

# BBVA

## BBVA “CEDULAS HIPOTECARIAS” CREDIT STORY AND MORTGAGE BUSINESS

June 2005 Issue

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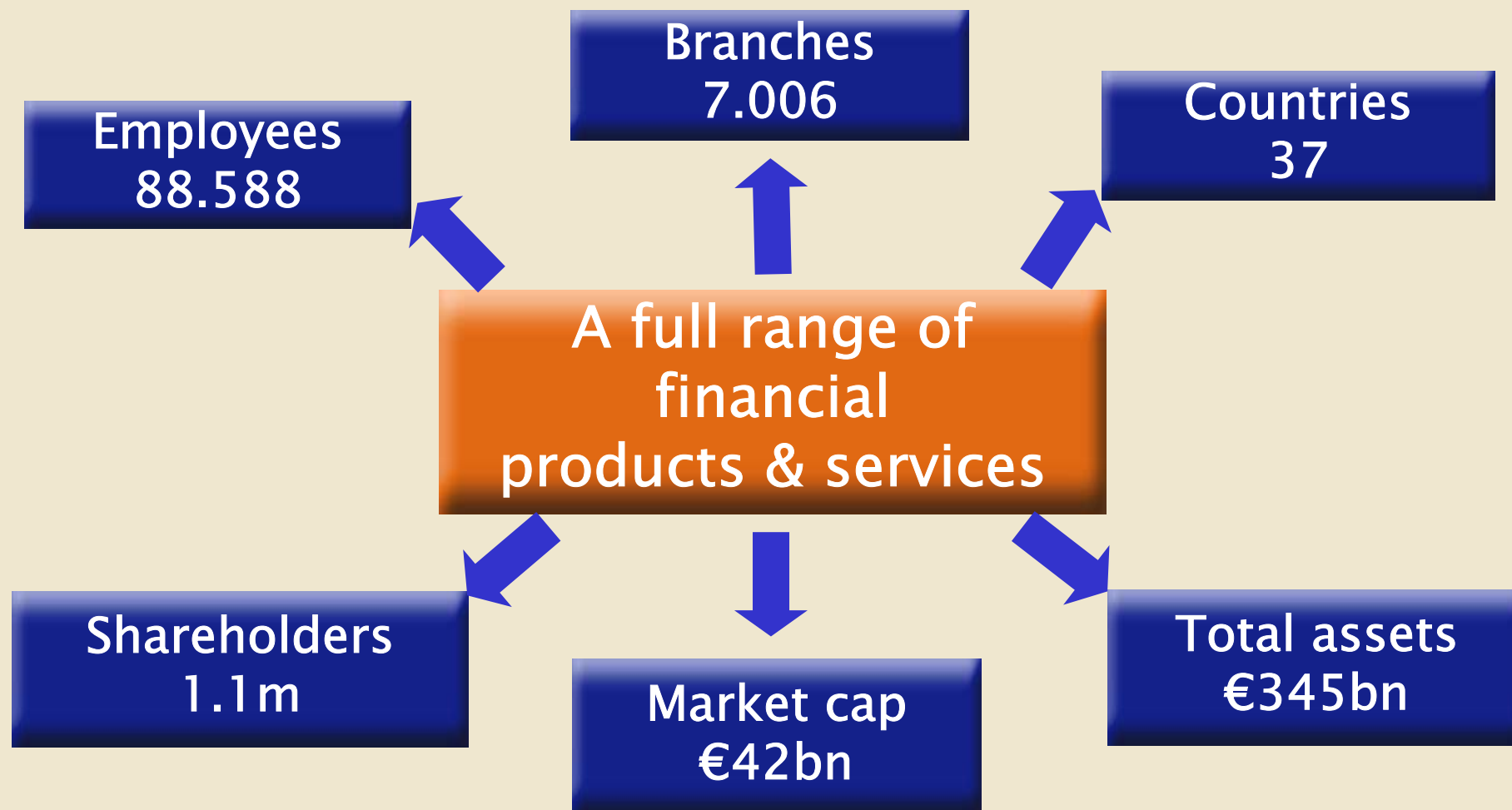
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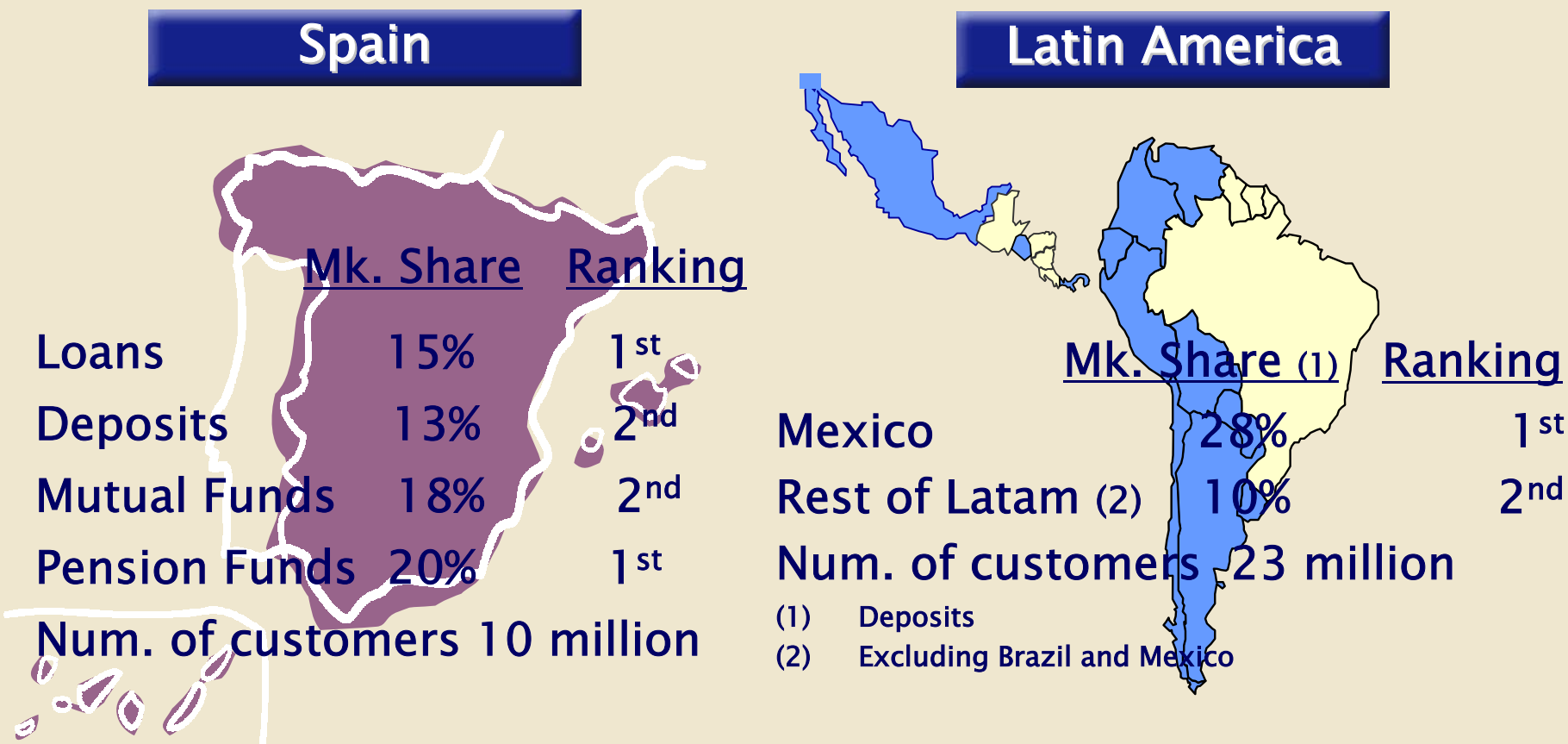
- **BBVA Overview and Results**
- Spanish mortgage market
- BBVA mortgage portfolio
- “Cédulas Hipotecarias”

# BBVA is an international financial services group ...



Its ranks 18<sup>th</sup> by assets in the Eurozone, but 6<sup>th</sup> by profits

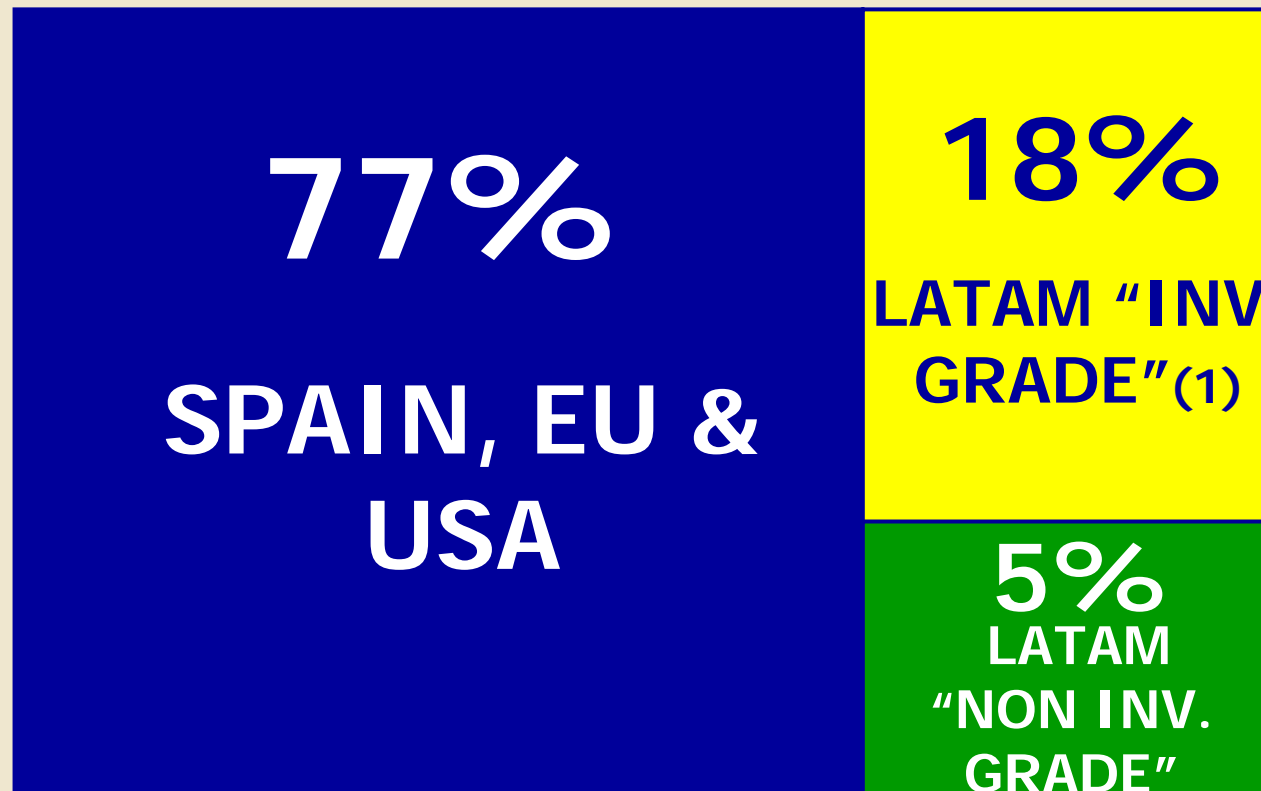
# ... with a solid and focussed position in attractive growth markets ...



