

RESOLUTIONS OF THE ANNUAL GENERAL SHAREHOLDERS' MEETING OF BANCO BILBAO VIZCAYA ARGENTARIA, S.A., HELD ON 15 MARCH 2024

RESOLUTIONS UNDER AGENDA ITEM ONE

- 1.1. Approve, under the terms set out in the legal documentation, the individual and consolidated annual accounts and management reports of Banco Bilbao Vizcaya Argentaria, S.A. and of its Group for the financial year ending December 31, 2023.

Authorize the Chairman, Carlos Torres Vila, the General Secretary and Secretary of the Board of Directors, Domingo Armengol Calvo, and the Deputy Secretary of the Board of Directors, Amaya María Llovet Díaz, indistinctly and with powers of substitution, to file the individual and consolidated annual accounts, management reports and auditors' reports of Banco Bilbao Vizcaya Argentaria, S.A. and of its Group, as well as to issue the corresponding certificates pursuant to Article 279 of the Corporate Enterprises Act and Article 366 of the Commercial Registry Regulations.

- 1.2. Approve the individual and consolidated non-financial information report of Banco Bilbao Vizcaya Argentaria, S.A. and that of its Group for the financial year ending December 31, 2023.

Authorize the Chairman, Carlos Torres Vila, the General Secretary and Secretary of the Board of Directors, Domingo Armengol Calvo, and the Deputy Secretary of the Board of Directors, Amaya María Llovet Díaz, so that any of them, indistinctly and with powers of substitution, may complete, correct, formalize, publish, interpret, clarify, extend, develop or execute any of the documents indicated in the preceding paragraph.

- 1.3. Approve the proposed allocation of profits of Banco Bilbao Vizcaya Argentaria, S.A. corresponding to 2023 in the amount of EUR 4,807,412,888.42 (four billion, eight hundred and seven million, four hundred and twelve thousand, eight hundred and eighty-eight euros and forty-two cents of euro), as follows:

- The amount of EUR 3,228,872,429 (three billion, two hundred and twenty-eight million, eight hundred and seventy-two thousand, four hundred and twenty-nine euros) to the payment of dividends, of which:
 - a) EUR 952,075,680.80 (nine hundred and fifty-two million, seventy-five thousand, six hundred and eighty euros and eighty cents of euro) has already been paid in full prior to this Annual General Meeting as an interim dividend on account of the 2023 dividend, in accordance with the resolution adopted by the Board of Directors at its meeting held on 27 September 2023; and
 - b) the remaining EUR 2,276,796,748.20 (two billion, two hundred and seventy-six million, seven hundred and ninety-six thousand, seven hundred and forty-eight euros and twenty cents of euro) will be allocated to the

payment of the final dividend for the year 2023 in a gross amount of EUR 0.39 (thirty-nine cents of euro) per outstanding share of the Bank with the right to participate in said distribution when paid. Payment to shareholders will take place on 10 April 2024.

In this respect, it is resolved to ratify, insofar as necessary, the resolution adopted by the Board of Directors on 27 September 2023 approving the payment of the aforementioned amount as an interim dividend on account of the 2023 dividend.

- The remaining profit, that is, the amount of EUR 1,578,540,459.42 (one billion, five hundred and seventy-eight million, five hundred and forty thousand, four hundred and fifty-nine euros and forty-two cents of euro), will be allocated to the Company's voluntary reserve funds.

1.4. Approve the management of the Banco Bilbao Vizcaya Argentaria, S.A. Board of Directors for the financial year 2023.

RESOLUTIONS UNDER AGENDA ITEM TWO

The re-election of José Miguel Andrés Torrecillas, Jaime Félix Caruana Lacorte, Ana Cristina Peralta Moreno and Jan Paul Marie Francis Verplancke as members of the Board of Directors, with the status of independent directors, for the statutory mandated period of three years, has been approved by the General Meeting, at the proposal of the Appointments and Corporate Governance Committee.

