Board of Directors Report

Concerning the approval by the General Meeting of a maximum level of variable remuneration of up to 200% of the fixed component of total remuneration for a specific group of employees, in accordance with Article 34.1 g) of Act 10/2014, of 26 June 2014, on the regulation, supervision and solvency of credit institutions

Madrid, February 9, 2023
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This English version is a translation of the original in Spanish for information purposes only. In case of discrepancy the original in Spanish shall prevail.
1. Introduction

1.1. Purpose of the report and applicable regulations

This report is drawn up by the Board of Directors of Banco Bilbao Vizcaya Argentaria, S.A (“BBVA”, the “Bank” or the “Institution”), at the proposal of the Remunerations Committee, in compliance with the provisions of Article 34.1 g) of Act 10/2014, of June 26, 2014, on the regulation, supervision and solvency of credit institutions (hereinafter, “Act 10/2014”), regarding the proposed resolution submitted, under agenda item five, to consideration by the Bank’s Annual General Shareholders’ Meeting, to be held, foreseeably, on March 17, 2023, consisting of the 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 BBVA’s and/or its Group’s risk profile, (hereinafter the “Report”).

For the approval of this higher level of variable remuneration, the Institution’s General Shareholders’ Meeting must make its decision on the basis of a detailed recommendation from the Board of Directors that explains the reasons and the scope of the decision and includes information on the number of staff affected, their positions, as well as the expected effect of the adoption of this decision on the maintenance of a sound capital base, with consideration given, where applicable, to the provisions made by the competent authorities in relation to the dividend payment policy.

Therefore, the purpose of this Report is to explain to the Bank’s shareholders the reasons that justify the approval, by the General Meeting, of the higher level of variable remuneration of up to 200% of the fixed element of the total remuneration for certain Identified Staff members at BBVA and/or the BBVA Group, which includes the Bank itself and the subsidiaries part of its consolidated group (the “BBVA Group” or the “Group”).

The Report is drawn up in due consideration of other regulations applicable on the matter, particularly the provisions of: (i) Commission Delegated Regulation (EU) 2021/923 of 25 March 2021 supplementing Directive 2013/36/EU of the European Parliament and of the Council with regard to regulatory technical standards setting out the criteria to define managerial responsibility, control functions, material business units and a significant impact on a material business unit’s risk profile, and setting out criteria for identifying staff members or categories of staff whose professional activities have an impact on the institution’s risk profile that is comparably as material as that of staff members or categories of staff referred to in Article 92(3) of that Directive (hereinafter “Delegated Regulation 2021/923”); (ii) Bank of Spain Circular 2/2016, of 2 February 2016, to credit institutions concerning supervision and solvency,

In this sense, article 34.1 g) of Act 10/2014 stipulates that institutions shall establish the appropriate ratios between the fixed and the variable components of total remuneration for those categories of staff whose professional activities have a significant impact on the risk profile (the “Identified Staff” or “Risk Takers”), applying the following principles:

“1. The variable component shall not exceed 100% of the fixed component of the total remuneration for each individual.

2. However, the entity's General Shareholders' Meeting may approve a higher maximum percentage, provided the variable component does not exceed 200% of the fixed component”.

Taking the foregoing into account, this Report examines the scope of the decision submitted to the General Meeting for consideration, including the functions affected and the areas in which they carry out their activity and analyzes, as stipulated in Act 10/2014, the effect this decision would have on the maintenance of a sound capital base, as set out below.

1.2. Advice received

This Report is issued on the basis of the report drawn up by BBVA's Talent & Culture area, which in turn based its report on reports issued by the Finance area of BBVA and by Mercer Consulting, S.L. (belonging to the Marsh & McLennan Companies, Inc. group), a leading consultancy firm in the field of compensation.

2. Remuneration policy in BBVA

2.1. BBVA Group General Remuneration Policy

BBVA has been implementing over time a sound and consistent remuneration policy, which is aligned with its long-term interests, with the interests of its shareholders and with sound risk management. All these circumstances have been confirmed by Mercer Consulting, S.L., in the report issued to that effect.
Therefore, the BBVA Group has a remuneration policy which applies to its entire staff (hereinafter the “BBVA Group General Remuneration Policy”), approved by the Board of Directors, upon proposal by the Remuneration Committee, which is adapted to the requirements concerning remuneration stipulated in legislation applicable to credit institutions, and incorporating the best practices on the matter, and is materialized in a remuneration system based on the following principles:

- long-term value creation;
- achievement of results on the basis of sound and responsible risk assumption;
- attraction and retention the best professionals;
- reward the level of responsibility and professional track record;
- ensure internal equity and external competitiveness;
- ensure equal pay for men and women; and
- ensure transparency of the remuneration model.

