

SUPPLEMENT DATED 5th MARCH, 2021 TO THE OFFERING CIRCULAR DATED 10TH JULY, 2020

Banco Bilbao Vizcaya Argentaria, S.A.
(Incorporated in Spain with limited liability)

€40,000,000,000 Global Medium Term Note Programme

This Supplement (the **Supplement**) to the Offering Circular dated 10th July, 2020, as supplemented on 4th August, 2020 and 5th November, 2020 (as so supplemented, the **Offering Circular**), which comprises a base prospectus, constitutes a supplement to the base prospectus for the purposes of Article 23 of Regulation (EU) 2017/1129 (the **Prospectus Regulation**) and is prepared in connection with the Global Medium Term Note Programme (the **Programme**) of Banco Bilbao Vizcaya Argentaria, S.A. (the **Issuer**).

Terms defined in the Offering Circular have the same meaning when used in this Supplement. This Supplement is supplemental to, and should be read in conjunction with, the Offering Circular and any other supplements to the Offering Circular issued by the Issuer.

The Issuer accepts responsibility for the information contained in this Supplement. To the best of the knowledge of the Issuer the information contained in this Supplement is in accordance with the facts and does not omit anything likely to affect the import of such information.

This Supplement has been approved by the Central Bank of Ireland as competent authority under the Prospectus Regulation. The Central Bank of Ireland only approves this Supplement as meeting the standards of completeness, comprehensibility and consistency imposed by the Prospectus Regulation. Such approval should not be considered as an endorsement of the Issuer or of the quality of the Notes that are the subject of the Offering Circular. Investors should make their own assessment as to the suitability of investing in the Notes that are the subject of the Offering Circular.

The purpose of this Supplement is to (i) incorporate by reference the Form 20-F of the Issuer, for the financial year ended 31st December, 2020; (ii) incorporate by reference certain information on alternative performance measures from the 2020 Report (as defined below); (iii) incorporate by reference the 2020 Stand-Alone Financial Statements (as defined below) (including the auditors' report thereon); (iv) confirm that, save as disclosed in "*Risk Factors - The coronavirus (COVID-19) pandemic is adversely affecting the Group*", there has been no significant change in the financial performance or financial position of the Issuer or the Issuer and its consolidated subsidiaries (the **Group**) since 31st December, 2020 and that there has been no material adverse change in the prospects of the Issuer or the Group since 31st December, 2020; (v) update certain risk factors in the Offering Circular; (vi) update the section headed "Legal Proceedings" in the Offering Circular; and (vii) to include changes to reflect the UK's withdrawal from the European Union and the end of the related transition period.

To the extent that there is any inconsistency between (a) any statement in this Supplement or any statement incorporated by reference into the Offering Circular by this Supplement and (b) any other statement in or incorporated by reference in the Offering Circular, the statements in (a) above will prevail.

Save as disclosed in this Supplement and any supplement to the Offering Circular previously issued, there has been no other significant new factor, material mistake or inaccuracy relating to information included in the Offering Circular since the publication of the Offering Circular.

If documents which are incorporated by reference or attached to this Supplement themselves incorporate any information or other documents therein, either expressly or implicitly, such information or other documents will not form part of this Supplement for the purposes of the Prospectus Regulation except

where such information or other documents are specifically incorporated by reference or attached to this Supplement.

Updates to the Offering Circular

The 2020 Form 20-F

On 26th February, 2021, the Issuer filed its Form 20-F for the financial year ended 31st December, 2020 with the SEC (the **2020 Form 20-F**), which includes on pages F-1 to F-3 thereof the auditor's report and on pages F-4 to F-229 thereof, the consolidated financial statements for each of the years ending 31st December 2020, 31st December, 2019 and 31st December, 2018.

A copy of the 2020 Form 20-F has been filed with the Central Bank of Ireland and, by virtue of this Supplement, the 2020 Form 20-F is incorporated by reference in, and forms part of, the Offering Circular. A copy of the 2020 Form 20-F is available for viewing on the website of the Issuer at https://www.sec.gov/Archives/edgar/data/842180/000084218021000008/d20f2020.htm#page_422.