Likewise, the re-election of Belén Garijo López as member of the Board of Directors, with the status of other external director, for the statutory three-year period, has been approved by the General Meeting, following a favorable report from the Appointments and Corporate Governance Committee.

Lastly, the appointments of Enrique Casanueva Nárdiz, as independent director, and Cristina de Parias Halcón, as other external director, as members of the Board of Directors for the statutory three-year period, have been approved by the General Meeting, at the proposal of the Appointments and Corporate Governance Committee.

The approved re-elections and appointments have been accompanied by the report of the Board of Directors stipulated in Article 529 decies of the Corporate Enterprises Act and, in the case of the re-election of Belén Garijo López with the favorable report of the Appointments and Corporate Governance Committee. In the case of the appointment of Cristina de Parias Halcón, it is noted that the status of other external director comes from the Appointments and Corporate Governance Committee, which issued a reasoned proposal that includes all relevant information for the purposes of sections 4 and 6 of Article 529 decies of the Corporate Enterprises Act. These reports and reasoned proposal have been made available to shareholders as of the date on which the call notice of the General Meeting was made public.

Consequently, the General Meeting approved the following resolutions:

- 2.1. Re-elect [José Miguel Andrés Torrecillas](#), of legal age, of Spanish nationality and domiciled for these purposes at Calle Azul, 4, Madrid, as member of the Board of Directors, with the status of independent director, for the statutory three-year period.
- 2.2. Re-elect [Jaime Félix Caruana Lacorte](#), of legal age, of Spanish nationality and domiciled for these purposes at Calle Azul, 4, Madrid, as member of the Board of Directors, with the status of independent director, for the statutory three-year period.
- 2.3. Re-elect [Belén Garijo López](#), of legal age, of Spanish nationality and domiciled for these purposes at Calle Azul, 4, Madrid, as member of the Board of Directors, with the status of other external director, for the statutory three-year period.
- 2.4. Re-elect [Ana Cristina Peralta Moreno](#), of legal age, of Spanish nationality and domiciled for these purposes at Calle Azul, 4, Madrid, as member of the Board of Directors, with the status of independent director, for the statutory three-year period.
- 2.5. Re-elect [Jan Paul Marie Francis Verplancke](#), of legal age, of Belgian nationality and domiciled for these purposes at Calle Azul, 4, Madrid, as member of the Board of Directors, with the status of independent director, for the statutory three-year period.
- 2.6. Appoint [Enrique Casanueva Nárdiz](#), of legal age, of Spanish nationality and domiciled for these purposes at Calle Azul, 4, Madrid, as member of the Board of Directors, with the status of independent director, for the statutory three-year period.
- 2.7. Appoint [Cristina de Parias Halcón](#), of legal age, of Spanish nationality and domiciled for these purposes at Calle Azul, 4, Madrid, as member of the Board of Directors, with the status of other external director, for the statutory three-year period.

Pursuant to the provisions of paragraph 2 of Article 34 of the Company's Bylaws, the number of members of the Board of Directors of Banco Bilbao Vizcaya Argentaria, S.A. has been established in 15.

RESOLUTIONS UNDER AGENDA ITEM THREE

One.- Approve the share capital reduction of Banco Bilbao Vizcaya Argentaria, S.A. (the “**Company**” or “**BBVA**”) by up to a maximum amount of 10% of the share capital on the date of this resolution (this is, by up to a maximum nominal amount of TWO HUNDRED AND EIGHTY-SIX MILLION, FIFTY-NINE THOUSAND, SEVENTY-EIGHT EUROS AND SIXTY-TWO EURO CENTS (EUR 286,059,078.62), corresponding to FIVE HUNDRED AND EIGHTY-THREE MILLION, SEVEN HUNDRED AND NINETY-FOUR THOUSAND AND THIRTY-EIGHT (583,794,038) shares with a nominal value of FORTY-NINE EURO CENTS (EUR 0.49)), subject to obtaining, where appropriate, the corresponding regulatory authorizations, through the redemption of own shares acquired derivatively by

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BBVA by virtue of the authorization granted by the BBVA General Shareholders' Meeting held on 18 March 2022 under item six of the agenda, through any mechanism whose objective or purpose is redemption, all in compliance with the provisions of the legislation or regulations in force, as well as with any limitations that any competent authorities may establish. The implementation period of this resolution will end on the date of the next Annual General Shareholders' Meeting, being rendered null and void from that date in respect of the amount not executed.

