

# Frequently asked questions about the 2024 General Meeting of Shareholders

## I. Notice of Meeting, place and attendance

### 1. On what date and at what time and where will the forthcoming General Meeting be held?

The Annual General Meeting will be held in Bilbao, at Palacio Euskalduna, avenida Abandoibarra number 4, on March 14, 2024, at 12:00 p.m. on first call or on March 15, 2024 at second call at the same time and in the same place.

The General Meeting will foreseeably be held at second call on March 15, 2024 at the time and place indicated, unless shareholders are otherwise notified through the daily press and the Bank's corporate website ([www.bbva.com](http://www.bbva.com)).

Notwithstanding the foregoing, shareholders are informed that the General Meeting will be broadcasted on the Company's corporate website ([www.bbva.com](http://www.bbva.com)).

### 2. What are the communication channels for shareholders with BBVA?

Shareholders can contact the **Shareholders Helpline** by calling (+34) 91 224 98 21, between 8:00 am and 10:00 pm, from Monday to Friday. Alternatively, shareholders may send an email to: [accionistas@bbva.com](mailto:accionistas@bbva.com), or write to:

BBVA Shareholders Helpdesk (Oficina de Atención al Accionista):  
Calle Azul, number 4 – 28050 Madrid  
From 9:00 am to 6:00 pm, Monday to Friday

BBVA Registered Office:  
Plaza de San Nicolás, number 4 – 48005 Bilbao  
From 9:00 am to 2:00 pm, Monday to Friday

To exercise the right to information prior to the holding of the General Meeting, pursuant to Articles 197 and 520 of the Corporate Enterprises Act, see [question number 40](#).

To exercise the right to complete the agenda and to submit new proposed resolutions, as provided for in Article 519 of the Corporate Enterprises Act, see [questions numbers 18 to 21](#).

### **3. At what time will shareholders be allowed into the building where the General Meeting will be held?**

Access to the building where the General Meeting is to be held will begin at 11:00 a.m. of the day of the meeting, this is, one hour before it starts, see [question 1](#).

### **4. Who can attend the General Meeting?**

Holders of 500 or more shares, who have registered to them in the respective accounting registry at least five days prior to the day on which the meeting is scheduled, may attend (physically or remotely) the General Meeting, pursuant to the Securities Exchange Act and other applicable provisions, provided they remain in possession of at least said number of shares until the meeting is held. As per Article 23 of the BBVA Bylaws and Article 7 of the BBVA General Meeting Regulations, the rule applies independently of the format of the General Meeting.

As the General Meeting will foreseeably be held on second calling, the deadline by which shareholders must have registered their shares in their name will be no later than March 10, 2024 in order to participate in and vote at the Meeting.

Shareholders who do not own the minimum number of shares may group together to reach or exceed the required number, and shall name a representative. To do this, shareholders must request the corresponding group card, available at any BBVA branch in Spain.

## 5. What do shareholders need to be able to attend in person to the General Meeting?

At the entrance to the place where the General Meeting will be held, staff will request the Attendance card and the national identity card or any other official document generally accepted for these purposes as proof of identity.

Should a person attend the meeting in representation of a legal entity shareholder, the representative must also bring the original and a photocopy proving the proxy.

## 6. Has attendance by remote means been enabled for this meeting?

The Company has agreed that, in accordance with Article 21 of its Banks's Bylaws, attendance may also take place via remote means.

## 7. What do shareholders need to be able to attend by remote means to the General Meeting?

Remote attendance will take place through the Remote Attendance Portal, accessible via the Company's corporate website ([www.bbva.com](http://www.bbva.com)) and online banking website ([www.bbva.es](http://www.bbva.es)), in accordance with the timeframes and in the format described below, in order to make it easier for shareholders to exercise their rights under the Corporate Enterprises Act remotely.

In order to verify the identity of the attendees at the General Meeting, and to guarantee that shareholders can properly exercise their rights, shareholders—or their valid proxies—who wish to attend the General Meeting remotely (hereinafter, remote attendees) must register and confirm their identity—and that of their proxy, where applicable—on the Remote Attendance Portal prior to the start of the Meeting (hereinafter, the Accreditation process).

For this purpose, remote attendee may access the Remote Attendance Portal in the following ways:

- a) remote attendees **who are BBVA online banking users** (who have a multichannel contract with the Bank) may confirm their identity on the bank's online banking website

([www.bbva.es](http://www.bbva.es)), and entering the same credentials they use to log on to the website ([www.bbva.es](http://www.bbva.es)); and use the online banking features;

- b) remote attendees **who are not BBVA online banking users** may confirm their identity on the Bank's corporate website ([www.bbva.com](http://www.bbva.com)), under section "2024 General Meeting/Remote Attendance", making use of their Electronic National Identity Document (DNIe) or their digital certificate for natural persons issued by the Royal Mint of Spain (Fábrica Nacional de Moneda y Timbre-Real Casa de la Moneda – FNMT-RCM) or, in the case of a legal person, their current and valid electronic certificate of legal person proxy.

The Accreditation process on the Remote Attendance Portal will become available on March 1, 2024 and will close at 11.00 on the day of the General Meeting.

However, to ensure the correct processing of the supporting documentation verifying remote attendees identity and legitimacy, it is recommended that all shareholders—or their proxies—who wish to attend remotely complete the Accreditation process sufficiently in advance, with it being recommended to do so no later than March 14, 2024.

