

**GENERAL MEETING
REGULATIONS
OF
BANCO BILBAO VIZCAYA
ARGENTARIA, S.A.**

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Article 1. The General Meeting

The General Meeting is the sovereign body of the Company and its resolutions are binding for all shareholders.

Article 2. Classes of meetings

The General Shareholders' Meeting may be annual or extraordinary.

An annual General Meeting, previously convened for this purpose, is required to meet within the first six months of each financial year to, where appropriate, approve corporate management, as well as the financial statements for the previous financial year and decide on the allocation of results, without prejudice to the fact that it may also adopt resolutions on any other matter within its remit included in the agenda or allowed by law, provided that the General Shareholders' Meeting has been constituted with the legal or statutory share capital required in each case.

The other Meetings held by the Company will be considered as extraordinary General Meetings.

Article 3. Powers of the General Meeting

In accordance with the provisions of the law and the Bylaws, the following powers are vested in the General Shareholders' Meeting:

- i) To amend the Bylaws, as well as confirm or rectify the Board of Directors' interpretation thereof.
- ii) To determine the number of seats on the Board of Directors, appoint, re-elect and remove its members, as well as ratify or revoke appointments by co-option thereof made by the Board of Directors.
- iii) To increase or reduce the share capital, conferring authority on the Board of Directors, where appropriate, to specify, within a maximum time frame, in accordance with the law, the date or dates of its implementation. The Board of Directors may make full or partial use of said authority or even refrain therefrom in view of market conditions, circumstances of the Company itself, or a fact or event of social or economic

importance that makes the decision advisable, informing of this at the next General Shareholders' Meeting held after the time frame established for its execution has elapsed.

- iv) To confer authority on the Board of Directors to increase the share capital in accordance with the provisions of the law. When the General Meeting confers such authority, it may also grant the power to exclude pre-emptive subscription rights relating to issuances of shares that are subject to such authority, pursuant to the terms and requirements laid down by law.
- v) To confer authority on the Board of Directors to amend the nominal value of the shares representing the share capital, redrafting article 5 of the Bylaws.
- vi) To issue bonds or other securities that recognise or create debt and are convertible into shares, being also able to confer authority on the Board of Directors to make such issuances as well as exclude or limit pre-emptive subscription rights, all in the terms and under the requirements laid down by law.
- vii) To examine and approve the annual financial statements, the proposed allocation of results and the corporate management corresponding to each financial year, as well as, where applicable, the consolidated financial statements.
- viii) To appoint, re-elect and dismiss auditors.
- ix) To approve the acquisition, disposal or allocation of essential assets to another company. An asset is presumed essential whenever the amount of the transaction exceeds 25% of the value of the assets that appear in the last approved balance sheet.
- x) To approve transformation, merger, spin-off, global assignment of assets and liabilities, winding up and the transfer of registered offices abroad.
- xi) To approve the transfer to subsidiaries of essential activities carried out until that time by the Company itself, even when the Company maintains full control over said subsidiaries. Activities will be presumed essential whenever the volume of the transaction exceeds 25% of the total assets on the balance sheet.

- xii) To approve transactions that are equivalent to the Company's liquidation.
- xiii) To approve the final liquidation balance sheet.
- xiv) To approve the directors' remuneration policy in the terms established by law.
- xv) To rule on any other matter reserved for the General Meeting by legal provision or the Bylaws.
- xvi) To approve its Regulations and subsequent amendments, in accordance with the proposal put forward by the Board of Directors.

Article 4. Calling

General Shareholders' Meetings will be called at the initiative and according to the agenda determined by the Board of Directors, which must necessarily call them whenever it deems this necessary or advisable for corporate interests, and in any case on the dates or periods determined by law and the Bylaws.

The Board of Directors must also call a General Meeting if requested by one or more shareholders representing at least three percent of the share capital, expressly stating the matters to be covered. In such event, the Board of Directors must call the General Meeting so that it is held within the legally established period as of the date on which the Board of Directors is served duly attested notice to call it. The agenda must necessarily include the matters to which the request for a Meeting referred.