The final figure for the share capital reduction will be set by the Board of Directors, within the maximum amount referred to above, based on the final number of shares that are purchased and that the Board of Directors decides to redeem in line with the delegation of powers approved below.

The share capital reduction will not involve the repayment of shareholder contributions as the Company itself will hold the shares to be redeemed, and the share capital reduction will be recorded as a charge to unrestricted reserves by provision of a restricted reserve for redeemed share capital in the amount equal to the nominal value of the shares redeemed, which may be disposed of only under the same requirements as those stipulated for the share capital reduction, as provided for in Article 335 c) of the Corporate Enterprises Act, by which the Company's creditors will not be entitled to exercise their right of opposition set forth in Article 334 of the Corporate Enterprises Act.

To confer authority on the Board of Directors, in the broadest terms, authorizing it to subdelegate to the Executive Committee (which in turn, has subdelegation powers); to the Chairman of the Board of Directors; to the Chief Executive Officer; and to any other person to whom the Board explicitly grants powers to this effect, in order to totally or partially execute the aforementioned share capital reduction, on one or more occasions, within the established timeframe and in the manner it deems most appropriate, with the power to, in particular and without limitation:

- (i) Determine the number of shares to be redeemed in each execution, deciding whether or not to execute the resolution in whole or in part if no own shares are finally repurchased for the purpose of being redeemed or if, having been repurchased for that purpose, (a) they have not been purchased, on one or more occasions, in a sufficient number to reach 10% of the share capital limit on the date of this resolution; or (b) market conditions, Company circumstances or any event of social or economic importance make it advisable for reasons of corporate interest or prevent its execution; notifying of this decision in any case to the next Annual General Shareholders' Meeting.
- (ii) Declare closed each of the executions of the share capital reduction finally agreed, setting, as appropriate, the final number of shares to be redeemed in each execution and, therefore, the amount by which the Company's share capital must be reduced in each execution, in accordance with the limits established in this resolution.
- (iii) Redraft the article of the Bylaws governing the share capital so that it reflects the new share capital figure and the number of outstanding shares after each approved share capital reduction.
- (iv) Request, as appropriate, the delisting of the shares to be redeemed by virtue of this delegation in any domestic or foreign market where BBVA's shares are listed, taking such steps and actions as may be necessary or advisable for this purpose before

the relevant public and/or private bodies, including any action, declaration or management before any competent authority in any jurisdiction, including, but not limited to, the United States of America for the delisting of the shares represented by ADSs (American Depositary Shares).

- (v) Execute all public and/or private documents, and to enter into as many acts, legal transactions, contracts, declarations and operations that may be necessary or advisable to carry out each execution of the approved share capital reduction, as well as to attend to any formalities and obligations related to the capital reduction and each of its executions.
- (vi) Publish as many announcements as may be necessary or appropriate regarding the share capital reduction and each of its executions, and carry out any actions required for the effective redemption of the shares referred to in this resolution.
- (vii) Set the terms and conditions of the reduction in any matters not provided in this resolution, as well as to carry out any procedures and formalities required to obtain the consents and authorizations required for the effectiveness of this resolution.

Two.- Nullify, for the unused part, the share capital reduction resolution adopted by the Annual General Shareholders' Meeting held on 17 March 2023, under item three of the agenda.

RESOLUTION UNDER AGENDA ITEM FOUR

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 6, 2024, and which has been made available to shareholders as of the date on which this General Meeting was convened.