To complete the Accreditation process in the Remote Attendance Portal, it will be necessary to follow the instructions and complete the forms provided in the Portal in order to confirm the identity of attendees—or that of their proxies, where applicable—and to confirm the attendance of shareholders or their proxies on the day of the Meeting.

On the scheduled day of the Meeting, attendees should access the Remote Attendance Portal between 9:00 am and 11:30 am in the following way:

- a) via the online banking website ([www.bbva.es](http://www.bbva.es)) for **remote attendees who are BBVA online banking users**, using their online banking password;
- b) via the 2024 General Meeting/Remote Attendance section of the Bank's corporate website ([www.bbva.com](http://www.bbva.com)) for **remote attendees who are not BBVA online banking users**, using the passwords generated in the Accreditation process.

Shareholders can consult the full text of the *Operating rules for remote attendance* at the General Meeting via the 2024 General Meeting/Remote Attendance section of the Bank's corporate website ([www.bbva.com](http://www.bbva.com)).

They will also be able to consult the *Remote Attendance Portal operating Guide*, which will be available in the 2024 General Meeting/Remote Attendance section of the Bank's corporate website ([www.bbva.com](http://www.bbva.com)). From March 1, 2024, i.e., on the day the Accreditation process opens, the Guide will also be available on the Remote Attendance Portal. This Guide contains a detailed explanation to the Portal through which the Accreditation process and the attendance at the General Meeting will be carried out.

## **8. If various shareholders' names appear on the Attendance Card, does that mean they can all attend?**

If several joint shareholders appear on the Attendance Card, only one may attend the General Meeting. Pursuant to Article 126 of the Corporate Enterprises Act, it is understood that the member of the group that carries out an action (proxy, voting or attendance -physical or by remote means-) has been appointed by the other shareholders in that group to exercise their shareholder rights.

## **9. What does a non-shareholder representative need to do to attend in person the General Meeting?**

At the entrance to the place where the General Meeting will be held, staff will request the Proxy document (Proxy Card or a printout of the e-proxy from the Bank's corporate website ([www.bbva.com](http://www.bbva.com))), which must be duly signed by the represented shareholder. Staff will also ask for the national identity card or any other official document generally accepted for these purposes as proof of identity.

BBVA will then inform the representative regarding the treatment on personal data in connection with the development of the General Meeting, pursuant to the regulations on personal data protection.

Should a person attend the meeting in representation of a legal entity, the representative must also bring the original and a photocopy proving the proxy.

## 10. What does a non-shareholder representative need to do to attend the General Meeting remotely?

The representative must verify that they represent at least 500 shares and must carry out the Accreditation process on the Remote Attendance Portal between March 1, 2024 and 11.00 am on the scheduled day of the General Meeting.

Representatives with the right to attend the Meeting can access the Remote Attendance Portal in the following ways:

- a) through the online banking website ([www.bbva.es](http://www.bbva.es)) for **BBVA online banking users** (who have a Multichannel Contract with the Bank);
- b) through the Bank's corporate website ([www.bbva.com](http://www.bbva.com)), in the 2024 General Meeting/Remote Attendance section (**for those who do not use BBVA online banking**).

Representatives must follow the instructions and complete the forms provided in the Remote Attendance Portal, with a view to validating their identity. In addition, the representative must accredit the representation they hold by submitting a proxy card or a legal supporting document for this to the Remote Attendance Portal.

On the scheduled day of the Meeting, attendees will have to access the Remote Attendance Portal from 9:00 am and until 11.30 am on the scheduled day of the General Meeting. Access –conexion– to the Remote Attendance Portal will be carried out through the same links as those outlined in the previous section, i.e.:

- a) via the online banking website ([www.bbva.es](http://www.bbva.es)) for **remote attendees who are BBVA online banking users**, using their online banking password;
- b) via the Bank's corporate website ([www.bbva.com](http://www.bbva.com)), in the 2024 Annual General Meeting/Remote Attendance section, for **remote attendees who are not BBVA online banking users**, using the password generated in the Accreditation process.

Shareholders can consult the full text of the Operating rules for remote attendance at the General Meeting via the 2024 General Meeting/Remote Attendance section of the Bank's corporate website ([www.bbva.com](http://www.bbva.com))

Representatives will also be able to consult the *Remote Attendance Portal operating Guide*, which will be available in the 2024 General Meeting/Remote Attendance section of the Bank's corporate website ([www.bbva.com](http://www.bbva.com)), as well as on the Remote Attendance Portal itself, as from March 1, 2024, coinciding with opening of the Accreditation process. This Guide contains a detailed explanation of each of the steps to follow to successfully complete the Accreditation process and access the Portal on the day of the General Meeting.

### **11. Can a shareholder be represented by more than one representative?**

A single shareholder may not be represented at the Meeting by more than one representative.

Notwithstanding the above, intermediary entities that appear as registered shareholders in accordance with the accounting record of the shares but who act on behalf of several persons, may in any case split the vote and exercise it heterogeneously following different voting instructions, if that is how they were received. Additionally, they may delegate the vote to each of the indirect holders or third parties designated by them, without being able to limit the number of delegations granted.

### **12. Can a representative hold the representation of more than one shareholder?**

The representative may represent more than one shareholder without limitation as to the number of shareholders represented. When a proxy represents several shareholders, they may cast different votes according to the instructions given by each shareholder.