Consolidated Management Report

On 12th February, 2021, the Group published its Consolidated Financial Statements, Consolidated Management Report and Auditors' Report for the year 2020 (the **2020 Report**), which includes on pages 200 to 210 (inclusive) of the Consolidated Management Report 2020 included in the 2020 Report, certain information on alternative performance measures.

The 2020 Stand-Alone Financial Statements

On 12th February, 2021, the Issuer published its Financial Statements, Management Report and Auditors' Report for the year 2020 (the **2020 Stand-Alone Report**), which includes, (i) on pages 4 to 216 (inclusive) thereof, the Issuer's audited non-consolidated financial statements as at and for the financial year ended 31st December, 2020 and (ii) on the nine pages prior to the table of contents of the 2020 Stand- Alone Report, the auditors' report thereon (together, the **2020 Stand-Alone Financial Statements**).

A copy of the 2020 Report and 2020 Stand-Alone Financial Statements has been filed with the Central Bank of Ireland and, by virtue of this Supplement, (i) the information on alternative performance measures on pages 200 to 210 (inclusive) of the Consolidated Management Report 2020 included in the 2020 Report; and (ii) the 2020 Stand-Alone Financial Statements (including the auditors' report thereon) are incorporated by reference in, and form part of, the Offering Circular.

A copy of the 2020 Report is available for viewing on the website of the Issuer at <https://shareholdersandinvestors.bbva.com/wp-content/uploads/2021/02/03-BBVA-GROUP-Annual-Report-MR-Dec-2020.pdf> and a copy of the 2020 Stand-Alone Financial Statements is available for viewing on the website of the Issuer at <https://shareholdersandinvestors.bbva.com/wp-content/uploads/2021/02/04-BBVA-Annual-Report-2020.pdf>.

The non-incorporated parts of the 2020 Report and the 2020 Stand-Alone Financial Statements are either not relevant for an investor or are covered elsewhere in the Offering Circular.

Save as disclosed in "*Risk Factors - The coronavirus (COVID-19) pandemic is adversely affecting the Group*", there has been no significant change in the financial performance or financial position of the Issuer or the Group since 31st December, 2020 and there has been no material adverse change in the prospects of the Issuer or the Group since 31st December, 2020.

Updates to risk factors

By virtue of this Supplement:

- (a) the existing risk factor headed "*The coronavirus (COVID-19) pandemic is adversely affecting the Group*" on page 11 of the Offering Circular in the section entitled "*Risk Factors – Factors that may affect the Issuer’s ability to fulfil its obligations in respect of Notes issued under the Programme – Macroeconomic Risks and COVID-19 consequences*" shall be deleted and replaced with the following:

“The coronavirus (COVID-19) pandemic is adversely affecting the Group

The COVID-19 (coronavirus) pandemic has affected, and is expected to continue to adversely affect, the world economy and economic activity and conditions in the countries in which the Group operates, leading many of them to economic recession. Among other challenges, these countries are experiencing widespread increases in unemployment levels and falls in production, while public debt has increased significantly due to support and spending measures implemented by government authorities. In addition, there has been an increase in debt defaults by both companies and individuals, volatility in the financial markets, volatility in exchange rates and falls in the value of assets and investments, all of which have adversely affected the Group’s results in 2020 and are expected to continue affecting the Group’s results in the future.

Furthermore, the Group has been and may be affected by the measures or recommendations adopted by regulatory authorities in the banking sector, including but not limited to, the recent reductions in reference interest rates, the relaxation of prudential requirements, the suspension of dividend payments, the adoption of moratorium measures for bank customers (such as those included in Royal Decree Law 11/2020 in Spain, as well as in the CECA-AEB agreement to which BBVA has adhered and which, among other things, allows loan debtors to extend maturities and defer interest payments) and guarantee by public entities of certain provisions of credit, especially to companies and self-employed individuals, as well as changes in the financial asset purchase programs. As of 31st December, 2020, the majority of the amounts that had been deferred pursuant to the mandatory COVID-19 moratoria will be due by the end of the first half of 2021, a period during which economic conditions will likely continue to be challenging.