RESOLUTIONS UNDER AGENDA ITEM FIVE

Authorize the Board of Directors, with express substitution powers in favor of the Executive Committee or to the director or directors it deems convenient, as well as to any other person whom the Board expressly empowers for the purpose, the necessary powers, as broad as required under law, to establish, interpret, clarify, complete, modify, correct, develop and execute, when they deem most convenient, each of the resolutions adopted by this General Meeting; to draw up and publish the notices required by law; and to perform the necessary proceedings as may be necessary to obtain the due authorizations or filings from the Bank of Spain; the European Central Bank; Ministries,

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including the Ministry of Tax and the Ministry of Economy, Commerce and Business; the National Securities Market Commission; the entity in charge of the recording of book entries; the Commercial Registry; or any other national or foreign public or private body.

Additionally, authorize the Chairman, Carlos Torres Vila; the General Secretary and Secretary of the Board, Domingo Armengol Calvo; and the Deputy Secretary of the Board, Amaya María Llovet Díaz so that any of them, indistinctively, may perform such acts as may be appropriate to implement the resolutions adopted by this General Meeting, in order to file them with the Commercial Registry and with any other registries, including in particular, and among other powers, that of appearing before any Notary Public to execute the public deeds and notarized documents necessary or advisable for such purpose, correct, ratify, interpret or supplement what has been resolved and formalize any other public or private document that may be necessary or advisable to execute and fully register the resolutions adopted, without needing a new General Meeting resolution, and to make the mandatory deposit of the individual and consolidated annual financial statements in the Commercial Registry.

RESOLUTION UNDER AGENDA ITEM SIX

Approve, on a consultative basis, the Annual Report on the Remuneration of Directors of Banco Bilbao Vizcaya Argentaria, S.A. corresponding to financial year 2023, which has been made available to shareholders, together with the remaining documents related to the General Meeting, as of the date on which the General Meeting was convened.

José Miguel Andrés Torrecillas

Director

Born in 1955

Spanish national

Graduate in Economic and Business Sciences from the Complutense University of Madrid

Postgraduate studies in Management Programmes at IESE, Harvard and IMD

Professional background:

1977 – 1987 External auditor

1987 Partner at Ernst & Young

1989 – 2004 Managing Partner of the Banking Group at Ernst & Young

2001 – 2004 General Managing Partner for Audit and Advisory Services at Ernst & Young Spain

2008 – 2013 Managing Director of the Audit and Advisory practices at Ernst & Young Italy and Portugal

2004 - 2014 Chair at Ernst & Young Spain

Other positions:

He has been member of the Official Registry of Auditors (ROAC); of the Registry of Economic Auditors (REA); of the Governing Board of the Spanish Institute of Financial Analysts; of the Empresa y Sociedad Foundation; of the Spanish Institute of Chartered Accountants; of the Advisory Board of the Institute of Internal Auditors; and of the Institute of Chartered Accountants in England & Wales (the ICAEW). Likewise, he has been member of the Board of Directors of the company Zardoya Otis, S.A.

He was appointed director of BBVA on 13 March 2015 and Deputy Chair of the Board of Directors on 29 April 2019.

Jaime Caruana Lacorte

Director

Born in 1952

Spanish national

Telecommunications Engineer by the ETSIT (Escuela Técnica Superior de Ingenieros de Telecomunicación) of the Universidad Politécnica de Madrid

Commercial Technician and State Economist (Técnico Comercial y Economista del Estado)

Professional background:

1979-1984	Ministry of Commerce. General Manager of Imports, Subdelegation of Commerce and Spanish Institute of Foreign Commerce (ICEX)
1984-1987	Commercial Attaché in the Spanish Commercial Office in New York
1987-1996	General Manager and Chief Executive Officer in Renta 4 and in its investment fund manager
1996-1999	General Manager of Treasury and Financial Policy, director of the Bank of Spain and of the Spanish National Securities Market Commission. Spanish representative in the Monetary Committee of the European Union and Director of the Spanish Net Equity Stakes (Sociedad Estatal de Participaciones Patrimoniales)
1999-2000	General Manager of Banking Supervision at the Bank of Spain
2000-2006	Governor of the Bank of Spain and member of the Governing Council of the European Central Bank
2003-2006	Chair of the Basel Banking Supervisory Committee
2006-2009	Head of Monetary, Capital Markets Department and Financial Counselor and General Manager at the International Monetary Fund (IMF)
2009-2017	General Manager of the Bank of International Settlements (BIS)