### **13. Will shareholders receive a gift for attending the General Meeting?**

No gift has been foreseen for shareholders.

Notwithstanding, on the occasion of the General Meeting, BBVA has envisaged making a monetary contribution to support various charity initiatives run by different social organizations.

## **14. Is there going to be an attendance premium for shareholders attending the General Meeting?**

It is not foreseen that this General Meeting will pay any attendance premium to shareholders who attend it.

## **15. If I have not received the Attendance Card, where can I request it?**

To facilitate shareholders' participation in the General Meeting, BBVA sends the Attendance Card to all shareholders owning at least 500 shares.

If shareholders have not received the Attendance Card and are entitled to attend, they may request a duplicate at any BBVA branch office in Spain. Likewise, a duplicate of the Attendance Card may be provided at the venue where the General Meeting is held, as from one hour before the time scheduled for the start of the meeting, by presenting the National Identity Card or any other official document generally accepted for this purpose.

## **16. How can I request changes in the personal information shown on the Card?**

If the personal information shown on the Attendance Card is not correct, you may request rectification at any BBVA branch office in Spain, by writing to the [Shareholders Helpdesk](#) (Oficina de Atención al Accionista) (please see [question 2](#)) or sending an email to [accionistas@bbva.com](mailto:accionistas@bbva.com), accompanying the request with a copy of your National Identity Card.

## **17. What quorum is required for the General Meeting to be validly constituted?**

Given the nature of the matters on the Agenda, and pursuant to Article 193 of the Corporate Enterprises Act, in order for the General Meeting to be validly constituted on first calling, the shareholders present and represented must own at least fifty percent of the subscribed capital with voting rights.

On second calling, twenty-five percent of the share capital must be present or represented for the General Meeting to be validly constituted.



## **18. Can a shareholder request one or more items to be included in the Agenda before the General Meeting is held?**

Pursuant to the Corporate Enterprises Act, shareholders representing at least three percent of the share capital may request the publication of a supplement to the Notice of Meeting, including one or more items in the Agenda.

## **19. How can one requisition a supplement to the Agenda? Is there a time limit?**

The right to do this may be enforced by duly attested notification to the Bank's registered office, at Plaza San de Nicolás 4, 48005 Bilbao, within five days after the Notice of Meeting is published. The requisition must be accompanied by substantiation of the grounds for the supplement or, as the case may be, a duly substantiated proposed resolution.

## **20. Can a shareholder propose alternatives on items included in the General Meeting Agenda?**

Pursuant to the Corporate Enterprises Act, shareholders representing at least three percent of the share capital may present substantiated proposals for resolutions on matters already included or that should be included in Agenda of the General Meeting convened.

## **21. How can I exercise my right to present proposals for resolutions on items included in the Agenda? Is there any time limit for this?**

The right to do this may be enforced by duly attested notification to the Bank's registered office at Plaza de San Nicolás 4, 48005 Bilbao, within five days after the Notice of Meeting is published.

## **22. How many voting rights does a shareholder present or represented in the General Meeting have?**

The share capital of Banco Bilbao Vizcaya Argentaria, S.A. is represented by a total of 5,837,940,380 shares (5,837,940,380 voting rights).

Each share present or represented in the General Meeting confers one voting right.

### **23. The number of shares shown on the Card does not coincide with the number of shares I own.**

The Attendance and Proxy Cards are issued with the data recorded in the accounting registries on the date of their issuance. If you have recently bought or sold shares on days close to the issue date, those changes may not be reflected on the Cards. However, shareholders will have the voting rights corresponding to the shares that they own five days prior to the day on which the General Meeting is scheduled, provided that their ownership is recorded in the corresponding accounting registries. As indicated in the Notice of Meeting, as the General Meeting will foreseeably be held on second calling, for the effects of Article 517 of the Corporate Enterprises Act, the deadline by which shareholders must have registered their shares in their name will be March 10, 2024.

For any further clarification about the number of shares shown on the Card, shareholders may contact the Shareholders Helpdesk (Oficina de Atención al Accionista) (please see [question 2](#)).

### **24. How can I obtain information on the proposed resolutions filed by the Board of Directors for this General Meeting?**

As of the date on which the Notice of Meeting is published, until the General Meeting is held, shareholders may find all the documents relating to the proposed resolutions shown on the Agenda at the Bank's registered office, at Plaza de San Nicolás 4, 48005 Bilbao. These documents can also be consulted in the 2024 Annual General Shareholders' Meeting section on the Bank's corporate website ([www.bbva.com](http://www.bbva.com)) following the instructions therein.

Shareholders may also request the legal documents relating to the General Meeting to be delivered or sent to them immediately and free of charge by sending an email to [accionistas@bbva.com](mailto:accionistas@bbva.com) or via the **Shareholders Helpline** at (+34) 91 224 98 21, between 8:00 am and 10:00 pm, Monday to Friday.

## II. Participation in the General Meeting by remote means of communication (written and electronic) prior to the holding of the General Meeting

### 25. What mechanisms do shareholders with attendance rights have for participating prior to the General Meeting being held?

The company will send shareholders with 500 or more shares, upon publication of the Notice of Meeting, to their addresses the Attendance/Remote Voting Card and Proxy Card (Tarjeta de Asistencia/Voto a Distancia and Tarjeta de Delegación), together with the Agenda, a letter from the Secretary of the Board and a pre-paid envelope. Once the card has been completed and signed, it may be presented at any BBVA branch office in Spain or sent by post using the pre-paid envelope (please see [question 26](#)).