Article 5. 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 by the Board of Directors, or its proxy, in the Official Gazette of the Commercial Registry 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 General Meeting may be called to be held in-person only, in-person with the possibility of attending remotely or, where permitted by law and extraordinary circumstances so advise,

exclusively by remote attendance. Should the possibility of attending remotely be agreed, the Board of Directors will determine all necessary matters to allow the meeting to be conducted in an orderly fashion, within the framework established by law.

The notice will indicate the date, time and place of the meeting and its agenda, which will state all the matters to be covered, as well as any other references that may be required by law.

The date of the second calling shall also be recorded in the notice. At least twenty-four hours must elapse between the first and second calling.

The notice of the General Meeting will also state the date on which shareholders must have registered their shares in their name in order to be able to take part and vote at the General Meeting, where and how to obtain the full texts of the proposed resolutions, the reports and other documents required by law and by the Bylaws, as well as the address of the Company website where the information will be available.

Once the notice has been published and until the Meeting is held, the Company website will contain the documents relating to the General Meeting, including the notice of the meeting; the total number of shares and voting rights on the date of the calling; the documents and reports that will be presented at the Meeting; the full texts of the proposed resolutions; the identity, curriculum vitae and status of any directors whose appointment, ratification or re-election has been proposed and any related proposals and reports required by law; the forms to be used for proxy and remote voting; as well as any relevant information that shareholders may require to issue their vote and any information required by applicable legislation.

It will also include necessary details regarding shareholder information services, indicating telephone numbers, email addresses, offices and opening hours.

Moreover, where applicable, information will be included on how to follow or attend the General Meeting remotely, should this have been established, in accordance with the Bylaws, along with any other information on anything else considered useful or convenient for the shareholders for such purposes.

In accordance with applicable legislation, the Company will establish an Online Shareholders Forum on its website on the occasion of each General Meeting, providing duly secured access both for individual shareholders and any voluntary associations of

shareholders that may be set up, in order to facilitate their communication prior to the General Meeting. Shareholders may post proposals on the Online Forum that they intend to present as supplements to the agenda included in the notice of the meeting, requests to second such proposals, initiatives to reach the threshold for minority rights established by law, and offers or requests for voluntary proxy.

Article 5 bis. Supplement to the calling of the meeting and new proposed resolutions

Shareholders representing at least three percent of the share capital may request the publication of a supplement to the calling of an annual General Meeting, including one or more agenda items, provided that the new items are accompanied by a substantiation or, where applicable, a substantiated proposed resolution. The exercise of this right must be done by providing due attested notice at the Company's registered office within five days following the publication of the calling. The supplement to the calling must be published at least fifteen days prior to the scheduled date of the General Meeting.

Shareholders representing at least three percent of the share capital may, within the same period established in the previous section, submit substantiated proposed resolutions on matters that are already included or that should be included on the agenda of a General Meeting already called. The Company will ensure that these proposed resolutions and any accompanying documentation are made available to the rest of the shareholders.

Article 6. Shareholders' right to information prior to the General Meeting

Shareholders may request, up to five days before the scheduled date of the General Meeting, that directors provide any information or clarifications, or submit written questions regarding matters on the agenda. Within the same period, shareholders may send written request for any clarification they deem necessary regarding the publicly available information provided by the Company to the National Securities Market Commission since the previous General Meeting and regarding the auditor's report. Notwithstanding the foregoing, once this period has elapsed, shareholders are entitled to request information, clarifications or ask questions during the General Meeting as set out in article 18 of these Regulations.

Provided that it complies with the period and scope requirements established by law and these Regulations, the requested information will be provided to applicants, in writing, by the Shareholder Office until the date of the General Meeting, unless the Chair deems this

information to be unnecessary for upholding shareholders' rights, or if there are objective reasons to consider that it could be used for non-company purposes or if its release would harm the Company or its associated companies.

Information will not be withheld if the request is supported by shareholders representing at least one quarter of the share capital.

When, prior to its drafting, the information requested is clearly, expressly and directly available to all shareholders on the Company website in the format of Frequently Asked Questions, the directors may answer by simply directing the shareholders to the information in said format.

The right to information may be exercised through the Company website, which will publish the communication channels existing between the Company and the shareholders, and namely relevant explanations for shareholders to exercise their right to information, stating the postal and email addresses where they can address their queries.