Other positions:

2004-2009	Member of the International Advisory Committee of the CBRC (China Banking Regulatory Commission)
2003-2017	Member of the Financial Stability Board (previously, Financial Stability Forum)
2013-2017	Member of the Group of Trustees of the Principles for Stable Capital Flows and Fair Debt Restructuring
2019-2023	Member of the International Advisory Committee of the China Banking and Insurance Regulatory Commission's (CBIRC)
Since 2003	Member of the Group of 30 (G-30)

He was appointed director of BBVA on 16 March 2018.

Belén Garijo López

Director

Born in 1960

Spanish national

Graduate in Medicine from Universidad de Alcalá de Henares - Madrid

Specialist in Clinical Pharmacology, Hospital La Paz - Universidad Autónoma de Madrid

Master in Business and Management, Ashridge Management School – United Kingdom

Professional background:

Abbott Laboratories

1989 – 1994 Medical Director – Madrid, Spain

1994 – 1996 International Medical Director – Illinois, EEUU

Rhône-Poulenc

1996 – 1999 Director of Oncology– Madrid, Spain

Aventis Pharma

1999 – 2000 Director of Oncology, Central Nervous System and Insulin– Madrid, Spain

2000 – 2002 Global President of Oncology– New Jersey, EEUU

2002 – 2004 General Manager – Madrid, Spain

Sanofi Aventis

2004 – 2006 General Manager – Barcelona, Spain

2006 – 2011 President of Commercial Operations for Europe and Canada – Paris, France

Merck – Frankfurt, Germany

2011 – 2013 Chief Operating Officer of Merck Serono

2013 – 2015 President & CEO of Merck Serono

2015 – 2020 Member of the Executive Board and CEO of Merck Healthcare

2020 – 2021 Vice Chair of the Executive Board and Deputy CEO of Merck Group

May 2021 Chair of the Executive Board and CEO of Merck Group

Other positions:

- Chair European side of EU-Japan Business Round Table
- Member of Executive Committee of German Chemical Industry Association
- Member of the European Round Table for Industry
- Member of The Business Council
- Independent member of the Board of Directors of L'Oréal

She is expected to resign from her position as director of L'Oréal on occasion of the holding of the Ordinary General Shareholders Meeting of said company.

She was appointed director of BBVA on 16 March 2012.

Ana Peralta Moreno

Director

Born in 1961

Spanish national

Degree in Economic and Business Sciences by the Universidad Complutense de Madrid

Master in Financial Management at the CEF (Madrid, Spain); Program for Management Development (PMD) at Harvard Business School; and Senior Management Program (PADE) at IESE

Professional background:

1989-1990 Spanish Commercial Office in London, ICEX

Bankinter

1990-1994 Analyst at the Risks Area

1994-1998 Director of Asset Transactions. SME Division

1999-2002 Director of the Internet Office

2002-2004 Director of the Chair's Office

2004-2008 Chief Risk Officer. Member of the Management Committee

Banco Pastor

2008-2011 General Director of Risks. Member of the Management Committee

Other positions:

2012-2018 Senior Advisor at Oliver Wyman Financial Services

2013-2014 Independent Director at Banco Etcheverría

2015-2018 Independent Director at Deutsche Bank, SAE

2017-2018 Independent Director at Grupo Lar Holding Residencial S.A.U.

Since 2016 Independent Director at Greenergy Renovables, S.A.

Since 2019 Independent Director at Inmobiliaria Colonial, SOCIMI, S.A.

Since 2019 Member of the Professional Board of ESADE

She was appointed director of BBVA on 16 March 2018.