The Bank has set up the following mechanisms for remote participation for shareholders entitled to attend the General Meeting, who do not wish to attend the General Meeting in person:

- a) **Remote voting prior to the General Meeting:** shareholders may vote online via the Bank's corporate website ([www.bbva.com](http://www.bbva.com)), the online banking website ([www.bbva.es](http://www.bbva.es)) or the most up-to-date version of the mobile banking application BBVA Spain (the BBVA Spain app), which is available free of charge from the Play Store and App Store, in each case following the applicable instructions as indicated (please see [question 27](#)).

Likewise, they may vote by presenting their duly signed Attendance/Remote Voting Card (Tarjeta de Asistencia/Voto a Distancia) at any BBVA branch office in Spain, or by posting it using the pre-paid envelope that will be sent to them with the aforementioned Card (please see [question 29](#)).

- b) **Proxy:** shareholders can appoint a representative, who need not necessarily be a shareholder, to attend -physically or remotely- the General Meeting on their behalf by using the proxy form shown on the Proxy Card (Tarjeta de Delegación). This Card must be duly signed by the shareholder and sent to the representative, who must present it on

the day of the General Meeting to the staff responsible for shareholder registration, as of one hour before the Meeting begins.

In the event that the representative intends to attend the Meeting remotely, this Card must be duly signed by the shareholder and sent via the Remote Attendance Portal, following completion of the Accreditation process, pursuant to the Operating rules for remote attendance at the General Meeting available on the Bank's corporate website ([www.bbva.com](http://www.bbva.com)) (please see [question 10](#)).

Shareholders can also confer proxy on the Chair of the General Meeting by presenting the duly signed Proxy Card at any BBVA branch office in Spain or by posting it using the pre-paid envelope that will be sent to their addresses together with the aforementioned Card (please see [question 29](#)). In accordance with the text shown on the Proxy Card, where the name of the representative is not shown on the Card, the proxy is understood to be conferred on the Chair of the General Meeting.

The conferral of proxy can also be done electronically, via the Bank's corporate website ([www.bbva.com](http://www.bbva.com)), the online banking website ([www.bbva.es](http://www.bbva.es)) or the most up-to-date version of the BBVA Spain app, which is available free of charge from the Play Store and App Store, in each case following the applicable instructions as indicated.

## **26. What mechanisms do shareholders have to take part in the General Meeting where they do not have attendance rights?**

The Bank has set up the following mechanisms to allow shareholders with less than 500 shares, who do not have the right to attend, to take part in the General Meeting:

- a) **Remote voting prior to the General Meeting:** Shareholders may vote online through the Bank's corporate website ([www.bbva.com](http://www.bbva.com)), the online banking website ([www.bbva.es](http://www.bbva.es)) or the most up-to-date version of the BBVA Spain app, which is available free of charge from the Play Store and App Store, in each case following the applicable instructions as indicated (please see [question 27](#)).

Likewise, they may obtain a Remote Voting Card from any BBVA branch office in Spain or from the [Shareholders Helpdesk](#) (Oficina de Atención al Accionista). Once signed, this

Card must be presented at any BBVA branch office in Spain or sent by registered post with a return receipt to the [Shareholders Helpdesk](#).

- b) **Shareholder groups:** shareholders can pool their shares with other shareholders so that together they reach the minimum number of shares needed to attend, and confer proxy. For this, the corresponding Group Card must be requested from any BBVA branch office in Spain.

Where proxy is conferred on the Chair of the General Meeting, the Card must be completed, signed and presented at the BBVA branch or posted to the [Shareholders Helpdesk](#) (Oficina de Atención al Accionista). If another representative is appointed, the Card must be presented on the day of the General Meeting to the staff responsible for shareholder registration, as of one hour before the Meeting begins.

In the event that the representative intends to attend the Meeting remotely, this Card must be duly signed by the shareholder and sent to them in order to complete the Accreditation process through the Remote Attendance Portal (please see [question 10](#)).

They can also form a Group electronically through the Bank's corporate website ([www.bbva.com](http://www.bbva.com)), the online banking website ([www.bbva.es](http://www.bbva.es)) or the most up-to-date version of the BBVA Spain app, which is available free of charge from the Play Store and App Store, in each case following the applicable instructions as indicated.

## 27. What is required for electronic voting or delegating proxies prior to the General Meeting?

In order to prove their identity, and to guarantee the proper exercise of their rights, shareholders who wish to vote or delegate a proxy remotely must confirm their identity in the following way:

- a) **Shareholders who use BBVA online banking** (shareholders who have a Multichannel Contract with the Bank) may vote or delegate proxies electronically through the online banking website ([www.bbva.es](http://www.bbva.es)) or the most up-to-date version of the BBVA Spain app, which is available free of charge from the Play Store and App Store, by entering the password used for accessing these channels, in each case following the applicable instructions as indicated.

- b) **Shareholders who do not use online banking** and shareholders who are legal entities, through their valid proxy, can verify their identity to vote or delegate a proxy remotely through the use of their Electronic National Identity Document (DNIe) or their digital certificate for natural persons issued by the Royal Mint of Spain (Fábrica Nacional de Moneda y Timbre-Real Casa de la Moneda – FNMT-RCM) or, in the case of a legal person, their current and valid electronic certificate of legal person proxy. To do this, shareholders must follow the instructions in the 2024 Annual General Meeting/Electronic Vote and Proxy page of the Bank's corporate website ([www.bbva.com](http://www.bbva.com)).