**33 million customers and presence and a first class franchise in Latin America**

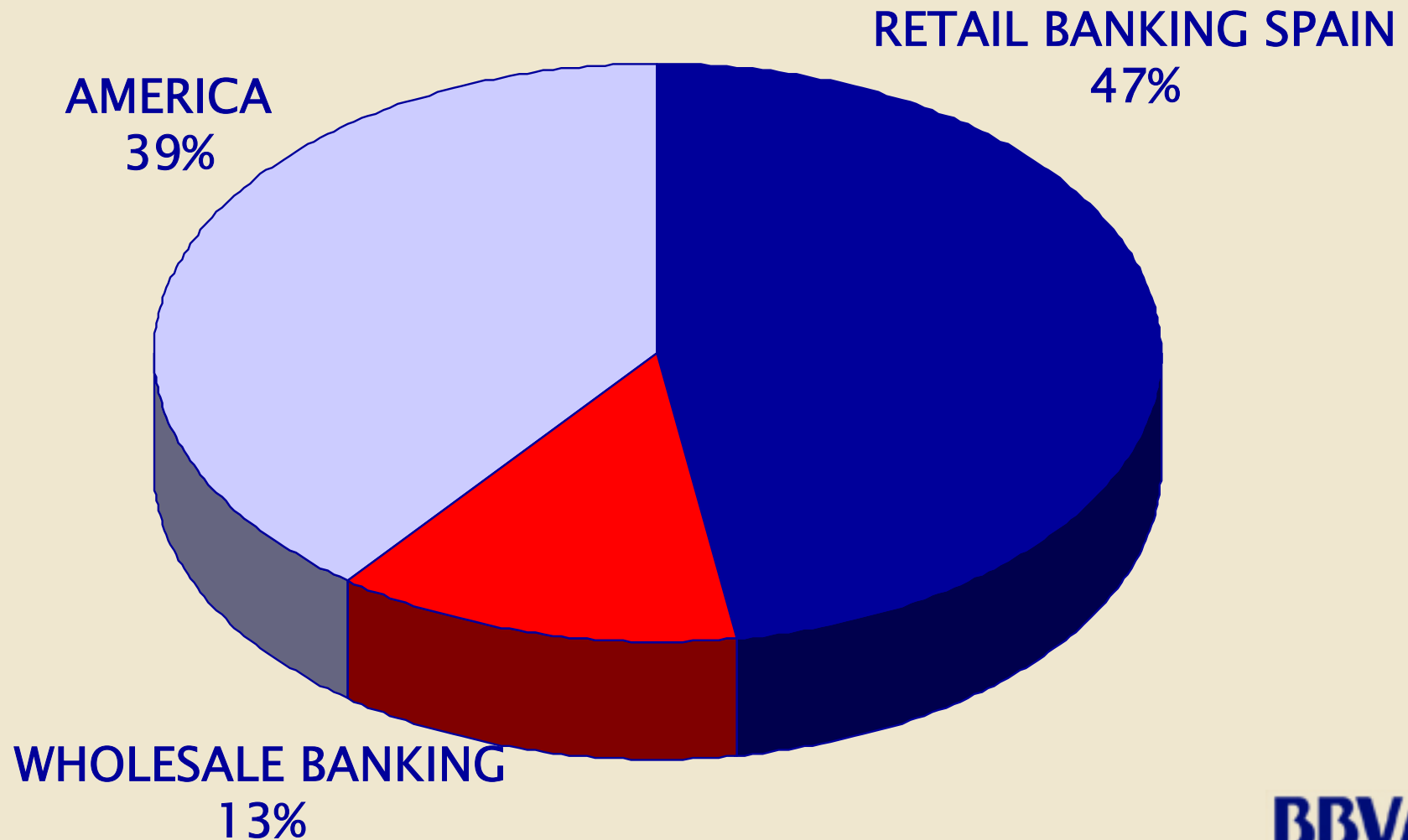
# ... a balanced distribution of assets

## GROUP ASSETS BREAKDOWN (%)



# ... and a well diversified business mix

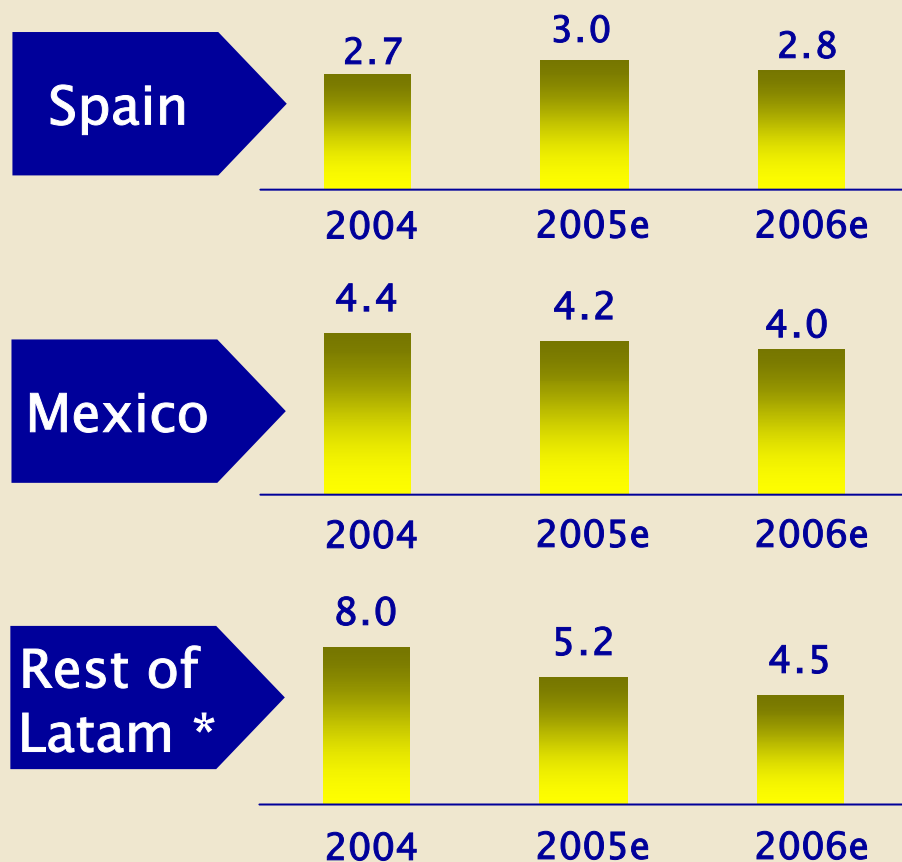
Attributable Profit by Business Areas (%)





# ... benefiting from good economic prospects

## GDP growth (%)



**Spain:**  
Delivering faster GDP growth than its European peers

**Latam: best performance in 10 years**

- Contained inflation rates
- Currency stability
- Improving country ratings

**Good and stable economic prospects**

# ... and with solid ratings

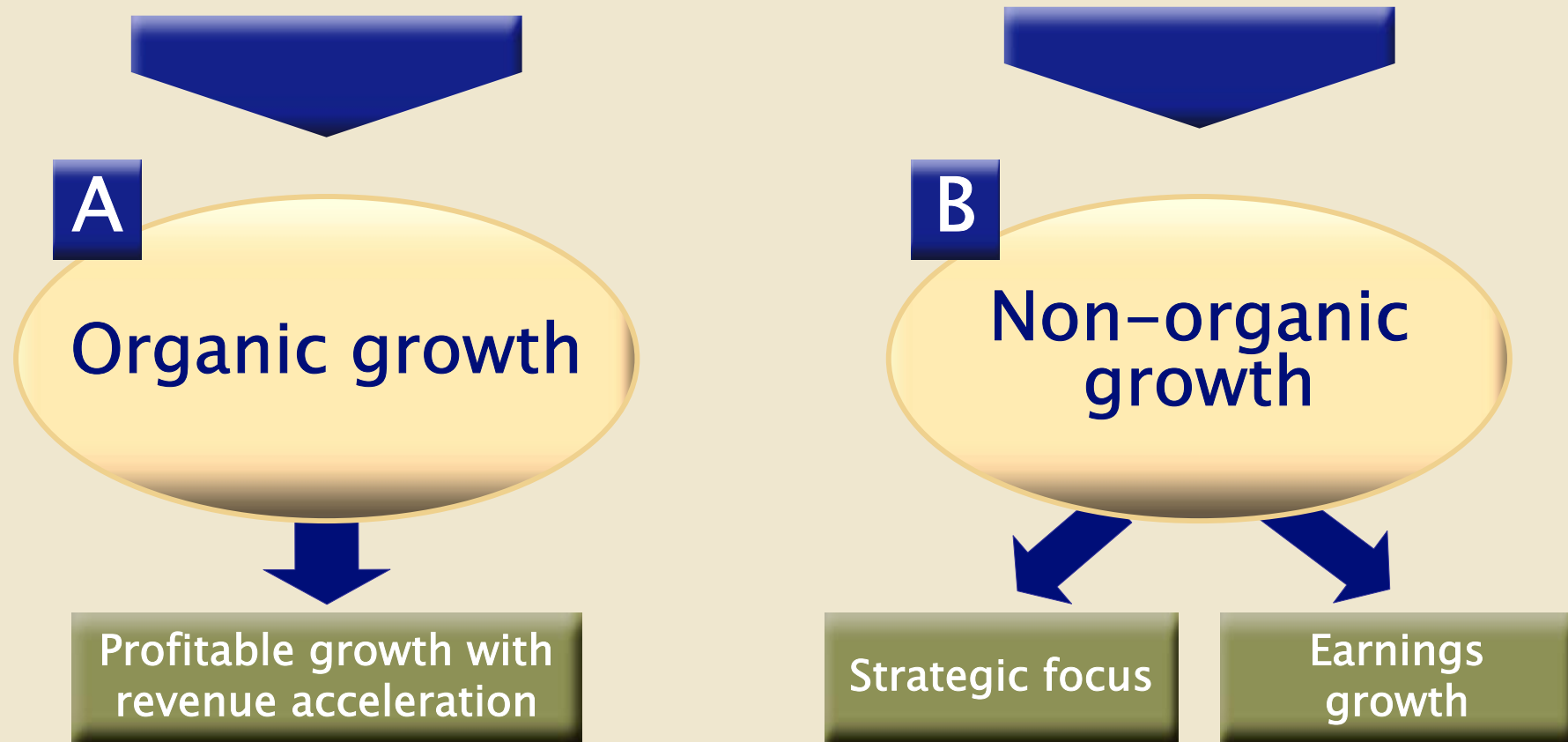
## RATINGS: BBVA VS. BANCOS EUROPA

FITCH									
AAA	AA+	AA	AA-	A+	A	A-	BBB+	BBB	BBB-
	Barclays Lloyds RBS UBS	BNP PAR HSBC	<b>BBVA</b> ABN Credit Sui. Deutsche B. Fortis B. ING B. San Paolo SCH SOCGEN Unicredito	B. Intesa	Dresdner	Commerz. HVB			

MOODY'S									
Aaa	Aa1	Aa2	Aa3	A1	A2	A3	Baa1	Baa2	Baa3
Lloyds	Barclays RBS	<b>BBVA</b> BNP PAR Credit Agricole HSBC B. ING B. UBS SOCGEN Unicredito	ABN Credit Sui. Deutsche B. Fortis B. San Paolo SCH	B. Intesa Dresdner	Commerz.	HVB			

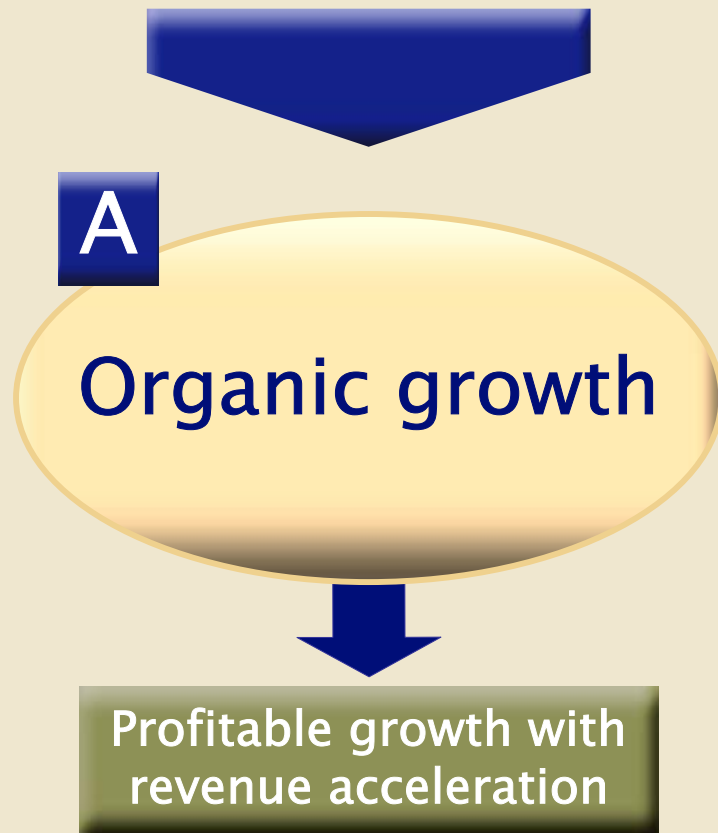
STANDARD & POOR'S									
AAA	AA+	AA	AA-	A+	A	A-	BBB+	BBB	BBB-
	UBS	Barclays BNPP Lloyds RBS	<b>BBVA</b> ABN Credit Agricole HSBC B. ING B. SOCGEN Unicredito Fortis B. Deutsche B.	San Paolo Credit Sui. SCH	Dresdner B. Intesa	HVB Commerz.			

# BBVA is pursuing a double approach to deliver growth ...

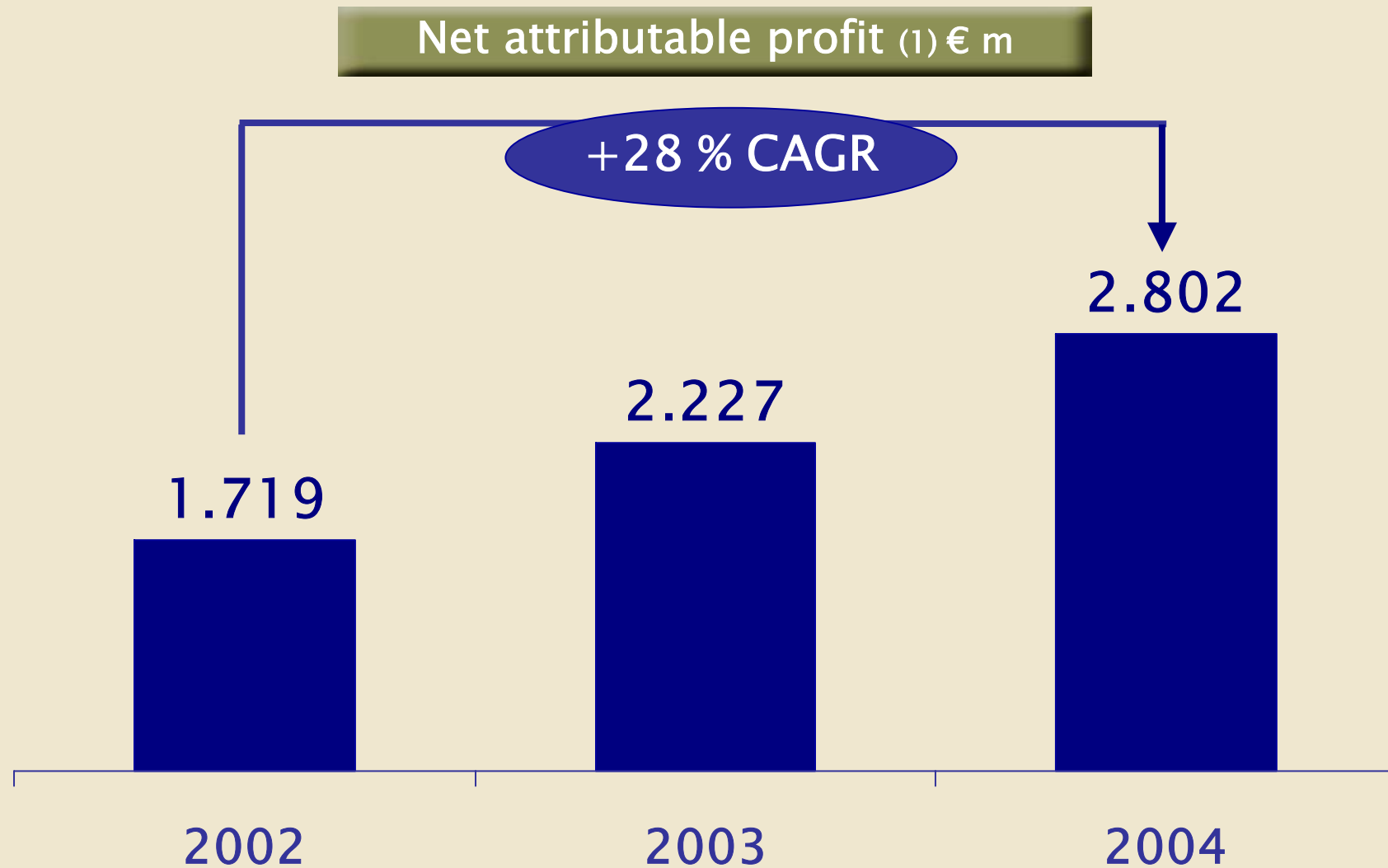


# BBVA is pursuing a double approach to deliver growth ...

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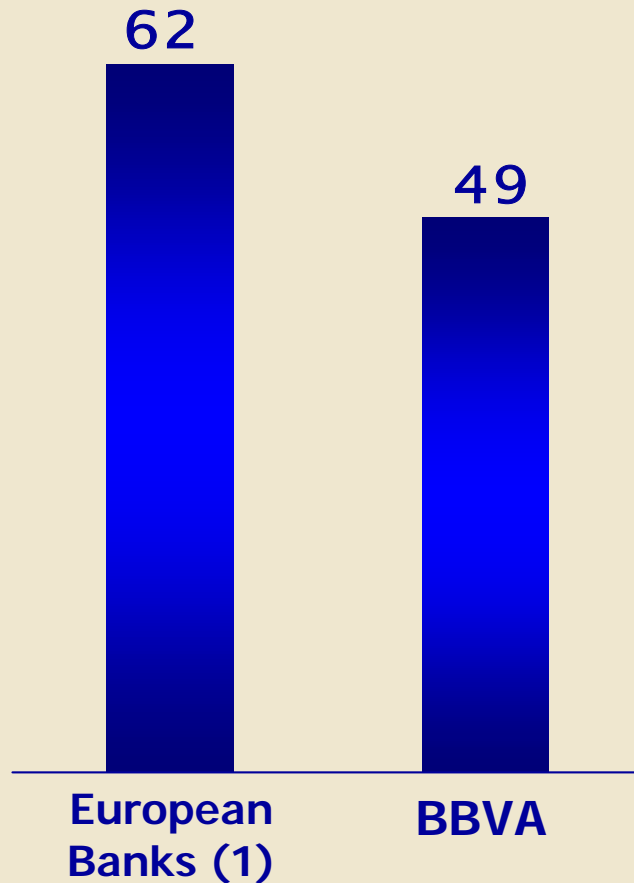