Based on these general principles, the BBVA Group General Remuneration Policy is defined taking into consideration the need to comply with the legal requirements applicable to credit institutions and to the different sectors in which the BBVA Group develops its businesses, as well as alignment with best market practices, including arrangements devised to reduce exposure to excessive risks and align remuneration with the Group’s strategy, objectives, values and long-term interests.

The remuneration scheme generally applicable to employees materializes in the following:

a) **Fixed remuneration**, which takes into account the level of responsibility, the functions carried out and the professional career of each employee, the principles of internal equity and the market value of the function, and constitutes a significant portion of total pay. The award and amount of fixed remuneration are based on pre-determined objective and non-discretionary criteria; and

b) **Variable remuneration**, consisting of payments or benefits in addition to fixed remuneration, monetary or non-monetary, based on variable parameters. Under no circumstances shall variable remuneration impose a limitation on the Group’s capacity to
have a solid capital base in accordance with regulatory requirements, and it shall take into account current and future risks as well as the necessary cost of capital and liquidity, reflecting performance that is sustainable and adapted to risk.

2.2. Specific provisions applicable to Identified Staff

The BBVA Group General Remuneration Policy, on the basis of the already stated general principles, and pursuant to the regulatory requirements applicable to BBVA as credit institution, establishes the specific rules applicable to the remuneration of the members of Identified Staff (which includes BBVA's directors and members of BBVA's Senior Management).

As regards directors, they are subject to a specific remuneration policy, the approval of which corresponds to the Bank's General Shareholders' Meeting.

Thus, the Bank has designed an incentive system for Identified Staff, specifically oriented towards aligning their remuneration with risks, as well as with the Group's long-term interests and objectives. The result is a remuneration scheme based, inter alia, on the following basic characteristics:

- **Balance between the fixed and variable components of total remuneration**, in accordance with the provisions of the applicable regulation, allowing for a fully flexible policy regarding the payment of variable components, which may lead to these being reduced, as applicable, in their entirety. The proportion between the two components has been established in accordance with the type of functions carried out by each beneficiary (business, support or control) and, consequently, their impact on the risk profile, adapted in each case to the reality of the different Group institutions or functions.

- Identified **Staff members’ variable remuneration** for each financial year will be subject to ex-ante adjustments in a way such that it will not accrue, or will accrue in a reduced amount, should a certain level of profit and capital ratio not be achieved, and it will be reduced at the time of the performance assessment of each beneficiary in the event of negative performance in the Bank’s results or other parameters such as the level of achievement of budgeted targets.

- The **variable remuneration** of the Identified Staff members reflects performance as measured by the result of a set of previously established indicators, both financial and non-financial, with associated weights, targets and scales of achievement, which are
defined at the Group, area and individual level, and take into account current and future risks, as well as the strategic priorities defined by the Group.

- **The Annual Variable Remuneration** for each Identified Staff member is calculated on the basis of an annual "target" variable remuneration, which represents the amount of the Annual Variable Remuneration for a level of achievement of pre-established goals of 100%, on the basis of pre-established scales (the "Annual Variable Remuneration"). The Annual Variable Remuneration of Identified Staff members that had been granted shall be subject to specific award, vesting and payment rules, and in particular:

  - A **significant percentage** of Annual Variable (at least 60% in the case of executive directors, Senior Management and Identified Staff members with particularly high variable remuneration, and at least 40% for the remaining Identified Staff) **shall be deferred** over a period of 5 years, in the case of executive directors and Senior Management members, and a period of 4 years for the remaining Risk Takers.

  - The **deferred** portion of the Annual Variable Remuneration **shall be paid, if conditions are met, after each of the five years of deferral**, and, in any case, in an amount it will not be paid faster than in a proportional manner.

  - **50%** of the Annual Variable Remuneration, of both the upfront portion and the deferred portion, **shall be established in BBVA shares** or in instruments linked to BBVA shares. **In the case of executive directors and Senior Management members**, 50% of the upfront portion shall be awarded in BBVA shares, increasing the percentage of BBVA shares or tools linked to BBVA shares of the Deferred Portion to 60%.

  - **Shares or instruments linked to shares** awarded, where appropriate, as Annual Variable Remuneration **shall be withheld for a one-year period** after delivery, except for the shares that may need to be disposed of to cover the payment of tax obligations arising from their delivery.

  - The **deferred portion** of Annual Variable Remuneration will be subject to the application of ex-post adjustments that **may reduce**, but never increase it.

  - Only cash portions of the deferred Annual Variable Remuneration that finally vests, shall be updated by applying the consumer index price (CPI) measured as
year-on-year change in prices, or any other criteria established by the Board of Directors.

- **The entire Annual Variable Remuneration shall be subject to reduction and recovery arrangements** ("malus" and "clawback") during the entire deferral and withholding period of the shares or instruments.