Jan Verplancke

Director

Born in 1963
Belgian national
Bachelor in Science, Computer Science, at the Programming Centre of the North Atlantic Treaty Organization (NATO), in Belgium

Professional background:

1985-1988 Programmer at the Belgian air forces

Levi Strauss

1988-1989 IT analyst (Belgium)
1990-1993 Head of IT Resources (Switzerland)
1994-1998 Vicepresident and Chief of Architecture (USA)
1998-1999 Vicepresident of Information of the Youth Category (USA)

Dell

1999-2004 Vicepresident of Technology and Chief Information Officer, in the EMEA region (United Kingdom)

Standard Chartered Bank

2004-2015 Director, Chief Information Officer, Group Head of Technology and Banking Operations (Singapore)

Other positions:

2006-2009 Non-executive director at Cambridge Solutions (India)
2008-2011 Non-executive director at Monitise (United Kingdom)
Since 2017 Advisor to the internal consultation board at Abdul Latif Jameel (Saudi Arabia)
Since 2022 CEO of Vestraco, S.à.r.L.

He was appointed director of BBVA on 16 March 2018.

Enrique Casanueva Nárdiz

Independent director

Born in 1961

Spanish national

Industrial Engineer by Universidad Politécnica – Madrid

Master of Business Administration (MBA), with a major in finance and strategy from the Massachusetts Institute of Technology (MIT) (Fulbright) – Cambridge, United States

Professional background:

1985-1987	<u>Procter & Gamble</u> Brand Assistant Assistant Brand Manager
1988-1989	<u>McKinsey & Co</u> : Associate
1989-1995	<u>Goldman Sachs</u> Associate, Investment Banking (1989 – 1990) Executive Director, Investment Banking (1991 – 1995)
1995-2000	<u>Banco Santander</u> : Managing Director of Investment Banking, Spain and Portugal at Santander Investment
2000-2017	<u>J.P. Morgan</u> Managing Director, head of Investment Banking Spain and Portugal (2000 – 2006) Chair and CEO Spain and Portugal. Member of the Steering Committee of EMEA (2006 – 2015) Head of Southern Europe, Nordic countries, Central and Eastern Europe, Ireland and Israel. Member of the Executive Committee of EMEA (2015 – 2017)

He is currently senior advisor at J.P. Morgan EMEA, position he will relinquish before taking up his duties as BBVA director.

Cristina de Parias Halcón

External director

Born in 1965

Spanish national

Graduated in Law from the Universidad de Sevilla

Master of Business Administration (MBA), IESE Business School – Barcelona

Professional background:

1988-1989 Banesto: Commercial Department in Paris office

1991-1998 Citibank

Deputy head of Marketing Department

Head of Marketing & Multichannel to Retail Customers

Head of Personal Banking Business Unit (CitiGold)

1998-2019 BBVA

Personal Banking and Banco Directo Commercial Manager

Head of the Payments Business Units (credit cards, merchants and ATMs)

Head of BBVA's Consumer Finance Company (Finanzia) and CEO of Uno-e Bank

Head of New Digital Businesses Development

Head of Central Business Area

Country Manager, Spain and Portugal

She was a founding director of Iberia Cards, a member of the board of directors of Servired and Sermepa (now Redsys) and a member of the General Council of the AEB and of the Management Committee of the Fondo de Garantía de Depósitos (Spain's deposit guarantee scheme).

She has also served as a director of the portfolio of digital start-ups in which BBVA has a stake: Strands, Adquira, Blue Indico Investments, Solium, Rent&Tech, Globalnet and Econta. In addition, she has been a director of BBVA Finanzia and BBVA Portugal, Chair of the Board of Catalunya Caixa until its merger with BBVA in 2016, and Chair of BBVA Seguros.

She is currently an independent director of Endesa, S.A. and Sanitas Seguros, as well as a director of BBVA México, S.A., Institución de Banca Múltiple, Grupo Financiero BBVA México and Grupo Financiero BBVA, S.A. de C.V., a member of the Board of Trustees of the BBVA Microfinance Foundation and President of IESE Alumni Madrid and Vice President of the IESE Alumni Executive Committee.