# Excellent track record for generating results

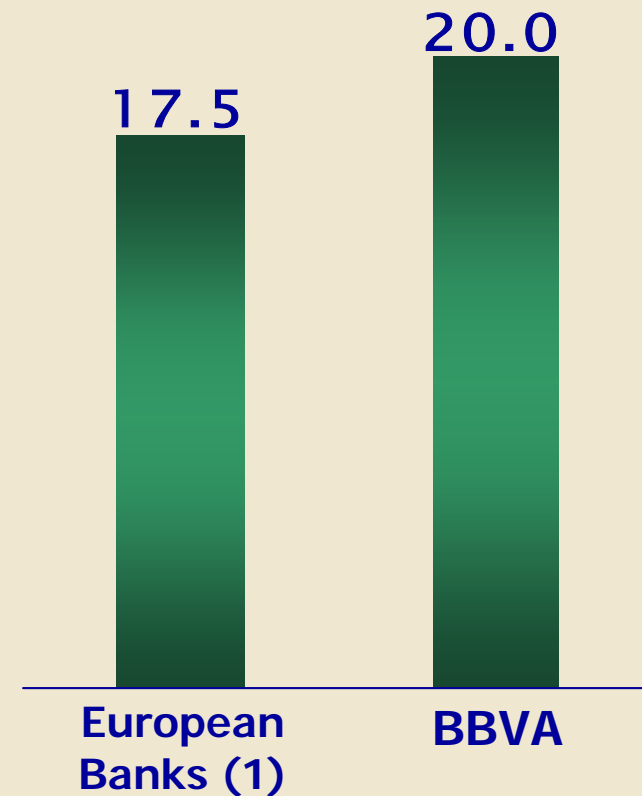


# ... placing BBVA ahead of its peers in profitability and efficiency...

## Efficiency %

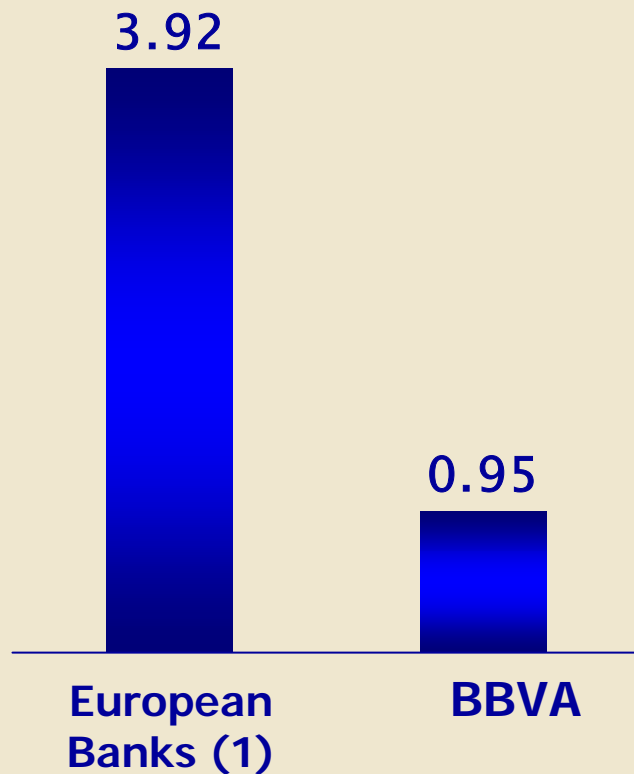


## ROE (%)

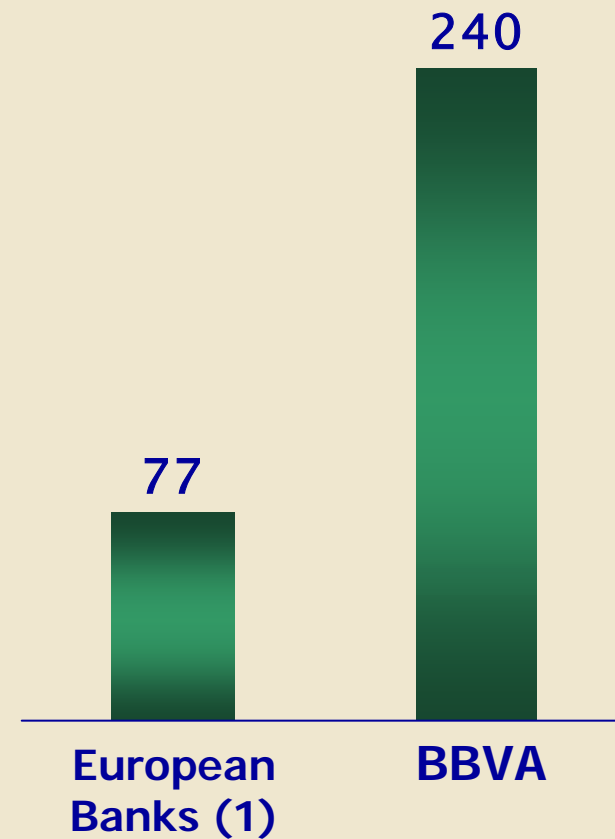


# ... placing BBVA ahead of its peers in asset quality and coverage

**NPL ratio %**



**NPL coverage %**



Last January we said ...

2005: another year of strong growth

1 Q05 results confirm our expectations

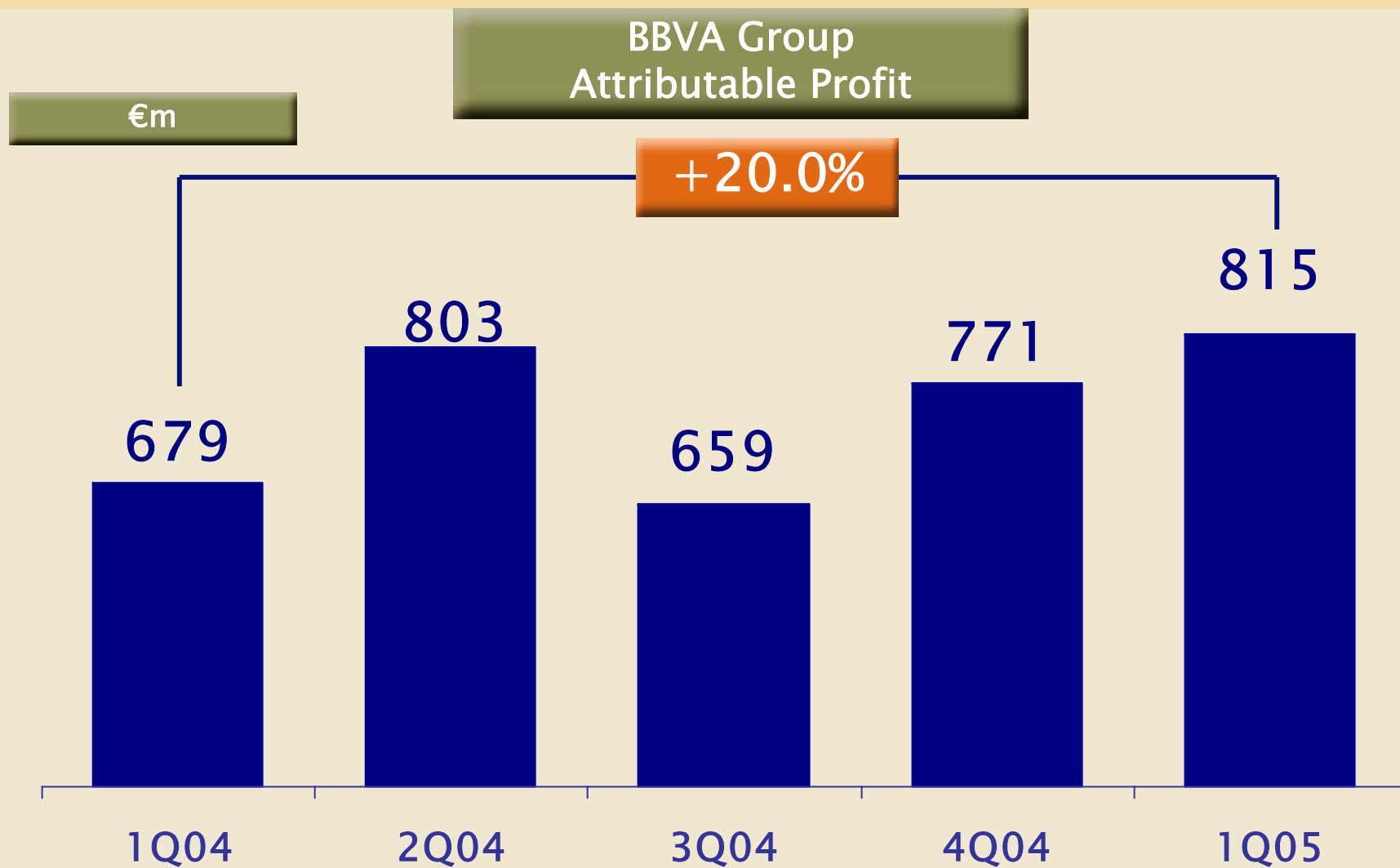
Attrib. Profit

€815m

+20.0%



... thus continuing to deliver accelerating profit growth

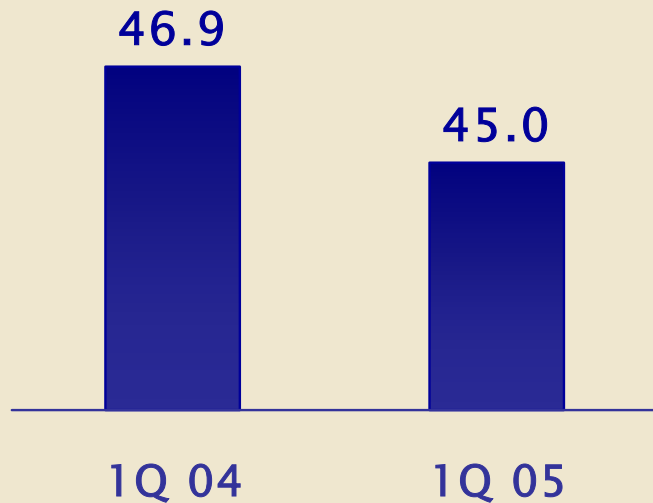


# ... where revenue generation becomes the key driver for the operating divisions and the Group

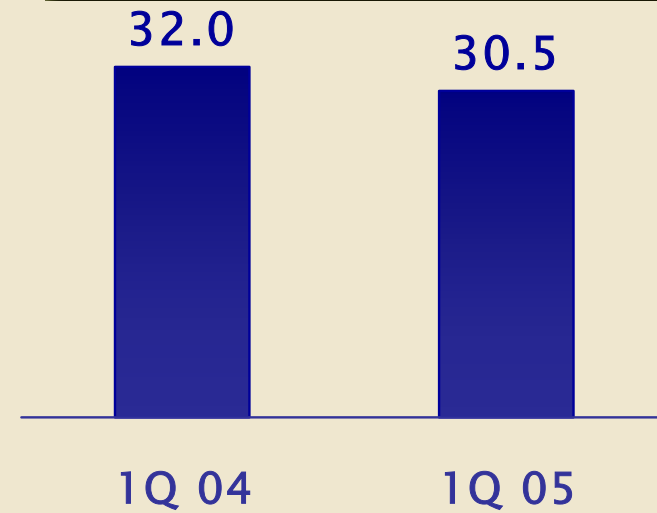
	Total Group		Retail Banking	Wholesale Banking	The Americas
<b>Ord. revenues</b>	+9.0%	+237	+71	+16	+115
<b>Oper. profit</b>	+16.3%	+201	+68	+19	+82

# ... while also improving Group fundamentals

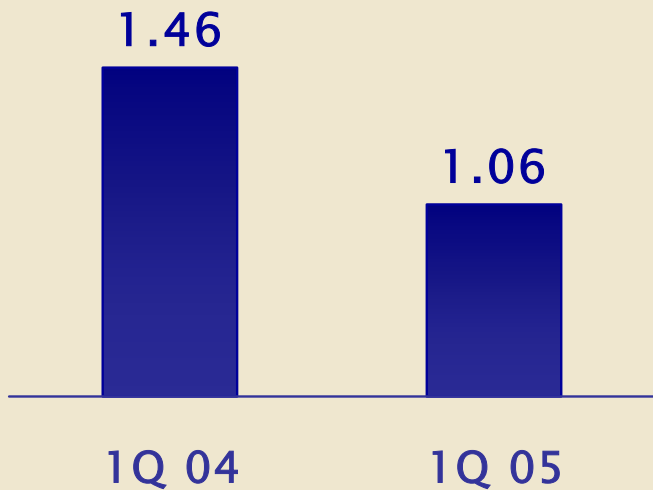
Cost to income ratio (%)