In the event of abuse or misuse of the requested information, the shareholder will be liable for any damages sustained.

Article 7. Right of attendance

The General Shareholders' Meetings may be attended by shareholders who own the minimum number of shares set out by the Bylaws, provided that these shares are recorded in the corresponding accounting register five days before the scheduled date of the General Meeting and that, at least, the same number of shares are retained until the General Meeting is held.

Holders of fewer shares may group together to make up at least that number and appointing a representative.

Due to its high number of shareholders, the Company will issue a personalised attendance card granting access to the venue where the General Meeting is to be held. This card will be issued by the Bank to each shareholder entitled to attend who so requests and will indicate the number of shares held. Requests may be sent to the Shareholder Office, or made via the Company website or at any BBVA branch office.

Notwithstanding the foregoing, and in order for shareholders holding fewer shares than the minimum established in the Bylaws to attend, should they wish to do so, they may apply for an invitation to attend the General Meeting through the Shareholder Office, the website or any BBVA branch office. Invitations will be granted after due consideration of inevitable space constraints in the venues where General Meetings can be held and the very high number of shareholders in the Company.

The Board of Directors will attend the General Meeting, while executives, managers and technical staff of the Company and its investee companies may attend, as may anyone authorised by the Chair of the General Meeting, without prejudice to the right of the General Meeting to revoke said authorisation.

However, the Board of Directors' attendance at the General Meeting will not be necessary for its valid constitution.

In order to confirm the identity of shareholders or their valid proxies, on entering the venue where the General Meeting is to be held, along with their attendance card, attendees may be asked to prove their identity by presenting their Spanish national identity document or any other official document generally accepted for such purposes.

Legal persons will act through their legal representative, who must give due accreditation.

Article 8. Proxy or remote voting

Pursuant to the provisions of the Bylaws, shareholders may vote by proxy, by post, electronically or by any other means of remote communication, provided that the voter's identity is duly guaranteed.

Shareholders voting remotely will be counted as present for the purposes of constituting the General Shareholders' Meeting.

Remote voting may be carried out using the form that the Company provides for this purpose, which may be included on the attendance card.

Shareholders wishing to vote by post may request, from the date that the notice of the General Meeting is published, through the Shareholder Office or at any BBVA branch, that the Company issue a postal-vote document in their name. Once said document is completed according to the instructions therein and within the allotted time frame, the document must

be sent by registered post with acknowledgement of receipt to the Shareholder Office to be processed and counted. Information pertaining to postal voting will be communicated via the Company website.

In order for remote votes to be processed, these must be received at the Shareholder Office at least 24 hours prior to the scheduled date of the first calling at the General Shareholders' Meeting. Any votes arriving later than this will not be counted.

With regard to electronic voting, the procedures established by the Company in accordance with the law and regulatory updates that may be published in that regard, and taking into account the technical resources available, will be followed. These procedures will be communicated on the Company website.

Article 9. Proxies to attend the Meeting

Any shareholder entitled to attend may be represented at the General Meeting by another person, who need not necessarily be a shareholder.

Proxies must be conferred specifically for each General Meeting, using the proxy form provided by the Company on the attendance card. A single shareholder may not be represented at the General Meeting by more than one proxy, except under the circumstances provided in the law for intermediary entities.

Proxies conferred to anybody not legally eligible to hold them will be null and void, as will proxies conferred by fiduciary or apparent holders.

Proxies must be conferred in writing or by remote means of communication that comply with the legal requirements regarding remote voting rights. They must be specific for each General Meeting.

The proxy holder may represent more than one shareholder, without limitation as to the number of shareholders represented. Where proxy holders hold proxies from several shareholders, they may cast votes in different ways according to the instructions given by each shareholder.

Proxies may be revoked at any time. Personal attendance of the appointing shareholder at the General Meeting revokes the proxy. The revocation of the proxy appointment may also

be made in writing or by electronic means in accordance with the system and formal requirements established by the Company for this purpose.

In any case, the number of shares represented will be counted for the valid constitution of the General Meeting.

Article 10. Public call for proxy

The public call for proxy must always be made in accordance with the law.

The document recording the proxy must contain or be attached to the agenda, the request for voting instructions and an indication of how the representative will vote when no specific instructions are given.