For information on how to obtain the Electronic National Identity Card or the electronic certificate of an individual or a representative of a legal entity from the Royal Mint of Spain (Fábrica Nacional de Moneda y Timbre-Real Casa de la Moneda – FNMT-RCM), access the following links: [DNIe](#), [CERES-FNMT](#).

## **28. In case various shareholders appear on the Attendance Card, who can vote or confer proxy electronically?**

Any of the joint shareholders that appear on the Attendance Card can vote or confer proxy online by following the procedure outlined in the answer to the previous question.

Pursuant to Article 126 of the Corporate Enterprises Act, it is understood that the member of the group that carries out an action (proxy or voting) has been appointed by the other shareholders in that group to exercise their shareholder rights.

## **29. What is the Bank's deadline for receiving electronic votes and proxies?**

To allow time for the votes to be processed, in accordance with the General Meeting Regulations, these must be received by the Bank at least 24 hours prior to the date on which the General Meeting is scheduled at first calling. Votes received after this deadline will not be counted.

Electronic voting and proxy is permitted until 12:00 pm on March 13, 2024.

After the deadlines indicated for the receipt of proxies and remote votes, only those proxies granted on paper and duly signed by the shareholder represented, which are presented by the

representative who physically attends the venue of the Meeting to the staff in charge of the shareholders' register on the day of the Meeting, from one hour before the start of the Meeting; or by the representative who complying with the deadlines established in the Accreditation Process, attends the General Meeting by electronic means on the day of the Meeting, shall be admitted.

### **30. Can proxies be revoked?**

Shareholders are entitled to revoke at any time their proxy.

If the proxy has been conferred using the Proxy Card, shareholders must go to any BBVA branch office in Spain, where they will be provided with a form of revocation to be signed. After this, they can confer another proxy if they so wish.

If the proxy was conferred electronically over the Bank's corporate website ([www.bbva.com](http://www.bbva.com)), the online banking website ([www.bbva.es](http://www.bbva.es)) or the most up-to-date version of the BBVA Spain app, the revocation must be done over the same medium. After this, they can confer another proxy if they so wish.

### **31. Who can vote/confer proxy for an under-age shareholder?**

Either parent or, as applicable, the legal custodian of the minor must vote or confer proxy in person or by written or electronic means via the Bank's corporate website ([www.bbva.com](http://www.bbva.com)), the online banking website ([www.bbva.es](http://www.bbva.es)) or the BBVA Spain app. They will be required to prove that they are the minor's legal representatives.

### **32. How much does the Electronic Voting and Proxy service cost?**

The electronic voting and proxy service is free of charge. It aims to encourage shareholders to take part in the General Meeting.

### **33. What happens if my access password for Electronic Voting and Proxy is blocked?**

**Shareholders who use BBVA online banking** that have their access password to the Bank's online banking website ([www.bbva.es](http://www.bbva.es)) or the BBVA Spain app blocked, or that have forgotten or

lost their password, can recover their password by accessing the Have you forgotten your password? section on [www.bbva.es](http://www.bbva.es) or by accessing the Have you forgotten your password? section on the BBVA Spain app, following the instructions on each of these channels.

**Shareholders who do not use online banking and shareholders who are legal entities** whose or whose FNMT-RCM digital certificate has been deactivated should consult how to proceed to reactivate their DNIe password or PIN or renew their digital certificate through the following links: [DNIe](#), [CERES-FNMT](#).

Likewise, shareholders who are not online banking users and shareholders who are legal entities and whose password generated in the registration process in the electronic participation applications enabled for the 2024 General Shareholders Meeting becomes blocked after three access attempts in which an incorrect password has been entered, must access the "[I have forgotten my password](#)" section to request a new password using the procedure established therein.

### **34. How remote votes cast prior to the meeting are counted?**

Shareholders voting remotely will be counted as attendees for the purposes of constituting the quorum for the General Meeting.

### **35. Can I change my remote vote once it has been cast?**

To change the remote vote you cast using the Card or electronically, you must request a duplicate Card from any BBVA branch office in Spain that, once completed and signed, must be returned to the branch by the established deadline, see [question 29](#).

### **36. What is the order of precedence for the different forms of participation in the General Meeting?**

- Attendance (physical or by remote means) to the General Meeting by the shareholder who previously voted or conferred proxy will leave such vote or proxy null and void.
- The shareholder's physical attendance to the General Meeting shall render the remote attendance ineffective, and any prior action taken through the "Remote Attendance Portal" shall be deemed not to have been carried out. For these purposes, any proxy that



may have been provided during the Accreditation process on the “Remote Attendance Portal” shall also be null and void, and such proxy must be presented at the time of the shareholder's physical attendance at the venue where the General Meeting is to be held.

- In the event that, on the day the General Meeting is held, different proxies of the same shareholder are present to attend both by remote means and in person, the proxy of the person who physically attends the Meeting will prevail, leaving without effect the remote attendance of the proxy who has been submitted through the “Remote Attendance Portal”.
- The vote cast by written means by using the Remote Voting Card will prevail over the electronic vote.
- The vote submitted by written means using the Remote Voting Card or electronically, prior to the General Meeting, will prevail over any prior or subsequent proxy.
- The proxy submitted by written means, using the Proxy Card will prevail over the electronic proxy, regardless of their respective dates.