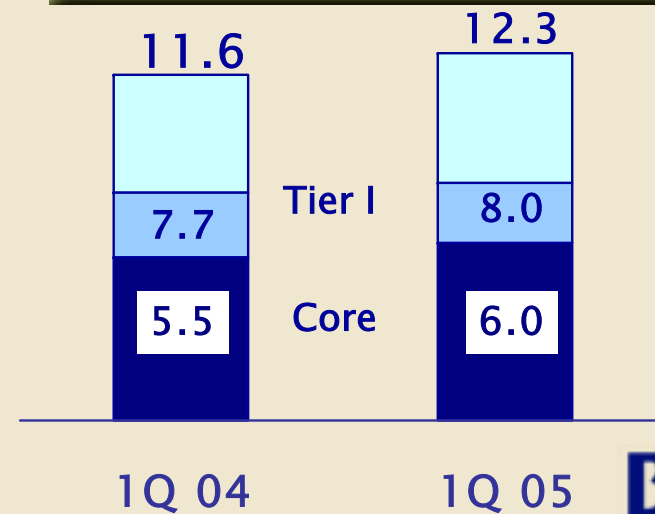
ROE (%)



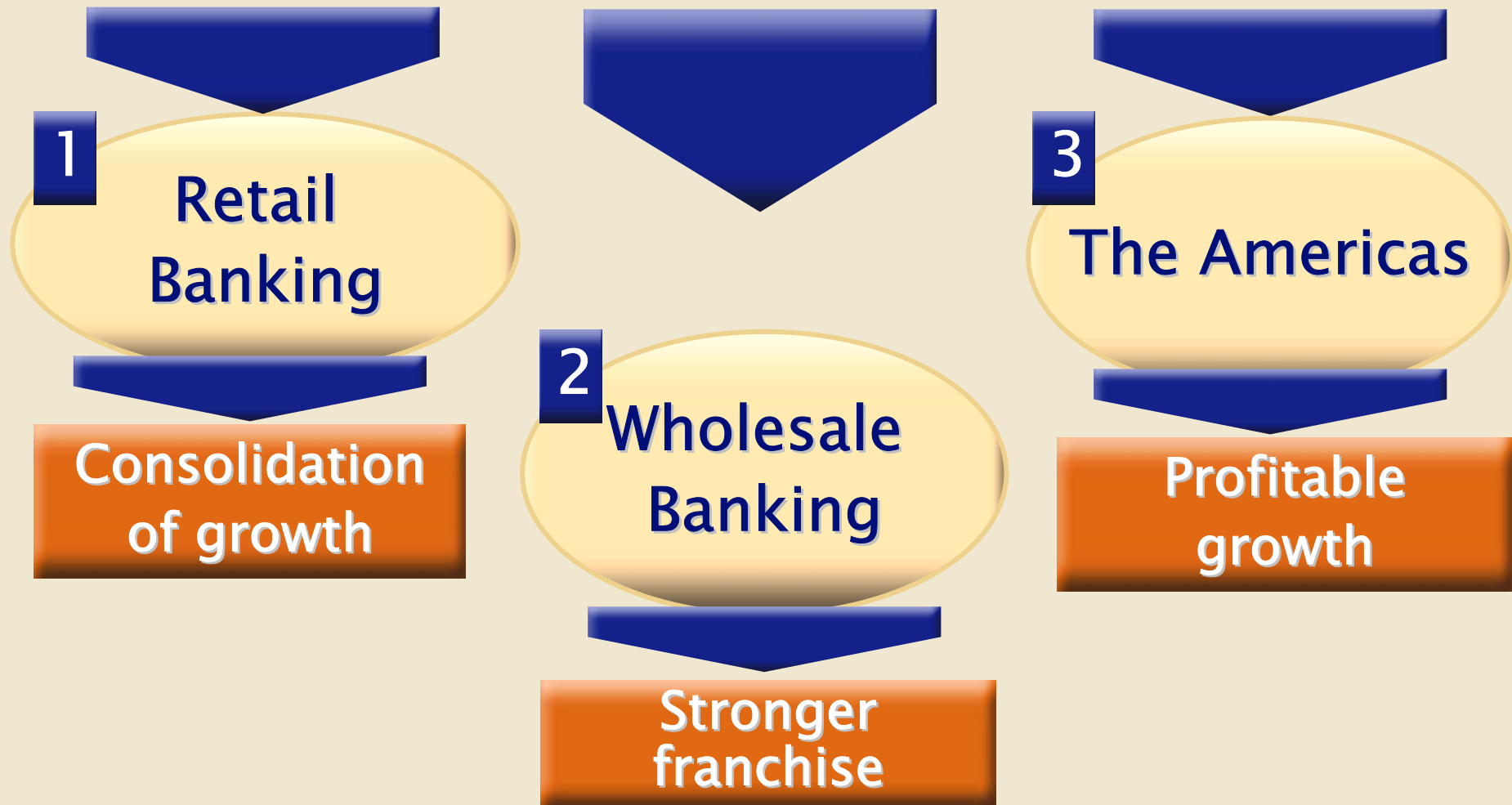
NPL ratio (%)



BIS ratio (%)



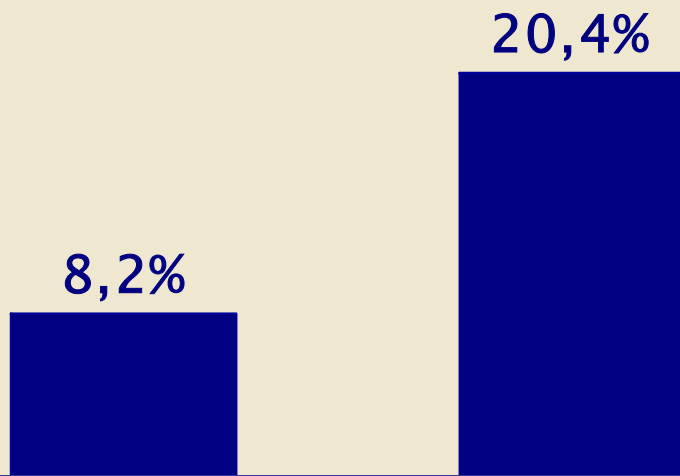
... thanks to the progress achieved in the objectives for the year ...



1

# Strong business growth in Retail Banking in Spain

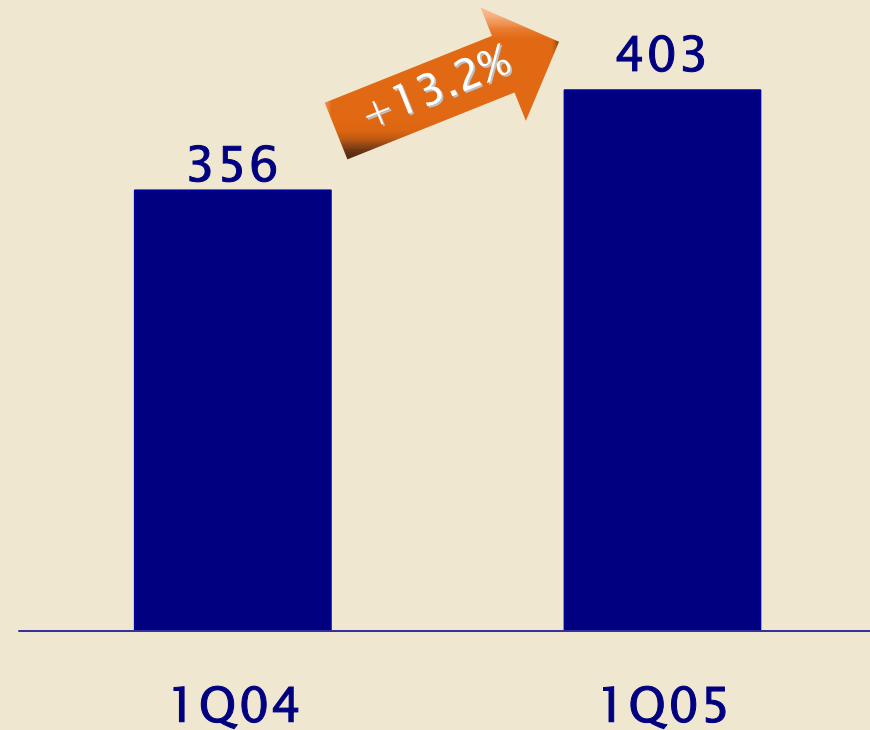
Year-on-year growth  
Average balances



Customer funds

Loans

Net attrib. profit  
(€ million)

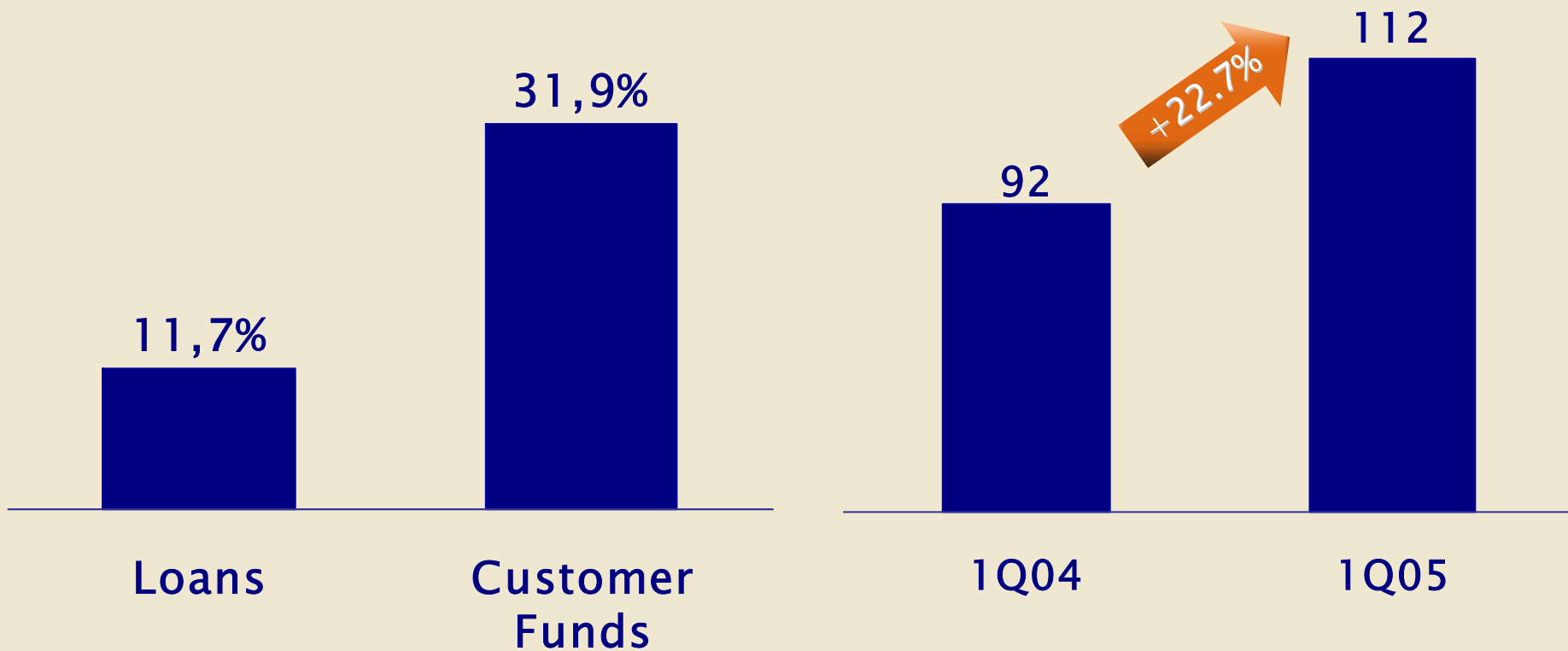


... which carries over into earnings

## 2 Wholesale banking continues to strengthen its franchise in 1Q05

Year-on-year growth  
Average balances

Net attributable profit  
(€ million)