- **No personal hedging strategies or insurance strategies may be used** in connection with variable remuneration or responsibility that may undermine the effects of alignment with sound risks management.

- **The variable component** of remuneration for a financial year **shall be limited to a maximum amount of 100% of the fixed element of total remuneration**, unless the General Meeting resolves to increase this percentage up to a maximum of 200%, in accordance with the provisions of Act 10/2014 as justified and recommended in this Report.

In this regard, it is worth mentioning that the Bank plans to update the remuneration policies throughout the year 2023, with the aim of strengthening the alignment of remuneration with the creation of value and sustainable long-term performance and with the appropriate and effective management of risks. In the case of BBVA Directors’ Remuneration Policy, the Board of Directors, at the proposal of the Remuneration Committee, has approved a new policy that is submitted for the consideration of the General Shareholders’ Meeting, to be applied in financial years 2023, 2024, 2025 and 2026, under item four of the agenda and which contains, for executive directors, a change in the variable remuneration model to incorporate, among others, a long-term incentive as part of the Annual Variable Remuneration.

### 3. Approval of the maximum level of variable remuneration for certain Risk Takers

#### 3.1. Reasons and scope: affected workforce

BBVA Group has, among its professionals, a number of profiles to whom, in light of the characteristics of the functions they carry out and the importance attached to retaining them within the Group, it remains convenient that their variable remuneration can reach up to twice their fixed remuneration.
The analysis of functions to which the maximum level of variable remuneration is recommended is carried out on the basis of the group of employees who are part the Identified Staff, delimited as per the regulations applicable – especially the provisions of Commission Delegated Regulation 2021/923 and Circular 2/2016 – as well as in accordance with additional internal criteria drawn up by the Bank.

Delimitation of the Identified Staff is carried out on the basis of:

a) Qualitative criteria, defined taking the responsibility of the position into consideration, as well as on the basis of the employee's capacity or responsibility to undertake or manage risks.

b) Quantitative criteria, established on the basis of the total remuneration granted to the staff member in the preceding financial year, unless it is determined that the activity carried out by such staff de facto has no significant impact on the risk profile.

The identification process, which is duly reported to the Remunerations Committee and the Board of Directors, is carried out by the global Talent & Culture area at the beginning of the year, and is updated throughout the year, allowing for the inclusion of staff that fall or are likely to fall under the criteria set in the applicable regulations for a period of at least three months in a financial year.

Following these criteria, at the date of this Report the number of Identified Staff in the Group is of approximately 320 employees. Likewise, at an individual basis, the number of Identified Staff in the Entity (at an individual level) is of approximately 181 employees, of which 159 are also members of the Identified Staff of the Group. This notwithstanding, pursuant to the applicable compensation model, it is not necessary for the variable remuneration of all of them to be able to reach twice the fixed component of their total remuneration. The higher level is sought only for certain risk takers who carry out the following functions and are part of the following areas:

i. BBVA Directors.

ii. BBVA Senior Management.

iii. Identified Staff members who carry out their functions in the business areas of Spain, United States, Mexico, Turkey, South American countries and Corporate and Investment Banking (CIB).
iv. Identified Staff members who carry out their functions in corporate support areas, working globally for the BBVA Group, without being assigned to a particular business area, including activities focused on the digital transformation.

The increase in the maximum ratio between the fixed and variable components of the total remuneration of staff included in the aforementioned functions and areas is necessary to preserve the competitive position of the BBVA Group General Remuneration Policy, providing it with the necessary flexibility to adapt the remuneration structure of a group of employees with special qualifications and who carry out their activity in a global environment or in areas in which the search for and retention of talent is a key element for the entity's strategy.

In this regard, it should be pointed out that the remuneration regulations that BBVA must apply as a European credit institution, regardless of the countries in which it operates, together with the dynamics of an increasingly internationalized and competitive labor market, mean that in order to attract and retain the best professionals in global functions and areas, in key business areas, in particularly competitive sectors, such as those linked to digital transformation, and in countries outside the European Union, requires elements that offer greater flexibility in determining the remuneration structure for these professionals.

This is compounded by the fact that European financial institutions have recurrently had maximum variable remuneration ratios of 200% of their fixed remuneration authorized by their general meetings, which creates an environment in which, in order to compete with them in attracting talent, it is necessary to have a remuneration structure with a similar degree of flexibility.

Thus, it is understood that the authorization to have a variable remuneration ratio that can reach, when required, up to 200% of the fixed remuneration, is an efficient way to compete in the international market and attract and retain the necessary talent so that the BBVA Group can continue to successfully develop its strategy.

Additionally, in this context, payments for early termination of contracts acquire special relevance within their total compensation, given their potential configuration as variable components of remuneration in accordance with applicable regulations.