In the event of a public call for proxy, the proxy holder may not exercise voting rights corresponding to the shares represented on those agenda items in which they have a conflict of interest, unless the proxy has received precise voting instructions from the appointing shareholder for each of these items and without prejudice to the possibility of appointing another proxy for such events.

There may be a conflict of interest in cases established by applicable legislation. In any event, directors are deemed to be in conflict of interest with respect to the following decisions:

- Their appointment, re-election or ratification as directors.
- Their dismissal, removal or termination as directors.
- Corporate action to demand their liability.
- The approval or ratification, where appropriate, of the Company's transactions with the directors concerned, companies controlled by them, companies they represent or persons acting on their behalf.

When directors make a public call for proxy, the voting rights corresponding to the shares represented will be exercised by the Chair of the General Meeting, unless otherwise indicated in the call document. Unless shareholders granting the proxies expressly indicate otherwise, it will be considered that they provide precise instructions in favour of the proposals submitted by the Board of Directors to each General Meeting.

The proxy may also include items which, although not included on the agenda of the calling, are addressed in the General Meeting, being so permitted by law. It will be considered that, unless the shareholder expressly indicates otherwise, they provide precise voting instructions against such proposals.

The public call for proxy may also be made electronically in accordance with the applicable legislation.

Article 11. Place and holding of the Meeting

General Meetings shall be held in the municipal district where the Company has its registered office, in the place and on the date indicated in the calling; and sessions may be extended for one or more consecutive days, on the proposal of the Board of Directors or at the request of a number of shareholders representing, at least, one quarter of the capital present at the General Meeting.

The Board of Directors may, in the event of force majeure, decide that the General Meeting be held in a different venue to the one initially envisaged, within the same municipal district, and provided that the shareholders are informed of this fact with due publicity.

This information requirement will be deemed to be fulfilled by the publication of notice in a national newspaper and on the Company's website, as well as by the placement of appropriate notices at the venue initially established for the General Meeting.

In the event of force majeure, the Board of Directors may also decide that the Meeting should be relocated, once initiated, to a different venue within the same municipal district.

The meeting may be held in separate rooms, provided that these are equipped with audio-visual equipment that allows interaction and communication between different rooms in real time, therefore maintaining the unity of the event, and that the rights of all attendees to participate and exercise their right to vote in the General Meeting are guaranteed.

Article 12. Temporary suspension

Exceptionally, should any event occur that substantially alters the smooth running of the General Meeting, or should other extraordinary circumstances that prevent its normal running occur, the Chair of the Meeting may suspend the meeting for as long as necessary to restore the conditions for its continuation. If these circumstances continue, a proposal will

be made to postpone the General Meeting to the following day, as provided for in the paragraph above.

Article 13. Security

General Shareholders' Meetings will be held in such a way as to ensure that shareholders can participate and exercise their political rights, with the Company taking all necessary measures to ensure the smooth running of the Meeting.

Accordingly, for each General Meeting, measures will be put in place to monitor, protect and maintain order, including any access control and identification systems considered appropriate at any given time according to the circumstances under which the meetings are held.

Article 14. Quorum

General Meetings, both annual and extraordinary, will be validly constituted with the minimum quorum of shareholders, either present or represented, required by the legislation in force at any given time and by the Bylaws, depending on the nature of the various matters included on the agenda.

Should the required capital not be present or represented on first calling, the Meeting will be held on the second calling.

Article 15. General Meeting Panel (*Mesa de la Junta*)

Having established a sufficient quorum, the Panel will then be constituted. This comprises the Chair and the Secretary of the Meeting, who will ensure that these Regulations are implemented during the Meeting and will interpret them in the spirit and for the purpose with which they are intended.

Article 16. Chair and Secretary of the Meeting

The Chair of the Board of Directors will act as Chair of the General Shareholders' Meeting or, should this not be possible, the Deputy Chair. Should there be several Deputy Chairs, the order established by the Board of Directors at the time of their appointment will be

followed, otherwise, age seniority will prevail. Should none of the above be possible, the Board of Directors will appoint a director to chair the Meeting.

The Secretary of the Board of Directors will act as Secretary of the Meeting or, should this not be possible, the Deputy Secretary. Should both be absent, the Board of Directors will appoint another Secretary as substitute.