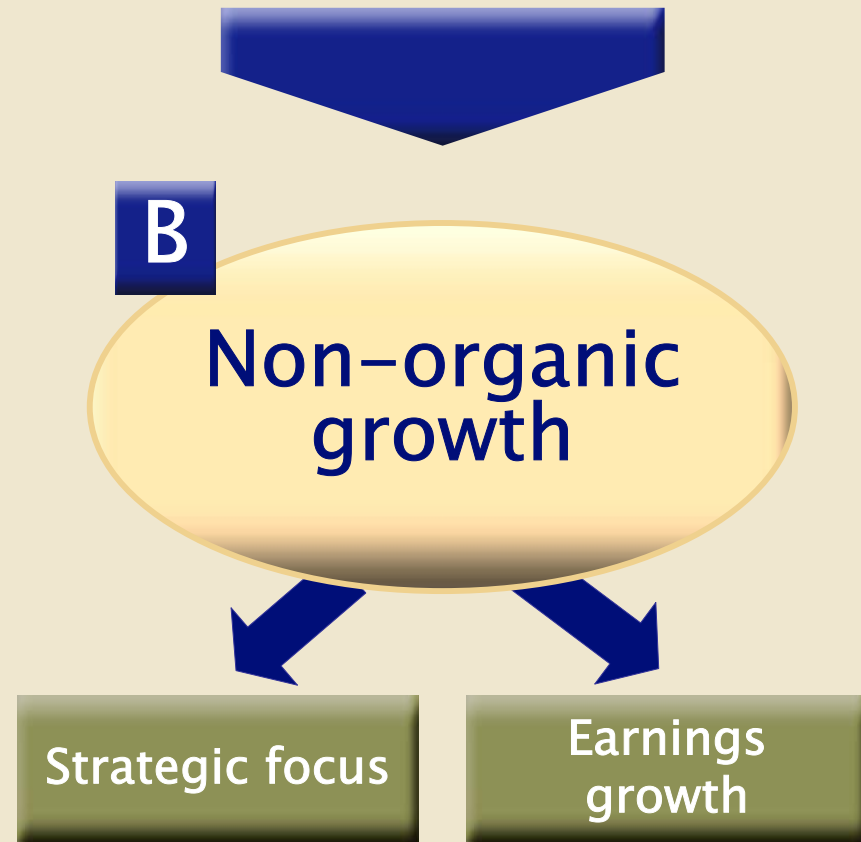
3

## Very positive evolution of results in the Americas . . .



... boosted by sharply higher contribution from Mexico

# BBVA is pursuing a double approach to deliver growth ...





# In 2004, growth from core business was enhanced by non-organic expansion



**Total investment in 2004: €4,300 mill**

# Now we are focussed on the Italian market: Offer for 100% of Banca Nazionale de Lavoro

**BNL operation fits in BBVA's strategy**

Improvement  
of the Group's  
portfolio

BNL as a platform  
for growth in  
the Italian market

Value  
Creation

Geographic and  
business line  
diversification

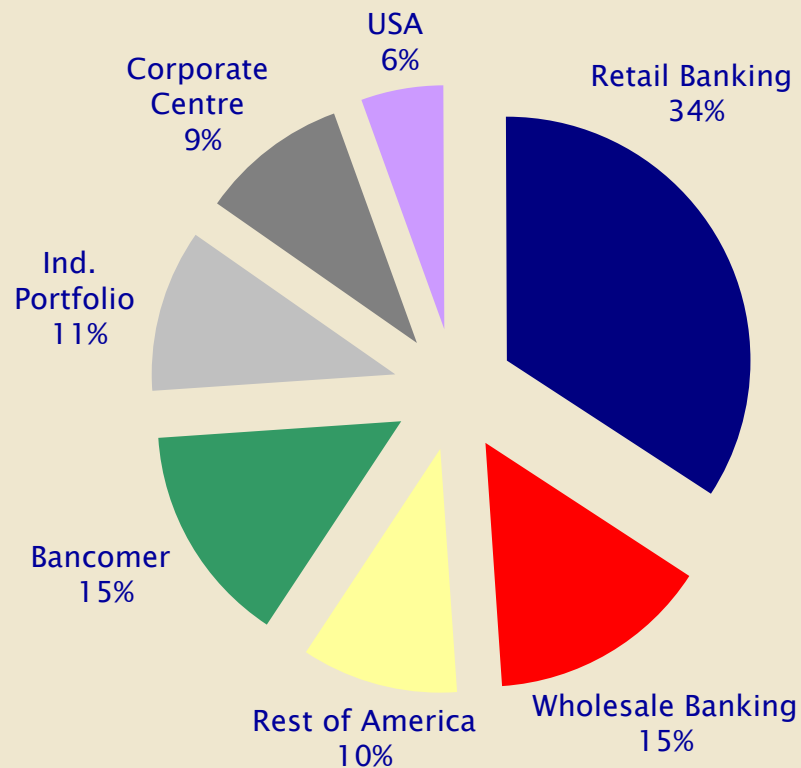
Leveraging  
BBVA's experience

Positive impact from the  
first year

**...with limited execution risk**

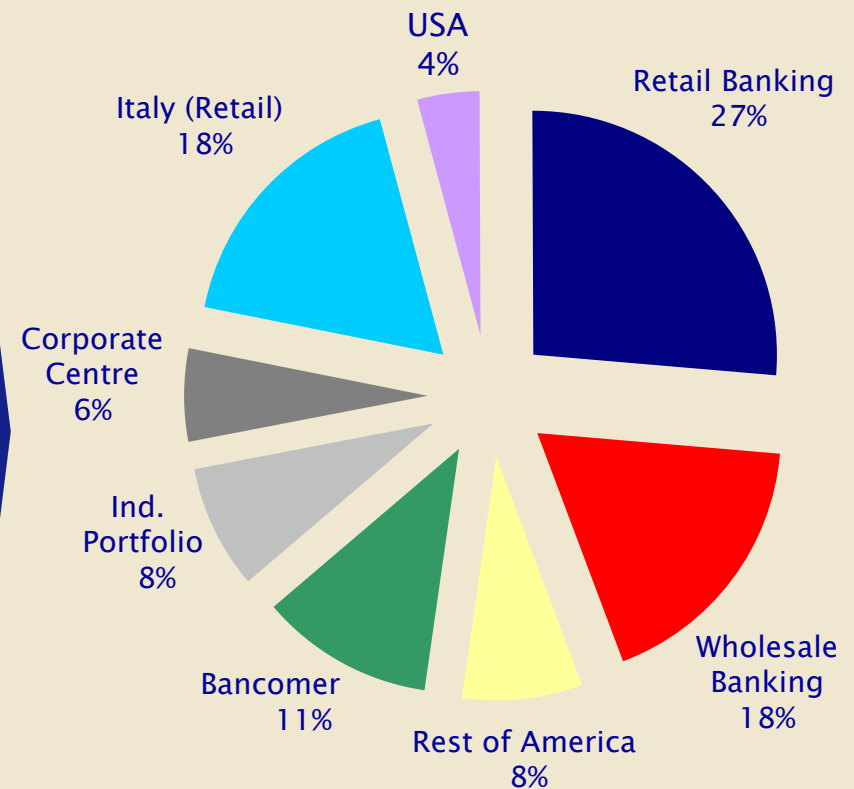
# BNL improves our business portfolio by increasing its diversification

## Economic Capital BBVA



Proforma including Laredo National Bank

## Economic Capital BBVA+BNL



# A very positive contribution to BBVA Results

(€ MM)	2005e (Second Half)	2006e	2007e
Total synergies	60	201	282
Expected contribution to BBVA Net Attr. Income <sup>(1)</sup> by BNL	250	617	713

Core capital from 6,02%  
to 5,72%

Latent capital gains in industrial portfolio => €1.566 m (net of taxes)

Buy back share programme => 3.5%  
of capital

Note: (1) Includes synergies. Based on consensus earnings

**BNL: an acquisition that would allow BBVA to leverage on its management skills...**

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**... A very positive contribution to BBVA results**

**... high visibility of synergies**

**... appropriate financing structure of the transaction**

**With a very limited execution risk**

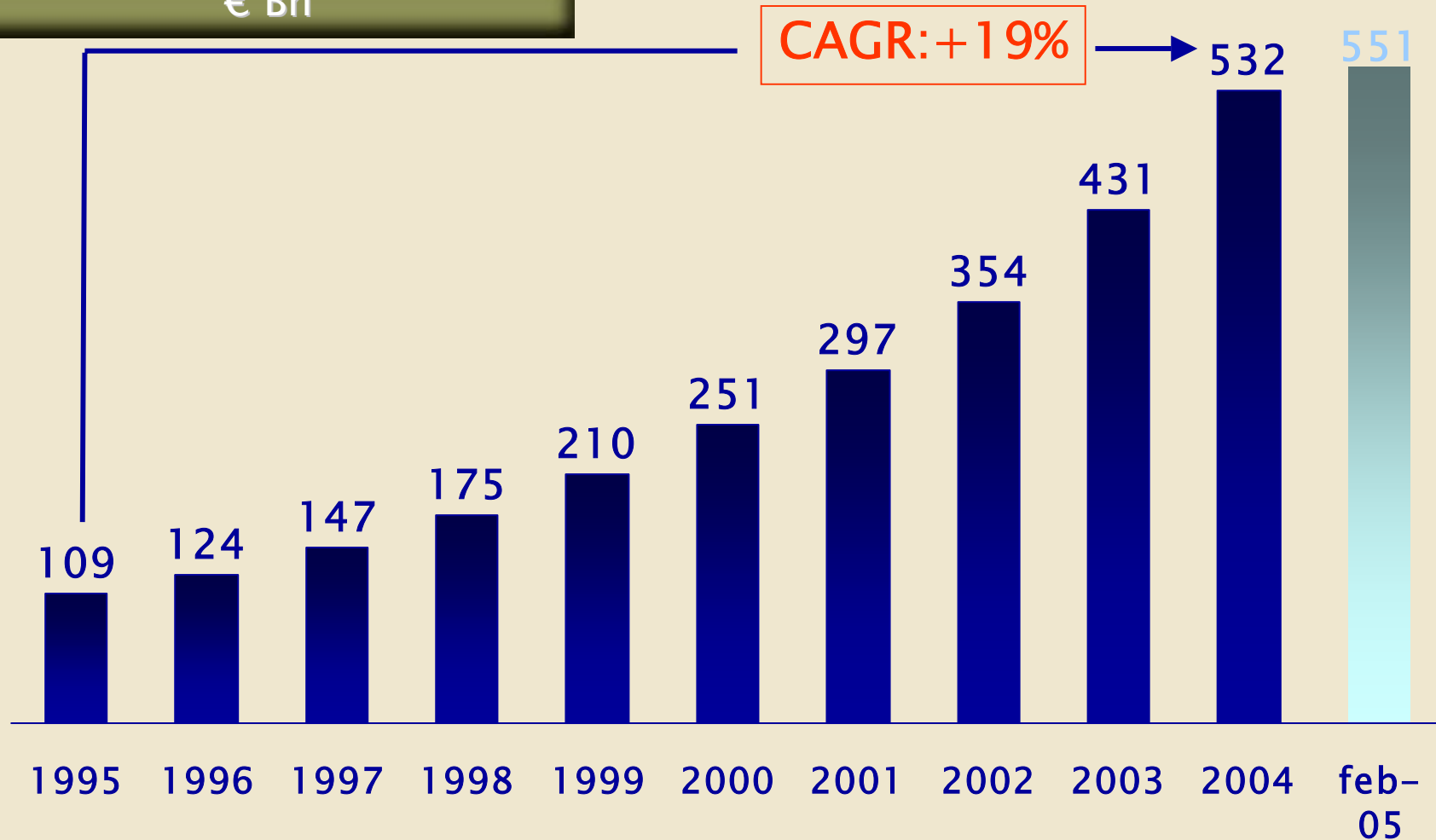
# Index

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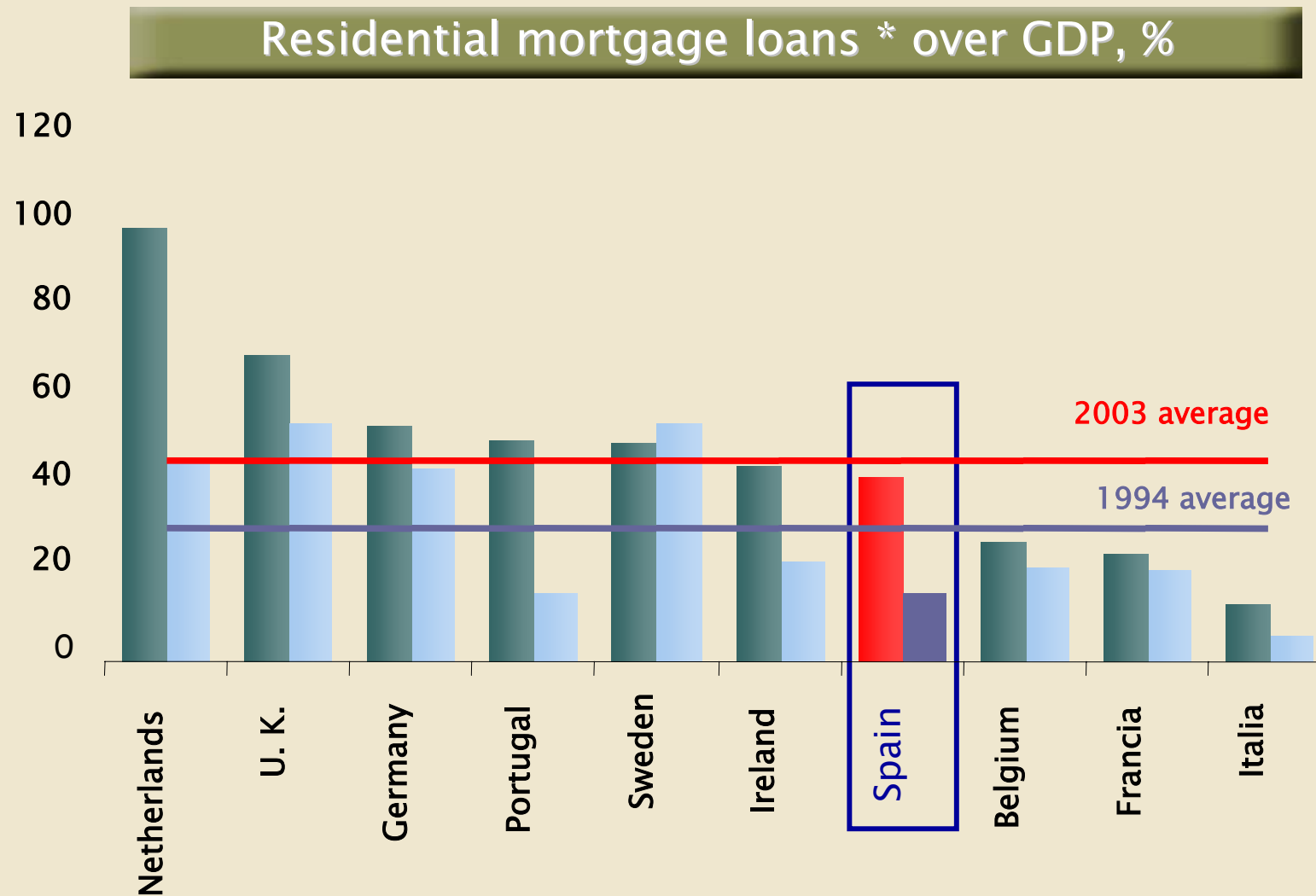
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# Strong growth of the Spanish mortgage market in the last years

Mortgage loans evolution  
€ Bn



# However, the Spanish Market is still below the European average





# Real state market “boom” drivers

## Macro drivers

- Interest rate decrease
- Structural adjustment to a low and stable interest rate environment
- Positive GDP evolution and job creation
- Improvement of personal income