### **37. What do Proposals not envisaged in the AGM Agenda refer to on the Attendance Card?**

These are proposed resolutions that according to law can be put to the General Meeting by shareholders or their representatives attending the Meeting, with the aim of submitting them to vote during the Meeting.

### **38. Is a representative able to validly vote on proposals not included in the Agenda attached to the Notice of Meeting?**

The proxy can also include those items that, although not included on the Agenda attached to the Notice of Meeting, may be dealt with in the General Meeting, as this is permitted by law.

The Proxy Card allows the representative to also vote on behalf of the shareholder regarding those proposals not included on the Agenda.

The Remote Voting Card includes a section that allows the vote to be conferred by proxy regarding proposals not included on the Agenda. To that effect, the proxy instructions contained in said document will apply.

Both Cards contain information regarding conflicts of interest that may arise for the Chair of the General Meeting and for the rest of Directors.

### III. Right to information

#### **39. Where can I find all the documents and the legal information relating to the next General Meeting?**

It is available to shareholders on the Bank's corporate website ([www.bbva.com](http://www.bbva.com)) and at the registered office.

Shareholders may also request the legal documents relating to the General Meeting to be delivered or sent to them immediately and free of charge by sending an email to [accionistas@bbva.com](mailto:accionistas@bbva.com) or via the **Shareholders Helpline** at (+34) 91 224 98 21, between 8:00 am and 10:00 pm, Monday to Friday.

#### **40. How can shareholders exercise their right to information before the General Meeting is held?**

BBVA has established a mailbox specifically for providing the information to which its shareholders are entitled. Shareholders can access it under Right to Information on the Bank's corporate website ([www.bbva.com](http://www.bbva.com)) in the 2024 Annual General Meeting section, where they can request information, clarification or ask questions about the matters on the Agenda.

In this same section of the corporate website ([www.bbva.com](http://www.bbva.com)), shareholders may request any clarification they wish regarding the publicly accessible information that BBVA has supplied to the CNMV (Spanish National Securities Market Commission) since the last General Meeting, as well as the auditor's report.

Alternatively, shareholders may also write to the following postal address:

BBVA

Shareholders Helpdesk (Oficina de Atención al Accionista)

Calle Azul, number 4

28050 Madrid

You may exercise your right to information until the fifth day before the date on which the General Meeting is scheduled to be held.

## IV. Organization of the General Meeting: speakers and approval of resolutions

### 41. If I attend the meeting in person, what do I have to do to be able to take the floor during the meeting?

Pursuant to the General Meeting Regulations, shareholders or their representatives, physically present on the venue of the General Meeting, and who during the Meeting wish to take the floor during the Meeting, must request this when the General Meeting Panel so indicates. Once the floor is opened to the public, no further requests will be accepted. Shareholders must go to the **Shareholders Helpdesk** (Oficina de Atención al Accionista), located in the hall where the General Meeting is being held.

The order of intervention will be established by the General Meeting Panel, which may also determine the time allocated to each speaker.

Should any shareholder wish the content of their speech to be recorded to the minutes of the General Meeting, they must deliver it in writing and signed to the Notary Public before the General Meeting, so that the Notary Public can follow the speech and duly record it to the minutes.

Each shareholder shall have one speaking turn regardless of the number of shares held or represented to be determined by the General Meeting Panel in accordance with the needs and organization of the General Meeting. This same rule may apply to the non-shareholder representative.

## **42. If I attend the meeting by remote means, what do I have to do to be able to take the floor during the meeting?**

Remote attendees who wish to take the floor at the General Meeting, as provided for in the Spanish Corporate Enterprises Act, i.e., to request in writing the information or clarifications they deem necessary regarding the items 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 they may submit written proposals under the terms established in the Spanish Corporate Enterprises Act, must do so on the day the General Meeting is held and after having connected to the "Remote Attendance Portal", submitting their contributions between 9:00 am and until the Secretary General finishes reading (complete or summarized) the proposed resolutions submitted to the General Meeting, by using the form provided for this purpose on the Portal.

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.

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.

## **43. How can I enforce my right to information during the General Meeting?**

Whilst the public has the floor, any shareholder may verbally request the information they deem necessary regarding the matters on the Agenda, or about the publicly available information that the Bank has filed with the CNMV (Spain's National Securities Market Commission) since the previous General Meeting was held, or about the auditor's report.

Should it not be possible to comply with the shareholders' right to information during the General Meeting, the directors will provide written information to the interested shareholder within seven days following the end of the Meeting.

The above notwithstanding, directors are not obliged to answer specific questions from shareholders in the cases established by law.

#### **44. If I attend the General Meeting in person, when do I vote?**

Once the floor has been closed to the public, the General Meeting Panel will indicate the moment when voting will begin on the proposed resolutions on Agenda items, and on any other proposal that, while not appearing on the Agenda, is put to vote.

#### **45. If I attend the General Meeting by remote means, when do I vote?**

Remote attendees will be able to cast their ballots on the proposed resolutions on the agenda items from the time at which they access the Remote Attendance Portal until the General Meeting Panel declares the meeting to be over.