Since the outbreak of COVID-19 pandemic, the Group has experienced a decline in its activity. For example, the granting of new loans to individuals has significantly decreased since the beginning of the state of emergency or periods of confinement decreed in certain countries in which the Group operates. In addition, the Group faces various risks, such as an increased risk of deterioration in the value of its assets (including financial instruments valued at fair value, which may suffer significant fluctuations) and of the securities held for liquidity reasons, a possible significant increase in non-performing loans and risk-weighted assets and a negative impact on the Group’s cost of financing and on its access to financing (especially in an environment where credit ratings are affected). As of 31st December, 2020, an estimated approximately 9 per cent. of the Group’s exposure at default (defined as the amount of risk exposure upon default by counterparties, considering the Group’s loans and advances at amortized cost) related to borrowers in certain industries facing particularly challenging conditions as a result of the COVID-19 pandemic, specifically leisure, real estate developers, non-food retailers, upstream and oilfield services and air and marine transportation.

In addition, in several of the countries in which the Group operates, including Spain, the Group temporarily closed a significant number of its offices and reduced the hours of working with the public, and the teams that provide central services have had to work remotely. While these measures were progressively reversed in most regions, additional restrictions on mobility could be adopted that affect the Group’s operations. The COVID-19 pandemic could also adversely affect the business and operations of third parties that provide critical services to the Group and, in particular, the greater demand and/or reduced availability of certain resources could in some cases make it more difficult for the Group to maintain the required service levels. Furthermore, the increase in remote working has increased the risks related to cybersecurity, as the use of non-corporate networks has increased.

The COVID-19 pandemic has had an adverse effect on the Group's results for the year ended 31st December, 2020 as well as on the Group's capital base as of 31st December, 2020. For information on the impact of the COVID-19 pandemic on the Group, see "*Item 5. Operating and Financial Review and Prospects—Operating Results—Factors Affecting the Comparability of our Results of Operations and Financial Condition—The COVID-19 Pandemic*" of the 2020 Form 20-F.

The COVID-19 pandemic has also exacerbated, and is likely to continue to exacerbate, other risks disclosed in this section, including but not limited to risks associated with the credit quality of the Group's borrowers and counterparties or collateral, any withdrawal of ECB funding (of which the Group has made and continues to make significant use), the Group's exposure to sovereign debt and rating downgrades, the Group's ability to comply with its regulatory requirements, including MREL (as defined herein) and other capital requirements, and the deterioration of economic conditions or changes in the institutional environment.

The final magnitude of the impact of the COVID-19 pandemic on the Group's business, financial condition and results of operations, which is expected to be significant, will depend on future and uncertain events, including the intensity and persistence over time of the consequences arising from the COVID-19 pandemic in the different geographies in which the Group operates.";

- (b) the existing risk factor headed "*A deterioration in economic conditions or the institutional environment in the countries where the Group operates could have a material adverse effect on the Group's business, financial condition and results of operations*" on page 12 of the Offering Circular in the section entitled "*Risk Factors – Factors that may affect the Issuer's ability to fulfil its obligations in respect of Notes issued under the Programme – Macroeconomic Risks and COVID-19 consequences*" shall be deleted and replaced with the following:

“A deterioration in economic conditions or the institutional environment in the countries where the Group operates could have a material adverse effect on the Group's business, financial condition and results of operations

The Group is sensitive to the deterioration of economic conditions or the alteration of the institutional environment of the countries in which it operates, and especially of Spain, Mexico, the United States and Turkey, which respectively represented 55.1 per cent., 15.0 per cent., 12.8 per cent. and 8.1 percent. of the Group's assets as of 31st December, 2020 (52.3 per cent., 15.6 per cent., 12.7 per cent. and 9.2 per cent. as of 31st December, 2019, respectively). Additionally, the Group is exposed to sovereign debt, particularly sovereign debt related to these geographies. "*Item 5. Operating and Financial Review and Prospects—Operating Results—Operating Environment*" of the 2020 Form 20-F summarises some of the challenges that these countries are currently facing and that, therefore, could significantly affect the Group.