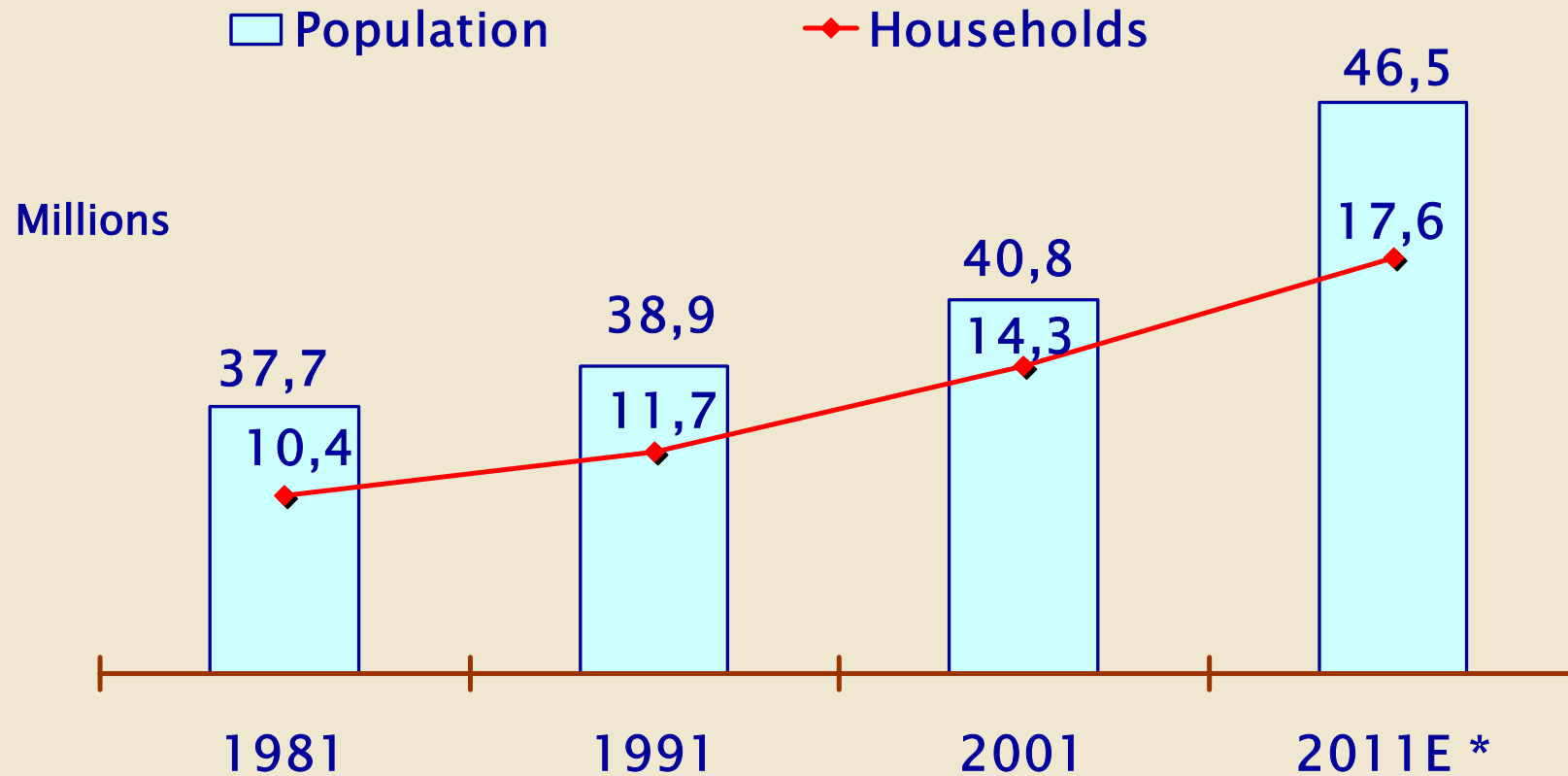
## Demographic drivers

- Acceleration in household formation
- Decrease in household members per home (higher home demand for the same number of inhabitants)
- More than one income per home (improvement of the family access to a new home)
- Foreign demand: Immigration and tourism

## Sector drivers

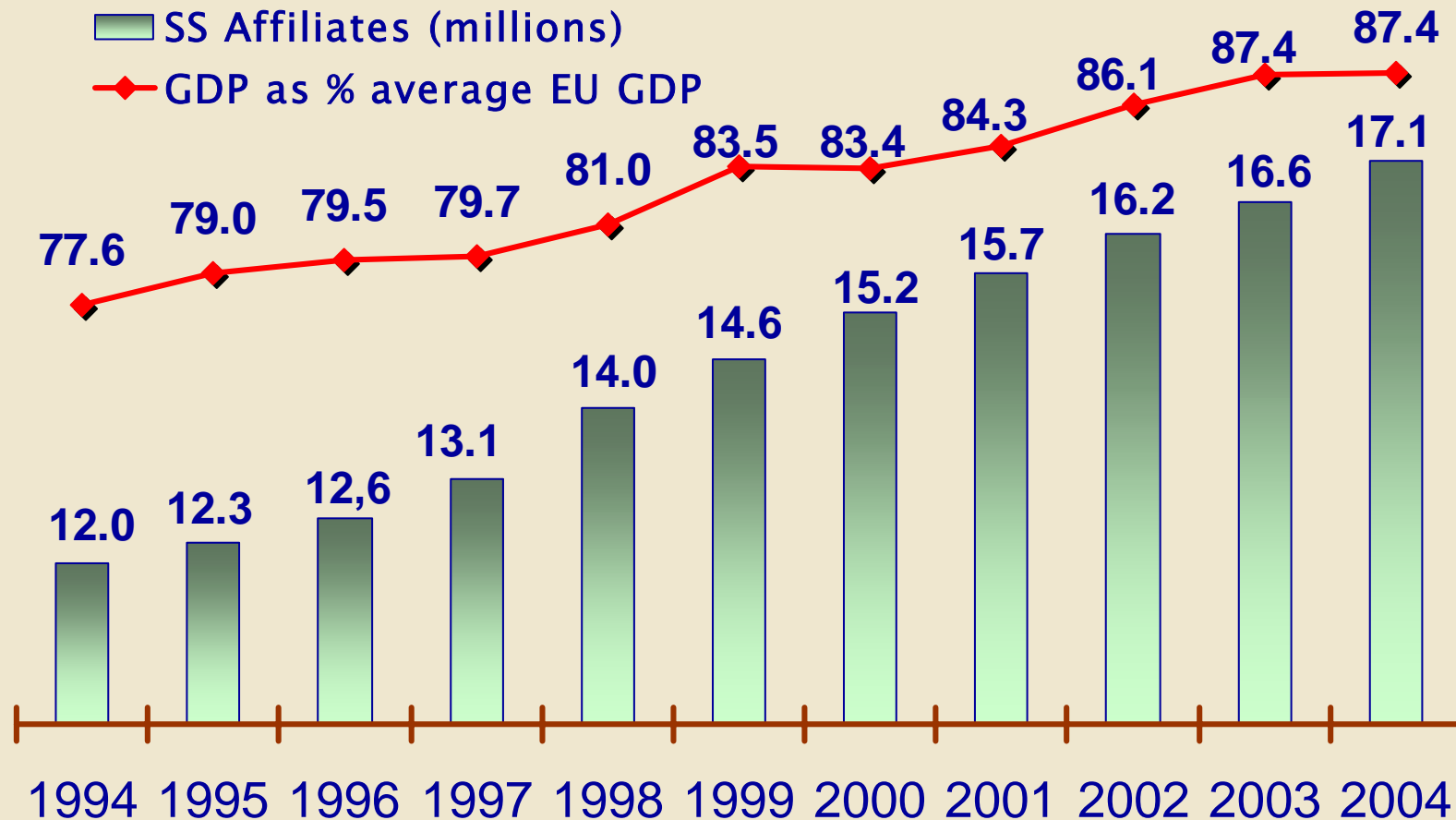
- Better financing conditions: longer maturities and increased product range
- Mortgage payments are more affordable

# Healthy growth in population and household formation



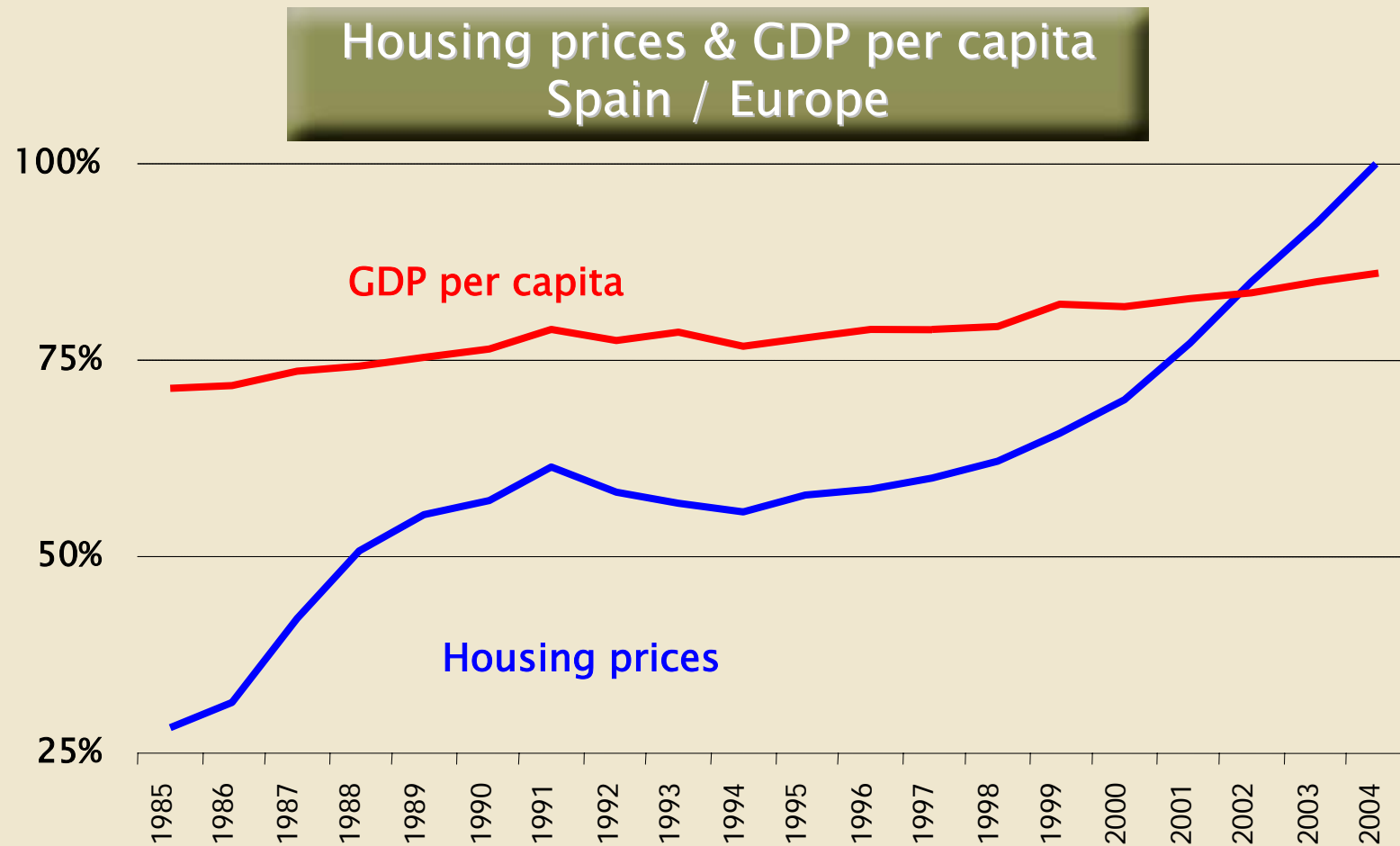
2.6 million households created in 10 years (1991–2001) and 3.3 million more expected in the next ten period years

# ... and a positive trend of employment and GDP per capita



4.9 million jobs created in the period 1994–2004

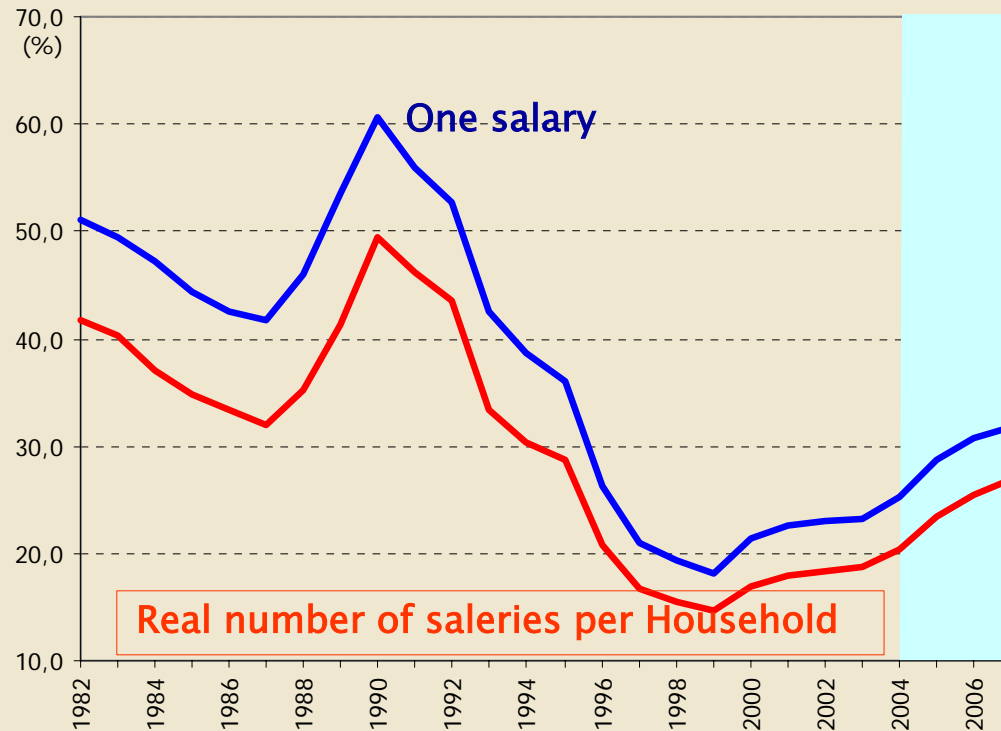
# Housing prices: a catch-up process



During the late 90's, Spanish house prices have grown faster than in other EU countries, as house prices converged from very low levels to European average

# Outlook for mortgage demand: affordability remains favourable

## Affordability Ratio (%)



In 2004, 20,3% of gross salary for a family with 1,54 people employed (25,2% without taking into consideration any fiscal mortgages benefits)

The increase in prices has been offset by lower interest rates and longer maturities. For example, while prices climbed by 17% 04, affordability only moved from 18,7% to 20,3% (net debt payments / gross salary)