In the event that a proposal that, by legal mandate, need not be included on the Meeting's agenda is put forward for a resolution and must be put to a vote at the Meeting, ballots shall be cast on proposals not included on the Agenda once these proposals have been read out in the Meeting and after the voting on the proposals for agreements corresponding to the items on the agenda has been completed.

#### **46. How are the General Meeting minutes approved?**

The Board of Directors has resolved to require the presence of a Notary Public to record the minutes of the General Meeting.

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.

The notarial deed, pursuant to the Corporate Enterprises Act, will not be submitted to approval procedures, as it is considered to reflect the minutes of the General Meeting.

## 47. How are the resolutions approved by the General Meeting and the outcome of its ballots made public?

The Bank publishes the resolutions adopted on its website, along with the outcome of the ballots, in the “Information related to AGM held” section.

## V. Online Shareholders Forum

### 48. What is the Online Shareholders Forum?

The Online Shareholders Forum is a mechanism to facilitate communication amongst BBVA shareholders prior to the General Meeting.

The Forum does not constitute a communication channel between BBVA and its shareholders.

### 49. What is the Forum for?

Shareholders and voluntary associations of shareholders who have registered as Forum users following the instructions in the Online Shareholders Forum section on the Bank's corporate website ([www.bbva.com](http://www.bbva.com)) may send communications for publication, provided that these are:

- Proposals intended to be presented as a supplement to the Meeting Agenda published in the call to the General Meeting.
- Requests to second such proposals.
- Initiatives to reach the threshold percentage for minority rights established by law.
- Offers or requests for voluntary proxy.

Pursuant to Article 519.1 of the Corporate Enterprises Act, the request for publication of a supplement to the Notice of Meeting, to include one or more items in its Agenda, must be submitted by shareholders representing at least three percent of the Bank's share capital, by duly attested notification to the Bank's registered office, within five days after the Notice of Meeting is published.

As such, the Forum is not a channel to be used for attending the General Meeting remotely.

## 50. Who can access and use the Forum?

Access and use of the Forum is reserved exclusively to individual BBVA shareholders and voluntary associations of shareholders validly constituted and registered in the Commercial Registry of Vizcaya and, for the mere purpose disclosure, on a special registry established for such a purpose by the CNMV (Spanish National Securities Market Commission) pursuant to Article 539.4 of the Corporate Enterprises Act.

Access and use of the Forum by registered users will be conditional on their continuing to be BBVA shareholders or a voluntary association of shareholders.

## 51. How can I register in the Forum?

In order to prove their identity, shareholders who wish to access and use the Forum must have a passcode. In so doing, shareholders must follow the relevant rules and instructions provided on the 2024 General Meeting section of the Bank's corporate website ([www.bbva.com](http://www.bbva.com)).

**Shareholders who use BBVA online banking** (shareholders who have a Multichannel Contract with the Bank) may register on the Forum, through the online banking website ([www.bbva.es](http://www.bbva.es)) using the same password they use to access the online banking website ([www.bbva.es](http://www.bbva.es)).

**Shareholders who do not use online banking and shareholders who are legal persons**, through their valid proxy, can register and obtain a passcode for the Forum by using their Electronic National Identity Document (DNIe) or their digital certificate for natural persons issued by the Royal Mint of Spain (Fábrica Nacional de Moneda y Timbre-Real Casa de la Moneda – FNMT-RCM) or, in the case of a legal person, their current and valid electronic certificate of legal person proxy. To do this, shareholders must follow the instructions in the 2024 Annual General Meeting/Online Shareholders Forum page of the Bank's corporate website ([www.bbva.com](http://www.bbva.com)).

## 52. When can I access the Forum?

The Forum is enabled on the Bank's website upon the Notice of Meeting and until the Meeting is held, allowing shareholders and voluntary associations of shareholders, duly legitimized in accordance with Article 539.4 of the Corporate Enterprises Act, to access it and use it.

## 53. What happens if I forget my Forum password or it is blocked?

Shareholders, who are **BBVA electronic banking users** and shareholders who are **not users of BBVA electronic banking** and **legal entities** shareholders whose password to access the Forum has been blocked, forgotten or lost, may recover it by following the procedure set out for each case in [question 33](#) of this document.

## 54. What duties does BBVA have with regard to the Forum?

BBVA, as the Forum Administrator, will ensure, to the extent possible, that the communications published on the Forum are in compliance with the Law, with the legal system and with the tenets of good faith. It reserves the right to refuse access to the Forum and to withdraw any communication that fails to comply with these conditions.

It may also withdraw communications made by shareholders that cease to be shareholders before the corresponding General Meeting is held, as well as the communications related or linked to them.

## 55. How can I delete a publication on the Forum?

Forum users who have published a proposal, initiative or comment and subsequently wish to delete it, must request this by sending an e-mail to the following e-mail address: [accionistas@bbva.com](mailto:accionistas@bbva.com)

Likewise, comments posted by other Forum users on the Proposal or Initiative will disappear once it is deleted.



## VI. 2024 Annual General Shareholders Meeting Agenda

### 56. Explanation concerning the share capital reduction proposed under Agenda item 3 and its implications for the shareholders and the Bank:

#### Share capital reduction proposed under Item 3 of the agenda:

The Bank's priority objective is the creation of value for its shareholders, simultaneously maintaining proper levels of solvency and profitability, for which purpose the options available at any given time in the light of the applicable circumstances are analyzed on a recurring basis.