The Chair of the Meeting will adjudge whether or not the requirements have been met for the Meeting to be duly convened, will resolve any doubts, clarifications or complaints relating to the list of attendees, proxies or representatives: examining, accepting or rejecting new proposals on the agenda items, guiding discussions, organising, ordering, limiting and cutting short speakers. The Chair is generally empowered to take any measures necessary to best organise and run the Meeting, including powers to resolve any issues that may arise.

Article 17. List of attendees

The list of attendees will then be drawn up, and the shareholders will be informed of the number of attending shareholders with voting rights, the number of shareholders present or represented, as well as the number of shares and the percentage of share capital represented.

The list of attendees, which will be attached to the minutes, will be drawn up on a computer file or medium with a sealed cover that is duly identified and certified by the Secretary and approved by the Chair.

Shareholders or their proxies who arrive at the Meeting venue after the start time and after the attendance and proxy cards have been handed in, may follow the meeting in the same room or in another adjoining room, but will not be included on the list of attendees and will not be able to exercise their voting rights.

Having established that there is a sufficient quorum, the Chair will declare the Meeting to be duly constituted on first or second calling, as appropriate.

Article 18. Conducting the Meetings

The proposed resolutions submitted by the Board of Directors will then be read out in full or in summary, unless the Meeting deems such reading unnecessary.

If the Meeting is held with a notary public in attendance, the Secretary will give the notary public these proposed resolutions so that they may be duly recorded in the meeting minutes.

Following the contributions that may be established by the Chair of the Meeting, the floor will be given to shareholders to ask questions, request information or clarification regarding the items on the agenda, and verbally request any explanations they deem necessary regarding publicly accessible information submitted by the Company to the National Securities Market Commission since the last General Meeting and concerning the auditor's report, or formulate proposals that may be legally submitted to the General Meeting even when not on the agenda.

Shareholders wishing to speak will identify themselves, stating their full name and number of shares they hold or represent. Should they wish to have their contribution recorded verbatim in the minutes of the Meeting or have it attached to the minutes, they must submit it in writing, signed, to the Secretary of the Meeting or the notary public, as applicable, prior to taking the floor.

The floor will be opened in the manner established by the Chair of the Meeting who, in due consideration of the circumstances, may determine the time to be initially allotted to each speaker, procuring to ensure that the same amount of time is allotted to each. The Meeting Panel may, however:

- i) Extend the time initially allotted to each shareholder for their contribution, when it deems that the shareholder's contribution so merits.
- ii) Ask speakers to clarify or expand on the matters raised if, in its view, there is not sufficient detail to discern the content and subject-matter of their contributions or proposals.
- iii) Call speakers to order when they run over the allotted time, or when the smooth running of the Meeting may be jeopardised, even withdrawing their right to the floor.

Once the speakers have made their contributions, shareholders will be given their answers. Any information or clarification requested will be provided by the Chair or, where appropriate and if he so indicates, by the Chief Executive Officer (*Consejero Delegado*), another director or, if appropriate, by any employee or third-party expert on the matter. If it is not possible to satisfy the shareholder's right at that time, such information will be provided in writing within seven days of the termination of the Meeting.

Directors will be obliged to provide the information requested in the terms expressed above except in the cases provided for in article 6 of these Regulations.

Notwithstanding the provisions of this article, the Chair may, in performing the assigned duties, structure the Meeting to run in the manner deemed most appropriate, altering the established protocol according to the timing and organisational needs arising at any given time.

Article 19. Voting on proposed resolutions

The proposed resolutions on the agenda items will then be voted, following the directions given by the Meeting Panel.

If any other matter is raised during the Meeting that does not legally have to be included on the agenda and that must be voted on, the same procedure will be followed.

If, in accordance with the law and the provisions of these Regulations, alternative proposals are formulated by shareholders on agenda items, they will be put to a vote following the proposals made by the Board of Directors. In any case, should a proposed resolution be adopted, all other proposed resolutions that relate to the same matter but are incompatible with the adopted resolution will automatically lapse and will not need to be put to a vote, and this will be indicated by the Meeting Panel.