Currently, the world economy is facing several exceptional challenges. In particular, the crisis derived from the COVID-19 pandemic has abruptly and significantly deteriorated the economic conditions of the countries in which the Group operates, leading many of them to an economic recession in 2020. Furthermore, this crisis could lead to a deglobalisation of the world economy, produce an increase in protectionism or barriers to immigration, fuel the trade war between the United States and China and result in a general withdrawal of international trade in goods and services, as well as having other effects of long duration that transcend the pandemic itself. Added to this is the uncertainty regarding the UK's exit from the EU (**Brexit**). The long-term effects of Brexit will depend on the relationship between the UK and the EU after its complete exit from the European Single Market, which took place on 31st December, 2020. Furthermore, in a scenario as uncertain as the current one, emerging economies (to which the Group is significantly exposed, particularly in the case of Mexico and Turkey) could be particularly vulnerable to a trade war or if there were changes in the financial risk appetite. Likewise, the possible triggering of a disorderly deleveraging process in China would pose a significant risk to these economies.

Thus, the Group faces, among others, the following general risks to the economic and institutional environment in which it operates: a deterioration in economic activity in the countries in which it operates, which could lead to further economic recession in some or all of those countries; more intense deflationary pressures or even deflation; variations in exchange rates; a very low interest rate environment, or even a long period of negative interest rates in some regions where the Group operates; an unfavorable evolution of the real estate market, to which the Group remains significantly exposed; very low oil prices; changes in the institutional environment in the countries in which the Group operates that could lead to sudden and sharp falls in GDP and/or regulatory changes; a growing public deficit that could lead to downgrades in sovereign debt credit ratings and even a possible default or restructuring of such debt; and episodes of volatility in markets, such as those currently being experienced, which could lead the Group to register significant losses.”;

- (c) the existing risk factor headed "*The Group faces risks related to its acquisitions and divestitures*" on page 15 of the Offering Circular in the section entitled "*Risk Factors – Factors that may affect the Issuer’s ability to fulfil its obligations in respect of Notes issued under the Programme – Business Risks*" shall be deleted and replaced with the following:

“The Group faces risks related to its acquisitions and divestitures

The Group has both acquired and sold various companies and businesses over the past few years. As of 5th March, 2021, the closing of the sale of BBVA USA remains subject to obtaining the relevant regulatory authorizations. Other recent transactions include the sale of Banco Bilbao Vizcaya Argentaria Paraguay, S.A. (**BBVA Paraguay**), Banco Bilbao Vizcaya Argentaria Chile, S.A. (**BBVA Chile**) and the transfer of real estate business and sale of stake in Divarian (as defined herein) to Promontoria (as defined herein), a company managed by Cerberus (as defined herein). For additional information, see “*Item 4. Information on the Company—History and Development of the Company—Capital Divestitures*” of the 2020 Form 20-F.

The Group may not complete any ongoing or future transactions in a timely manner, on a cost-effective basis or at all and, if completed, they may not obtain the expected results. In addition, if completed, the Group’s results of operations could be adversely affected by divestiture or acquisition-related charges and contingencies. The Group may be subject to litigation in connection with, or as a result of, divestitures or acquisitions, including claims from terminated employees, customers or third parties. In the case of an acquisition, the Group may be liable for potential or existing litigation and claims related to an acquired business, including because either the Group is not indemnified for such claims or the indemnification is insufficient. Further, in the case of a divestiture, the Group may be required to indemnify the buyer in respect of similar or other matters, including claims against the divested entity or business.

In the case of an acquisition, even though the Group reviews the companies it plans to acquire, it is often not possible for these reviews to be complete in all respects and there may be risks associated with unforeseen events or liabilities relating to the acquired assets or businesses that may not have been revealed or properly assessed during the due diligence processes, resulting in the Group assuming unforeseen liabilities or an acquisition not performing as expected. In addition, acquisitions are inherently risky because of the difficulties of integrating people, operations and technologies that may arise. There can be no assurance that any of the businesses the Group acquires can be successfully integrated or that they will perform well once integrated. Acquisitions may also lead to potential write-downs that adversely affect the Group’s results of operations.