Also, the Bank's current shareholder remuneration policy envisages an annual pay-out of between 40% and 50% of the consolidated ordinary profit for each financial year, via the distribution of an amount charged against the dividend for the year and a supplementary dividend, and establishes the possibility of combining cash payments with share buybacks, all of this subject to the corresponding authorizations and approvals, as applicable at any given time.

In this sense, and within the ordinary shareholder remuneration framework corresponding to financial year 2023, on 30 January 2024, the Bank informed about its intent of carrying out a share buyback program, so as to reduce its share capital, up to a maximum of EUR 781 million, subject to the corresponding regulatory authorizations and the approval of the necessary corporate agreements.

The potential implementation of the buyback program (and, where appropriate, any further buyback programs that the Bank may execute) shall be carried out by virtue of the authorization granted to the Board of Directors of the Bank to purchase its own shares, for a five-year period, by the Ordinary General Shareholders' Meeting held on March 18, 2022, under item six of its agenda. However, the complete execution of a buyback program for the reduction of the share capital additionally would also require the correspondent resolutions authorizing the redemption of the purchased shares, for which purpose the General Shareholders' Meeting must adopt a capital reduction resolution such as the one being proposed hereunder.

For these purposes, the Annual General Shareholders' Meeting held on March 17, 2023, under item 3 of its agenda, adopted a capital reduction resolution that has been partially executed by the Board of Directors of the Bank on two occasions: (i) on June 2, 2023; and (ii) on December

19, 2023; in both cases with the purpose of redeeming the shares purchased within the framework of the different buyback programs executed by BBVA in 2023.

The validity of this resolution by the General Meeting expires on the date on which the next Annual General Shareholders' Meeting has been called to take place, March 15, 2024, in second call, after which the aforementioned resolution shall become void (in its non-executed tranche). It is therefore necessary for the Annual General Shareholders meeting to adopt a new capital reduction resolution, such as the one that is being proposed, that provides the Bank with the required authorizations to redeem the shares purchased within the framework of the proposed share repurchase program (and, where appropriate, of any other repurchase program that the Bank may decide to execute).

Thus, the General Shareholders' Meeting of the Bank is hereby presented with a proposal to adopt the aforementioned capital reduction resolution to equip the Company with all the necessary mechanisms to effectively implement any buyback programs that the Bank may execute, concerning both the launch of the program itself, and the effective redemption of the shares acquired, with no need to call and hold a General Shareholders' Meeting, always within the limitations, terms and conditions established by the Corporate Enterprises Act and any resolutions proposed at this General Shareholders' Meeting.

Additionally, and depending on the shares finally acquired, it may not be necessary to implement the share capital reduction in its entirety, and in such case it may be implemented partially, or can be implemented on one or more occasions if several buyback programs are executed or a share buyback program is executed in several tranches. Moreover, in a potential scenario where conditions may advise against or prevent the execution of both a buyback program and the capital reduction, including, but not limited to, the capital position, the regulatory framework or requirements applicable to the Bank, the Board of Directors may determine not to make use of the delegation of authority, in which case it must report this decision at the next Annual General Shareholders' Meeting.

Taking the foregoing into consideration, the Board of Directors deems that the approval of a reduction of the Bank's share capital through the redemption of own shares acquired for the purpose of being redeemed, with delegation to the Board of the powers necessary to implement the resolution in whole or in part and on one or more occasions, with no need for consultations with the General Shareholders' Meeting, is a suitable mechanism permitting the Bank to

properly and swiftly effectively implement any share buyback programs decided by the Board of Directors.

Please find further information on the share capital reduction proposed to the Annual general Meeting in the Board of Directors report on Item 3 of the agenda, available at the website of BBVA ([www.bbva.com](http://www.bbva.com)).

### Implications of the share capital reduction proposed under Agenda item 3:

Share buybacks are a lever for creating shareholder value, which yield a positive impact in terms of profit and dividend per share.

In relation to the shareholders' equity and solvency of the bank, there is no difference between paying a dividend and carrying out a share buyback program and the subsequent cancellation of the repurchased shares, as dividends reduce from the level of earnings/reserves, while in a share buyback both capital and reserves are reduced, but in the same amount as the amount subject to distribution.

For the shareholder there are differences. With the share repurchase remuneration scheme, shareholders who remain with the Bank see their stake in the company's share capital increased, which translates into an improvement in earnings per share and higher returns on future dividends, due to the reduction in shares outstanding.

## **57. About the calculation of dividends:**

A cash distribution was proposed to the General Shareholders' Meeting of EUR 0.39 gross per share to be paid on April 10, 2024, as final dividend for financial year 2023, as well as the validation of the interim dividend of EUR 0.16 gross per share paid in October 2023. These two dividends add up to a combined outlay of EUR 0.55 gross per share, or EUR 3,228 million in total, charged against 2023 earnings.

Also, and in accordance with the new shareholder remuneration policy, which establishes an annual distribution equivalent to 40% to 50% of each year's profit, combining distributions in cash and repurchases, the Bank announced its intention to execute a EUR 781 million share buyback program.

Thus, the total outlay charged against 2023 profit will amount to EUR 4,009 million, 50% of the net attributable profit of EUR 8,019 million, equivalent to approximately EUR 0.69 per share (taking into account that the current number of shares outstanding of 5,838 million).

\* \* \*