) in-person meetings of a great number of people, such as General Meetings held for listed corporate companies.

The authorisation of remote General Meetings is thus proposed in order to enable compliance with the legal provisions required for corporate enterprises, as well as shareholder participation in the Company's most relevant decisions, including in times of crisis; proposal conceived as an alternative to the holding of General Meetings totally or partially in-person.

The purpose of the amendment is therefore to accommodate the Bylaws in order for them to include the possibility of holding of meetings entirely by remote means, should this format result necessary in light of extraordinary circumstances impeding or advising against in-person meetings. This possibility will, in all events, be subject to the legal provisions introduced in this regard as well as to the due respect for shareholders' rights.

On the basis of the foregoing, the amendment conceives the inclusion of a new paragraph expressly envisaging the possibility of calling virtual-only General Meetings, that is to say, without in-person attendance of shareholders or their proxies, where permitted by law and where extraordinary circumstances so advise.

Additionally, the proposed amendment includes technical improvements consisting of a change in the title, now "Notice of the calling and format of the Meeting", so as to adapt it to the content of the article, along with substituting "Management Body" with "Board of Directors".

This amendment is reflected in the amendment proposed to Article 5 of the General Meeting Regulations, under agenda item eleven.

3. Proposed resolution to be submitted to the General Meeting

Taking into account the justification contained in the previous section, the full text of the proposed amendment to be submitted to BBVA's Annual General Shareholders' Meeting is included below:

Approve the amendment of article 21 (Form and content of the notice of meeting) of Banco Bilbao Vizcaya Argentaria, S.A.'s Bylaws, which will read as follows:

“Article 21. Notice of the calling and format of the Meeting

Annual and extraordinary General Meetings must be called, within the notice period required by law, by means of a notice published in the Official Gazette of the Companies Registry (BORME) or one of the highest-readership daily newspapers in Spain, and be published on the National Securities Market Commission (Comisión Nacional del Mercado de Valores) website and the Company website, except when legal provisions establish other media for disseminating the notice.

The notice will indicate the date, time and place of the General Meeting at first calling and its agenda, which will contain all the matters that the meeting will cover, and any other references that may be required by law. The date on which the General Meeting will be held at second calling may also be stated in the notice.

At least twenty-four hours must elapse between the Meetings' first and second calling.

The Board of Directors may consider the technical means and legal basis that enable and guarantee remote attendance at the General Meeting, and assess, when calling each General Meeting, the possibility of organising attendance at the meeting by remote means.

Additionally, where permitted by law and where extraordinary circumstances so advise, the Board of Directors may resolve to call virtual-only General Meetings, without in-person attendance of shareholders or their proxies, indicating, when calling the meeting, the means and conditions for remote attendance, as envisaged, where applicable, in the law and the General Meeting Regulations.”

The foregoing amendment is subject, where applicable, to the corresponding administrative authorisation, in accordance with the provisions of article 4 of Act 10/2014, of 26 June 2014,

on the regulation, supervision and solvency of credit institutions and in article 10 of Royal Decree 84/2015, of 13 February, implementing Act 10/2014, of 26 June 2014, on the regulation, supervision and solvency of credit institutions.

Madrid, 15 March 2021

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Appendix to the Report:

Comparative information on the article of the Bylaws subject to amendment

Current text	Proposed amended text
<p>Article 21. Form and content of the notice of the meeting</p> <p>Annual and extraordinary General Meetings must be called, within the notice period required by law, by means of a notice published in the Official Gazette of the Companies Registry (BORME) or one of the highest-readership daily newspapers in Spain, and be published on the National Securities Market Commission (Comisión Nacional del Mercado de Valores) website and the Company website, except when legal provisions establish other media for disseminating the notice.</p> <p>The notice will indicate the date, time and place of the General Meeting at first calling and its agenda, which will contain all the matters that the meeting will cover, and any other references that may be required by law. The date on which the General Meeting will be held at second calling may also be stated in the notice.</p>	<p>Article 21. Form and content of the calling Notice of the calling and format of the Meeting</p> <p>Annual and extraordinary General Meetings must be called, within the notice period required by law, by means of a notice published in the Official Gazette of the Companies Registry (BORME) or one of the highest-readership daily newspapers in Spain, and be published on the National Securities Market Commission (Comisión Nacional del Mercado de Valores) website and the Company website, except when legal provisions establish other media for disseminating the notice.</p> <p>The notice will indicate the date, time and place of the General Meeting at first calling and its agenda, which will contain all the matters that the meeting will cover, and any other references that may be required by law. The date on which the General Meeting will be held at second calling may also be stated in the notice.</p>

Current text	Proposed amended text
<p>At least twenty-four hours must elapse between the Meetings' first and second calling.</p> <p>The Management Body may consider the technical means and legal basis that enable and guarantee remote attendance at the General Meeting, and assess, when calling each General Meeting, the possibility of organising attendance at the meeting by remote means.</p>	<p>At least twenty-four hours must elapse between the Meetings' first and second calling.</p> <p>The Management Body Board of Directors may consider the technical means and legal basis that enable and guarantee remote attendance at the General Meeting, and assess, when calling each General Meeting, the possibility of organising attendance at the meeting by remote means.</p> <p>Additionally, where permitted by law and where extraordinary circumstances so advise, the Board of Directors may resolve to call virtual-only General Meetings, without in-person attendance of shareholders or their proxies, indicating, when calling the meeting, the means and conditions for remote attendance, as envisaged, where applicable, in the law and the General Meeting Regulations.</p>

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