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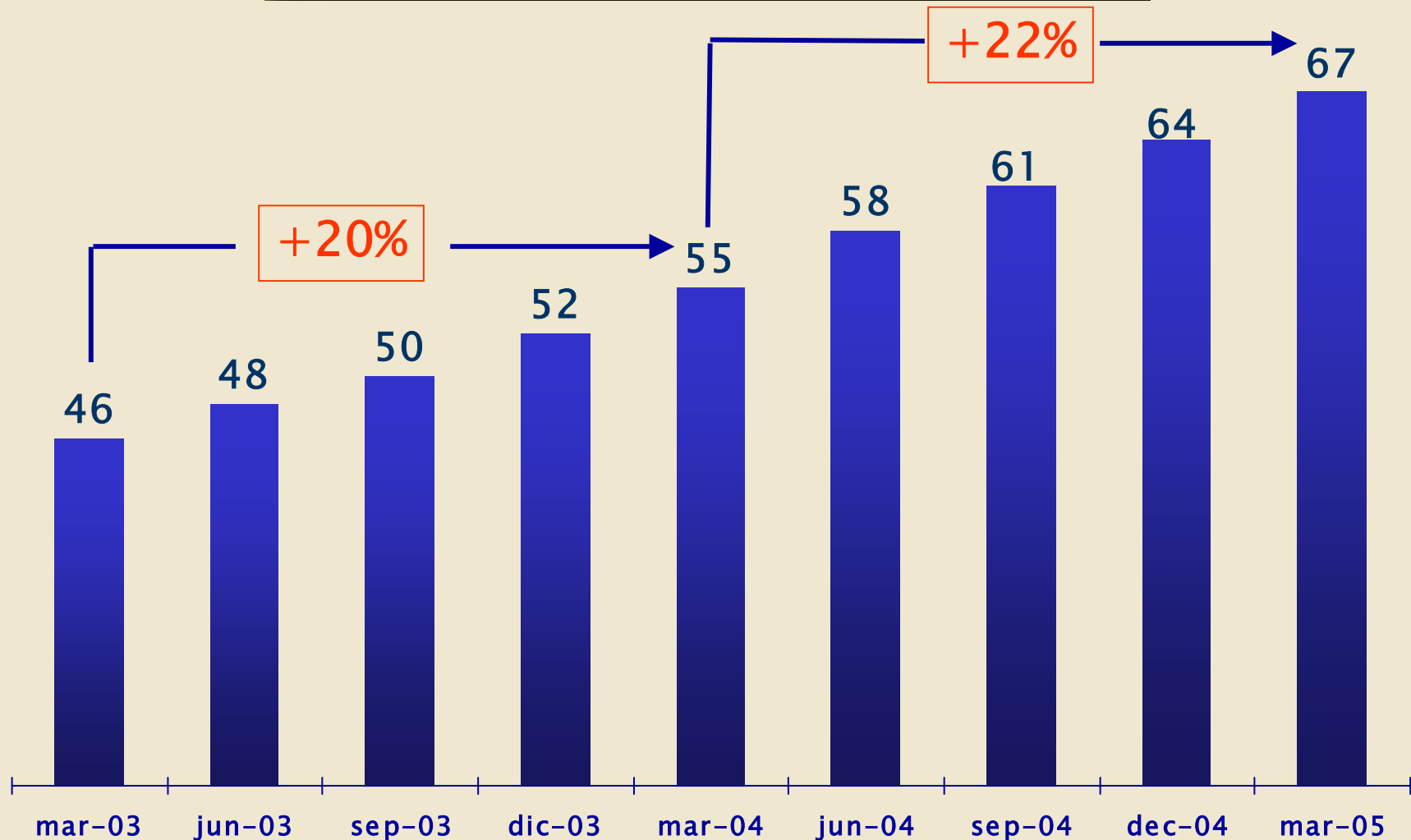
# BBVA in the Spanish mortgage market

- Mortgage lending is the core activity in the Spanish Banking System
  - ✓ Outstanding mortgages over private sector loans:  
Saving Banks (66%), Banks (48%) and BBVA (53%)
- More than 2/3 of all loans to households are residential mortgages: BBVA 76% vs 66% Spanish Banking System
- BBVA is the leading mortgage player in Spain: 12% market share

**BBVA is the leading mortgage player in Spain, with a strong focus in residential mortgages**

# BBVA: excellent evolution of its stock of mortgages

Mortgage loans evolution (1) (€ Bn)



40

(1) Excluding mortgage securitisations

**BBVA**



## ...and a well diversified mortgage portfolio<sup>(1)</sup> geographically

Region	%portfolio(1)	%GDP
Catalonia	19.7	18.2
Madrid	19.6	17.4
Andalusia	16.0	13.9
Valencia	11.4	9.7
Canary Is.	5.5	3.9
Castille-Leon	4.1	5.7
Basque C.	3.7	6.4
Balearic Is.	3.5	2.2
Galicia	3.5	5.4
Other	13.0	17.2

(1) Source: INE

128,900 homes financed in 2004 and a stock of  
801,300 outstanding mortgages

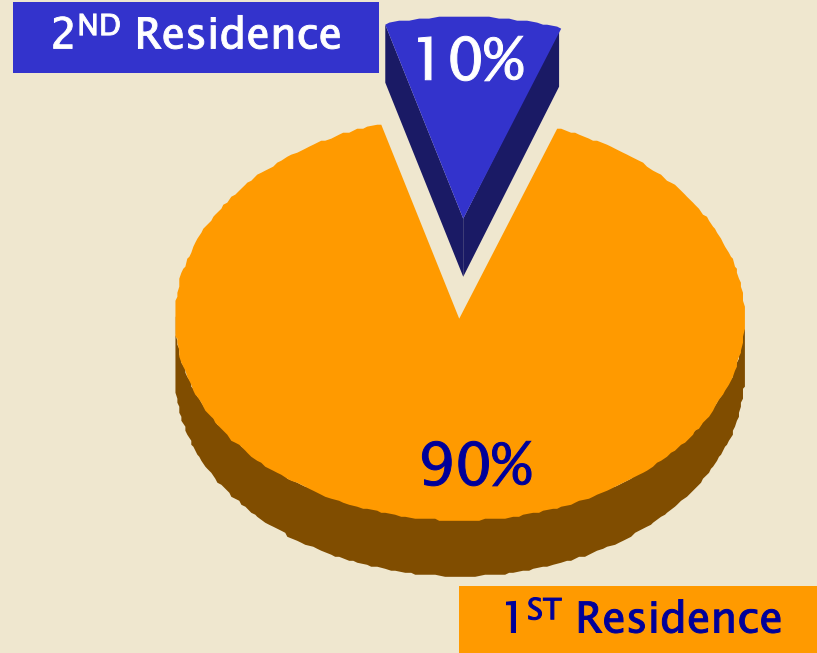
# Key mortgage quality indicators show a low risk profile for BBVA

	Total stock	New Production (1)
Average size	58.900 €	113.540 €
Average life (years)	19	23
L.T.V. (Outstanding amount)	53%	66%
NPL ratio	0.23%	

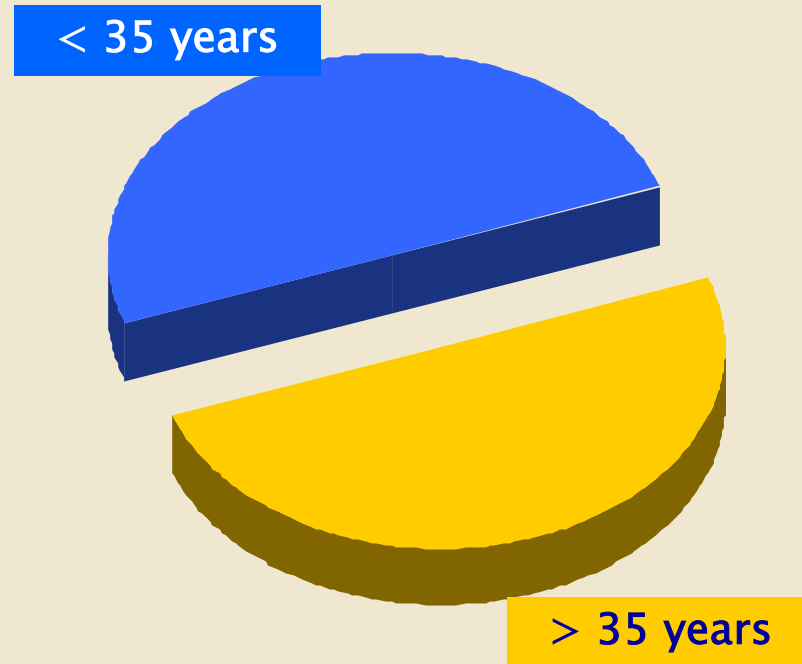
(1) 2004 average data (loans to households)

# The kind of demand being met by BBVA is focused on first-time buyers

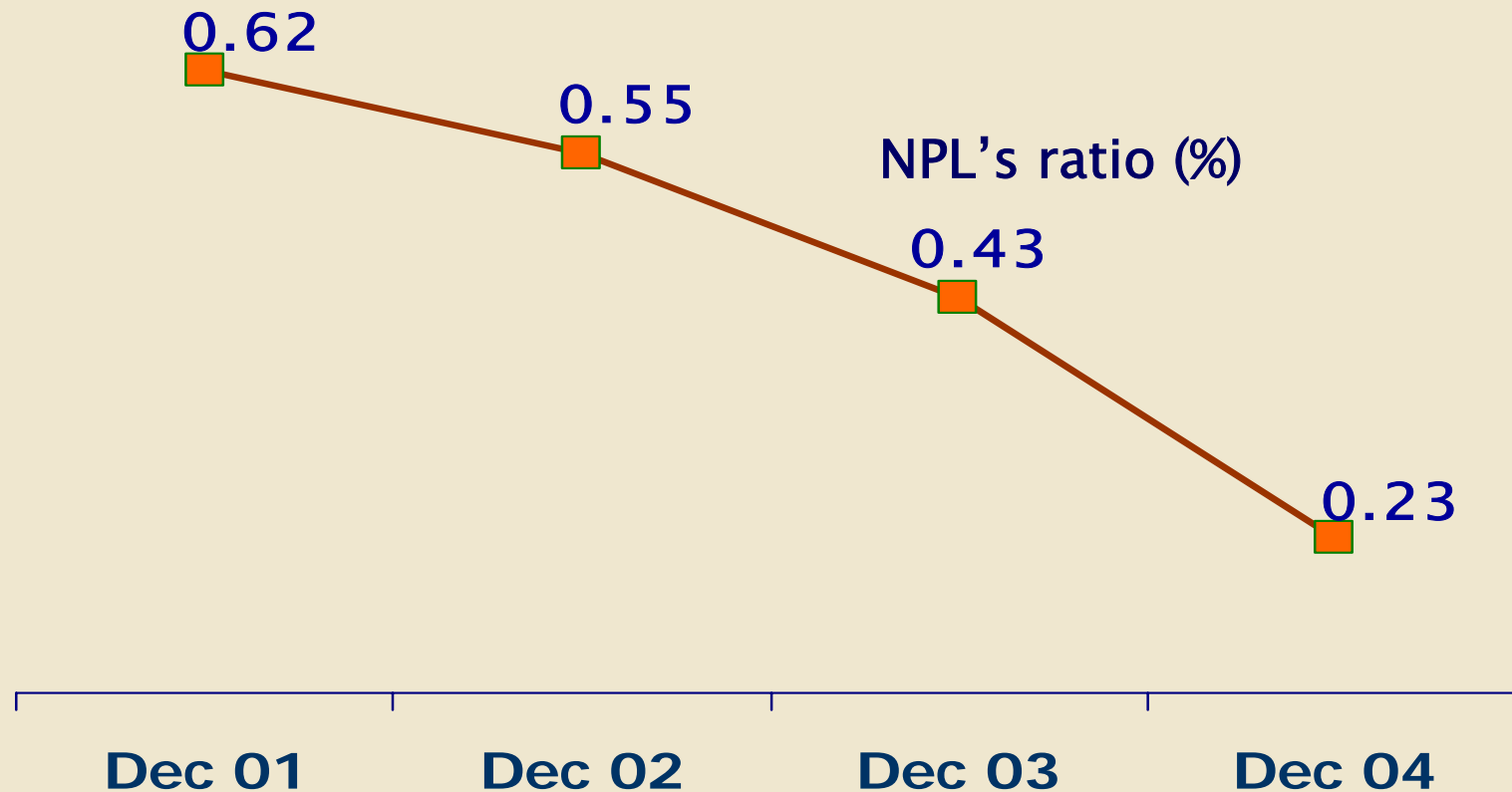
BBVA 2004  
Mortgages (1)



Age of mortgage  
customers

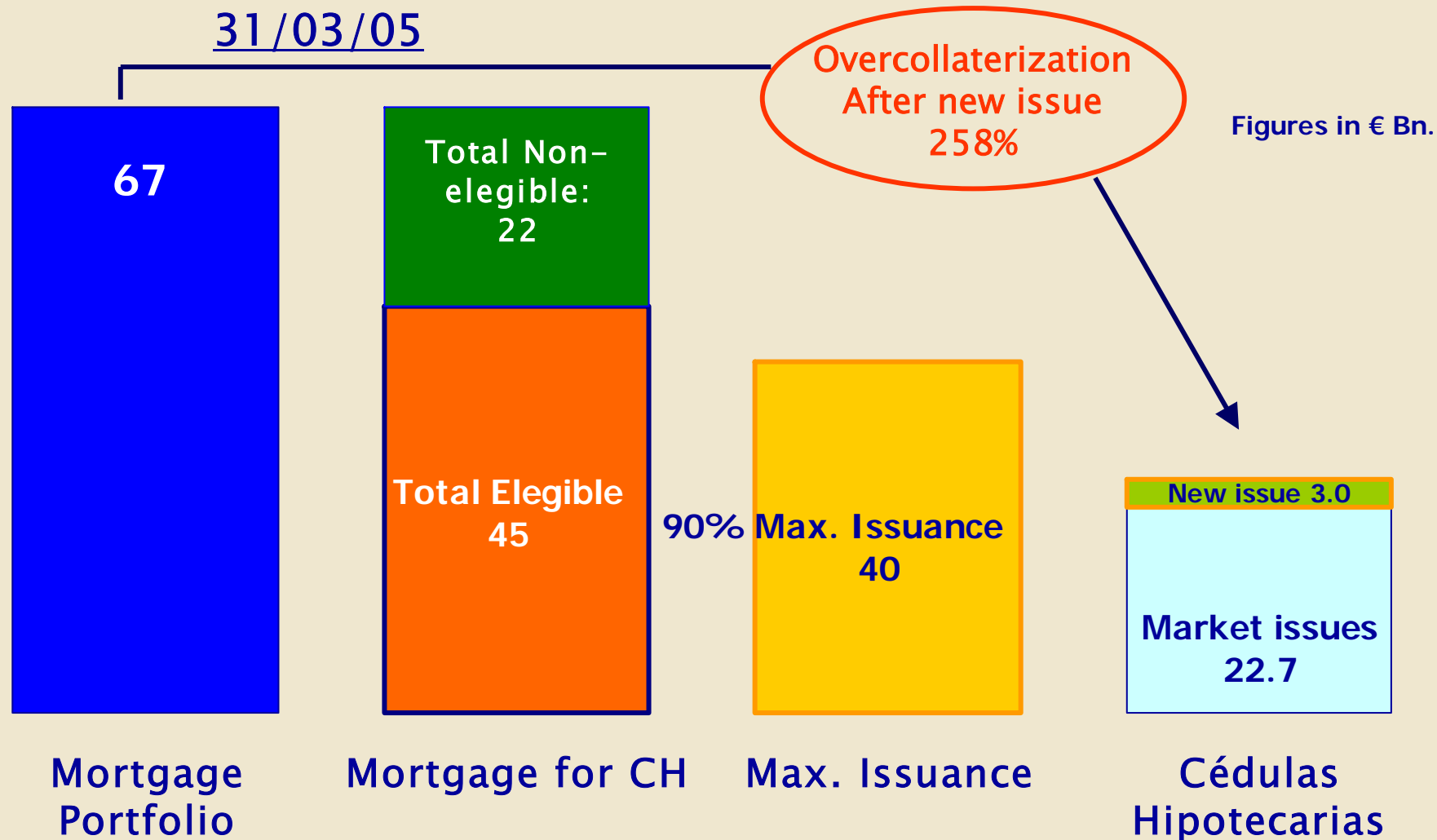


# Improvement in the quality of the mortgage portfolio



- High NPL's coverage ratio: 530%
- Powerful and fully implemented credit-analysis tools : credit scoring is integrated throughout the internal approval process