All the Identified Staff members for whom the higher level of compensation is requested meet at least one of the following conditions: (i) they are members of BBVA's Board of Directors or of BBVA's Senior Management; (ii) they occupy first levels of responsibility in the previously mentioned areas; (iii) they develop technological or digital activities, competing in salary markets.
with companies whose structure; remuneration levels and applicable regulations are different than those of financial entities; (iv) they carry out their activities in regions where the weight of variable remuneration is greater than that of fixed remuneration; or (v) they encompass payment compromises that could be considered variable remuneration.

Therefore, the functions that would be affected by the maximum threshold of variable remuneration of 200% of fixed remuneration have been determined in accordance with their strategic importance for the Group, the nature of their functions and the need to ensure their retention in the Group. The request is therefore necessary to maintain remuneration adequate to the characteristics of each function, their level of responsibility and market competitiveness. All the above in due adherence to the framework and the structure of the remuneration model drawn up within the Group, striving at all times to align remuneration with the interests of shareholders, with sound risk management and value creation in the long term.

Thus, the aforementioned variable remuneration scheme, which combines results, not only of the individual, but of the area and the Group as a whole, prevents an employee from obtaining variable remuneration derived exclusively from personal performance, which avoids rewarding individual results not linked to medium and long-term value creation or an excessive risk assumption at an individual level. Additionally, linking the vesting and payment of the deferred portion of the Annual Variable Remuneration, among others, to indicators aligned with the risk profile of the Bank, with scales of achievement that can only lead to a reduction of the deferred amounts, encourages not only short-term but also medium and long-term sound risk management.

Pursuant to the above, the number of identified functions for whom a higher level of variable remuneration is sought would represent a maximum of 281. This number includes the positions of those persons who carry out said functions as at the date of this Report, which are detailed in the Annex accompanied to it, and includes additional potential members, resulting from the application of identification criteria in 2023. Such flexibility is moreover necessary to attend internal mobility criteria, in accordance with which the positions detailed in the annex might suffer variations.

In any case, it should be borne in mind that the resolution proposed to the General Meeting represents an authorization for variable remuneration of certain functions to exceed 100% of the fixed component of total remuneration, up to a maximum 200%, without said authorization entailing that the variable remuneration of all these functions will necessarily reach this maximum threshold. Likewise, the proposed resolution which is submitted to BBVA's General Meeting enables the Bank to approve this same level of variable remuneration in subsidiaries are part of the BBVA Group.
3.2. Effect on the maintenance of a sound capital base

This Report has been drawn up taking into consideration the impact that this decision would have on the maintenance of a sound capital base.

In this regard, it is worth noting that the variable remuneration model applicable in the Group incorporates a principle of prudence, linking any payment of variable remuneration to the achievement of minimum profit and capital thresholds, as well as to the attainment of previously established objectives.

In 2023, the Bank will continue to apply this policy of prudence in relation to the payment of variable remuneration, taking into account the context and the financial capacity of the Bank at all times.

For the purposes of this Report, it is stated that the estimated maximum overall amount which the higher level of variable remuneration could reach for the 281 Identified Staff members affected by this measure, over these professional's total fixed remuneration for the year, would be EUR 137.8 million for 2023.

In the light of this information, it is further stipulated that the decision to approve a maximum level of variable remuneration of up to 200% of the fixed remuneration for the functions specified, would not affect the BBVA Group’s maintenance of a sound capital base, or the Bank’s obligations under solvency regulations, as confirmed by the BBVA Accounting & Regulatory Reporting unit, which is part of the Finance area of BBVA, in charge of analyzing the impact that this decision would have on the maintenance of a sound capital base pursuant to the provisions of applicable regulations.

Pursuant to the foregoing, it has been deemed appropriate to submit to the Annual General Shareholders’ Meeting, to be held, foreseeably, on March 17, 2023, the proposed resolution detailed hereunder.
4. Proposed Resolution

"PROPOSED RESOLUTION UNDER AGENDA ITEM FIVE OF THE ANNUAL GENERAL SHAREHOLDERS’ MEETING OF BANCO BILBAO VIZCAYA ARGENTARIA, S.A. TO BE HELD ON MARCH 17, 2023.

For the purposes of the provisions of Article 34.1 g) of Act 10/2014 of June 26, on the regulation, supervision and solvency of credit institutions, to approve 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 a material impact on the risk profile of Banco Bilbao Vizcaya Argentaria, S.A. (the “Bank”) or its Group, enabling subsidiaries of the Bank to likewise apply said maximum level to their professionals, pursuant to the Report issued in this regard by the Board of Directors of the Bank on February 9, 2023, and which has been made available to shareholders as of the date on which this General Meeting was convened."

* * *

Madrid, February nine, two thousand and twenty-three
## ANNEX: LIST OF POSITIONS

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