To facilitate the voting process, the Meeting Panel will ask any shareholders wishing to record their abstention, negative vote or opposition to the resolutions to state this before the persons appointed by the Meeting Panel for such purpose, indicating the procedure they must follow.

Should the minutes of the Meeting be notarised, the statements in the paragraphs above will be made before the notary public.

As a general rule, and notwithstanding any alternative systems that may be used to count votes, the procedure below will be followed:

When voting on proposed resolutions relating to items included in the agenda, a negative subtraction method will be used. For this purpose, all the shares present or represented will be deemed to vote in favour of the proposal, and all the votes corresponding to the shares

whose holders or proxies have voted against or abstained will be subtracted from this number.

When voting on proposed resolutions relating to matters not included on the agenda, the positive subtraction method will be used. For this purpose, all the shares present or represented will be deemed to vote against the proposal, and all the votes corresponding to the shares whose holders or proxies have voted in favour or abstained will be subtracted from this number.

Financial intermediaries, duly accredited in the opinion of the Company, who legitimately appear as shareholders but act on behalf of different clients, will be allowed to split their votes according to the instructions given by those clients, and may cast different votes according to the instructions given by each client.

Article 20. Adopting resolutions

Resolutions will be adopted with the majorities required by law and set forth in the Bylaws.

Each voting share, present or represented at the General Meeting and whether or not paid up, will confer the right to one vote. Shareholders who are not up to date in the payment of outstanding disbursements will not be entitled to vote, but only in respect of shares for which the outstanding disbursements have not been paid. Nor will holders of non-voting shares be entitled to vote.

To determine the voting results, votes cast at the Meeting by shareholders present or represented will be counted along with votes cast by proxy as a result of a public call for proxies under the terms of said proxy, and votes cast by post or email or by any other remote means of communication fulfilling the requirements established for such purpose.

The Chair of the Meeting will inform the shareholders whether or not the proposed resolutions submitted to the General Meeting have been approved when it has confirmed that there are sufficient votes to reach the majorities required for each resolution.

Article 21. Closure of the Meeting

Once the voting results have been announced, the Chair of the Meeting may conclude the event by closing the meeting.

Article 22. Minutes of the Meeting

The Board of Directors may decide to appoint a notary public to record the minutes of the meeting. The notarised minutes will be considered the official minutes of the Meeting and will not require approval by the Meeting.

Alternatively, the Secretary of the Meeting will take the minutes of the meeting, which will be recorded in the minutes book, and may be approved by the Meeting at the end of the meeting or otherwise within 15 days by the Chair of the Meeting and two comptrollers nominated by the Meeting Panel, one representing the majority and the other the minority. The minutes will be signed by the Secretary and approved by the Chair.

Article 23. Publishing the resolutions

Notwithstanding the filing of eligible resolutions with the Commercial Registry and to any applicable legal provisions regarding the publishing of corporate resolutions, on the day of the Meeting or the next working day, the Company will submit the wording of the approved resolutions to the National Securities Market Commission, as relevant event. The wording of the approved resolutions and the voting results will also be published on the Company's website within the timeframe indicated by the applicable legislation.

Article 24. Shareholder Office

In order to facilitate communication with the shareholders about General Meetings, the Bank's Board of Directors will maintain a permanent Shareholder Office to deal with any requests for information, clarifications or questions from shareholders and their corresponding answers, in the terms set out in these Regulations. It will also deal with any other questions that shareholders may put to the Bank in relation to their shareholding.

Article 25. Publishing

Once approved by the General Meeting, the Board of Directors will take the necessary measures to ensure that these Regulations are disseminated amongst the shareholders, by their communication to the National Securities Market Commission as a relevant event, registering them with the Commercial Registry and publishing them on the Company's website.

Article 26. Interpretation and amendment

These Regulations supplement and build upon the provisions of the Bylaws in relation to the General Meeting, and should be interpreted by the Board of Directors in accordance with the Bylaws and with the prevailing legal provisions.

The Board of Directors may propose to the General Meeting amendments to these Regulations when it deems this necessary or advisable for the corporate interest.

Article 27. Approval and term

These Regulations will come into force once they have been approved by the Company's General Shareholders' Meeting, notified to the National Securities Market Commission and registered with the Commercial Registry.

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