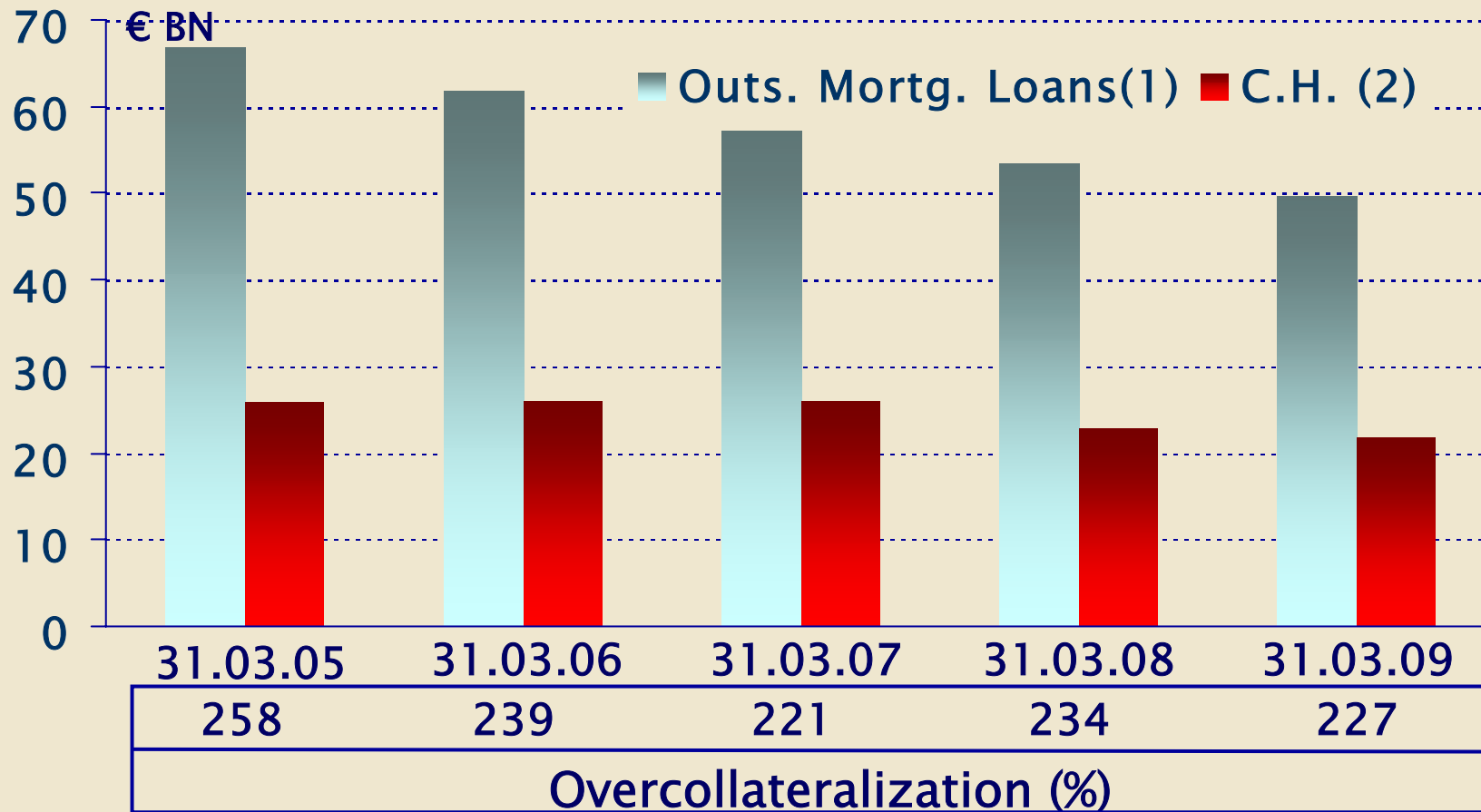
# A very strong overcollateralization



(1) Eligible mortgages loans: first mortgages with max. LTV of 80% for residential and 70% for commercial

# ... Even without increasing the pool of outstanding mortgages

Mortgage loans & C.H.: Maturity matrix 31.03.05 (1)



(1) Without taking into account future mortgage portfolio increases

(2) Including the new CH issue of € 3.0 Bn

# Conclusions

- Significant advances in strategy in the last years with strong focus in profitable growth
- Strengthening of the Group fundamentals
- BBVA remains the leader in the Spanish residential mortgage market, with a low risk profile and an excellent protection
- The new issues strengthen BBVA “CH” curve
- BBVA “CH” represents an attractive investment alternative

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- **“Cédulas Hipotecarias”**



# Cédulas Hipotecarias: Overview

Cédulas Hipotecarias (CH) are:

- On balance sheet secured obligations issued by regulated Spanish financial institutions
- Secured on an issuer's entire mortgage loan book (residential and commercial, excluding those mortgages collateralized to Mortgage Bonds or Mortgage Participations)
- 10% BIS risk weighted
- Overcollateralized: banks cannot issue CHs with value higher than 90% of eligible mortgage loans (monitored by Bank of Spain). LTV must not be higher than 70% (commercial) or 80% (residential)
- 25% investment ratio according to the EU investment directive
- Eligible collateral to the European Central Bank
- If mortgage collateral not enough to repay, CH Creditors are to be treated pari passu with unsubordinated bond creditors

# Cédulas Hipotecarias: Legal Framework (the Mortgage Market Law and Insolvency Law)

- o The first Spanish mortgage law was introduced in 1861 and CH were first introduced in 1869
- o The Mortgage Market Law currently in force, was amended in 1981, to promote the development of the mortgage market,
- o Key elements of the mortgage market law:
  - ◆ Extension of CH issuance to all financial institutions regulated by the Bank of Spain (BoS)
  - ◆ Clear specification of the types of secured bonds (CH included) which regulated mortgage lenders can issue
  - ◆ Establishment of a rigorous regulatory and supervisory framework (monitored by the Ministry of Economy and supervised by the BoS)
- o New Spanish Insolvency Law:
  - Better protection for CH holders
  - Effective September 1, 2004

# Cédulas Hipotecarias: CH Investor (Legal Status)

- Investors of CH have a preferential claim over the entire mortgage book of the issuing bank (excluding those mortgages collateralized to Mortgage Bonds or Mortgage Participations)
- The legislation grants the right for the CH holder to a direct action against the issuer, in the case of failure to pay principal and/or interest
- As there has never been a default on a CH, there is no practical experience with respect to the time horizon for setting the preferential claim granted to CH holders

**CH INVESTORS ARE SPECIALLY PRIVILEGED CREDITORS**

# European Covered Bonds: A Comparison I

	Germany	Spain	France
<u>Capital markets</u>	<u>German Pfandbrief</u>	<u>Cédulas Hipotecarias</u>	<u>Obligations Foncières</u>
Jumbos	Since 1995	First Jumbo in March 1999, issued by BBVA	Minimum issues size for Jumbo format.
Liquidity/market making	High liquidity	Rather similar to other covered bonds	Similar to Pfandbrief
Eligibility for repo with ECB	Yes	Yes	Yes
Rating	Generally Triple-A rating from at least one rating agency	Moody's up to 2 notches above the senior rating of the issuer with AAA included. S&P's up to 5 notches, AAA included. Fitch up to 3 notches higher, no AAA.	Obligations Foncières or Communales are designed to be Triple-A
Investors	Institutional investors mainly	Spanish domestic retail customers in the past, institutional investors mainly since 1999	Expectations: mainly institutional investor
Market expectations	Decreasing market	Growing market	Growing market

# European Covered Bonds: A Comparison II

	Germany <u>German Pfandbrief</u>	Spain <u>Cédulas Hipotecarias</u>	France <u>Obligations Foncières</u>
Ranking of the mortgages	First ranking mortgages, have to be within the 60% LTV ratio	First ranking mortgages on the properties, contracted in the Spanish domestic market	First ranking mortgage
Loans to foreign countries	Yes, public loans to EEA, mortgage loans to EEA and Switzerland	Rather domestic loans	Yes, Mortgage loans to EEA Public loans to EEA
Trustee	Yes, independent trustee	Not	Yes
Supervision	BAKred	Bank of Spain	Commission Bancaire and independent controller
Effect on balance sheet	Loans remain on the bank's balance sheet	Loans remain on the bank's balance sheet	Loans remain on the bank's balanced sheet
Statutory preferential right in bankruptcy	Preferential claim	In the event of a bankruptcy, CH enjoy a specially privileged preferential right over the segregated issuer's mortgage book.	OF have preferential claim over all other creditors (including the state) until fully reimbursed

# European Covered Bonds: A Comparison III

	Germany <u>German Pfandbrief</u>	Spain <u>Cédulas Hipotecarias</u>	France <u>Obligations Foncières</u>
Specialist bank principle	Yes, main issuers are German mortgage banks and Landesbanks	No, all spanish banks are allowed to issue Cédulas Hipotecarias	Yes, issuers will be special purpose financial institutions (Societes de Credit foncier)
Refinancable through Pfandbriefe	Mortgage loans and public-sector loans	Mortgage loans	Mortgage loans and public-sector loans
Collateral pool	Yes, two separate collateral pools for public-sector and mortgage Pfandbriefe	CHs can only be issued for an amount equal to 90% of the eligible mortgages book value, legal overcollateralisation is at least 11%	Yes, one single pool of assets
Mortgage "Pfandbrief"	Yes	Yes bonds secured on the issuer's entire book of mortgages	There's only one type of Ofcs
Public "Pfandbrief"	Yes	Yes (Cédulas Territoriales)	There's only one type of Ofcs
Relative lending limit for mortgage "Pfandbriefe"	60% of lending value	80% housing, 70% commercial of the appraisal value	60% of the lending value exemptions possible

# Cedulas Hipotecarias: Recent Developments

- o New Insolvency Law 22/2003 effective September 2004, has strengthened the protection of Cédulas' holders in case of insolvency of the issuer.
- o Extension of application of Law 19/2003 and its tax regime to direct issuance made by credit entities: Income obtained by non-Spanish resident holders (other than a holder acting through a permanent establishment in Spain or obtained through a tax haven territory as defined in R.D. 1080/1991 of 5 July) will be exempt from taxation in Spain provided that the holder complies with the applicable identification formalities required by Law.
- o New rating methodology by Standard and Poor's for Spanish covered bonds (Cédulas Hipotecarias and Territoriales): from now on Cédulas Hipotecarias and Territoriales may be rated up to five notches higher than an issuer's counterparty credit rating and may even reach AAA in cases where the probability of cédulas payment interruption, in the case of issuer insolvency, is extremely remote

# New Insolvency Law 22/2003 (I)

- The new law clarifies and improves the regime applicable to holders of Cédulas Hipotecarias in case of insolvency of the issuer
- Credit under Cédulas is acknowledged as special privilege credit (article 90.1)
- Acknowledges the priority of the cédulas holders with respect to employees and fiscal authorities from the amounts obtained from the assets which cover the cédulas
- Uninterrupted services of Interest: Interest will continue being paid up to the proceeds from the backing assets (mortgages).
- No recourse to default or to cancel the cédulas while interest and principal continue to be paid.

Strengthening the protection of Cédulas holders



## New Insolvency Law 22/2003 (II)

- The retroactivity period rule has been replaced by a reintegration rule: the risk of the retroactivity of the insolvency as well as the risk of being declared null any transaction carried out during such a period has been removed (article 71)
- The reintegration period can reach back a maximum of 2 years from the date of the insolvency being declared, and only on those transactions causing damage to the social assets.
- Therefore the risk of the Cédulas investors to become senior unsecured creditors due to moving back the date of insolvency has been removed

Strengthening the protection of Cédulas holders

# Cédulas Hipotecarias: Strengths

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- Investors of CH have a preferential claim over other creditors in a default scenario over collateral assets.
- High degree of security → reduced severity of loss, generally two notches above senior debt rating
- Substantial overcollateralization & generally high quality of cover assets
- Stringent eligibility criteria underpinned by sound legal framework
- Rigorous and timely supervision by Bank of Spain

# Cédulas Hipotecarias: Investor Rationale

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- A higher yield as compared to many assets of identical rating
- A low solvency ratio (10% vs. 20% for banks)
- In Germany, Spain, France: benefit of the Art.22 /4 of the European Investment Directive: Institutional investors' investment ratio of 25% instead of usual 5% limit
- An eligible collateral to the Central Bank
- An asset class of high liquidity
- A regulated environment

# BBVA Outstanding Jumbo Cédulas Hipotecarias issues

Issue Date	Maturity	Size (Eur)	Coupon
26-sep-02	26-sep-07	3.000.000.000	4.25%
10-ene-99	1-oct-09	1.000.000.000	5.50%
27-sep-00	27-sep-10	1.500.000.000	5.75%
29-jan-03	29-jan-13	3.000.000.000	4.25%
15-mar-04	15-mar-11	3.000.000.000	3.50%
15 -jul-04	15-jul-14	3.000.000.000	4.25%
3 -dec-04	3-dec-09	3.000.000.000	3.00%
25-feb-05	25-feb-15	1.500.000.000	3.50%
25-feb-05	25-feb-25	2.000.000.000	4.00%
<b>TOTAL</b>		<b>21.000.000.000</b>	

The new issues strengthen BBVA CH curve

# New CH Issue, Main Characteristics

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- Issuer: BBVA S.A.
- Format: Multi-tranche Cédulas Hipotecarias
- Issue Rating: Moody's Aaa
- Amount: Benchmark size
- Maturity: 5 years
- Lead-Managers: ABN Amro, Barclays, BBVA, HSBC
- Listing: A.I.A.F.

# BBVA

## BBVA “CEDULAS HIPOTECARIAS” CREDIT STORY AND MORTGAGE BUSINESS

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