Any of the foregoing may cause the Group to incur significant unexpected expenses, may divert significant resources and management attention from our other business concerns, or may otherwise have a material adverse impact on the Group’s business, financial condition and results of operations.”;

- (d) the existing risk factor headed "*The Issuer's ability to pay dividends depends, in part, on the receipt of dividends from its subsidiaries*" on page 17 of the Offering Circular in the section entitled "*Risk Factors – Factors that may affect the Issuer's ability to fulfil its obligations in respect of Notes issued under the Programme – Financial Risks*" shall be deleted and replaced with the following:

“The Issuer's ability to pay dividends depends, in part, on the receipt of dividends from its subsidiaries

Some of the Group's operations are conducted through the Issuer's subsidiaries. As a result, the Issuer's results (and its ability to pay dividends) depend in part on the ability of its subsidiaries to generate earnings and to pay dividends to Issuer. Due, in part, to the Group's decision to follow a 'Multiple Point of Entry' strategy, in accordance with the framework for the resolution of financial entities designed by the FSB, the Group's subsidiaries are self-sufficient and each subsidiary is responsible for managing its own capital and liquidity. This means that the payment of dividends, distributions and advances by the Issuer's subsidiaries depends not only on the results of those subsidiaries, but also on the context of their operations and liquidity needs, and may be further limited by legal, regulatory and contractual restrictions. For example, in response to the crisis caused by the COVID-19 pandemic, certain restrictions were adopted that affect the distribution and/or repatriation of dividends of some of the Issuer's subsidiaries. There is no assurance that these restrictions will not remain in effect or, where lifted, reinstated, or that similar or new restrictions will not be imposed in the future. Furthermore, the Issuer's right, as a shareholder, to participate in the distribution of assets resulting from the eventual liquidation or any reorganization of its subsidiaries will be effectively subordinated to the rights of the creditors of those subsidiaries, including their commercial creditors.

In addition, the Group (including the Issuer) must comply with certain capital requirements, where non-compliance could lead to the imposition of restrictions or prohibitions on making any: (i) distributions relating to CET1 capital; (ii) payments related to variable remuneration or discretionary pension benefits; and (iii) distributions linked to additional tier 1 (AT1) instruments (collectively, **discretionary payments**). Likewise, the ability of the Issuer and its subsidiaries to pay dividends is conditioned by the recommendations and requirements of their respective supervisors, such as those made in response to the COVID-19 pandemic. In this regard, on 30th April, 2020, the Issuer announced that it had agreed to modify, for the financial year 2020, the Group's shareholder remuneration policy, opting not to pay any amount as a dividend corresponding to the financial year 2020 until the uncertainties generated by the COVID-19 pandemic dissipate and, in any case, not before the close of the 2020 fiscal year. While, on 29th January, 2021 and in line with the latest recommendation of the ECB, the Issuer announced its intention to distribute 0.059 euros per share in respect of 2020 profit and to reinstate during 2021 its dividend policy announced in 2017 once any recommendation is repealed and there are no additional restrictions or limitations, no assurance can be given that further supervisory restrictions or recommendations will not restrict the Issuer's or the Issuer's subsidiaries' ability to distribute dividends in the future (see "*Item 8. Financial Information—Consolidated Statements and Other Financial Information—Dividends*" of the 2020 Form 20-F for further details).

Any dividends of the Issuer or any of its subsidiaries may be subject to further regulatory restrictions or recommendations, or current restrictions or recommendations could be in place for a longer or indefinite period.”; and

- (e) the existing risk factor headed "*The Group is party to a number of legal and regulatory actions and proceedings*" on page 18 of the Offering Circular in the section entitled "*Risk Factors – Factors that may affect the Issuer's ability to fulfil its obligations in respect of Notes issued under the Programme – Legal, Regulatory, Tax and Compliance Risks - Legal Risks*" shall be deleted and replaced with the following:

“The Group is party to a number of legal and regulatory actions and proceedings

The financial sector faces an environment of increasing regulatory and litigious pressure, and thus, the various Group entities are usually party to individual or collective judicial proceedings (including class actions) resulting from their activity and operations, as well as arbitration proceedings. The Group is also party to other government procedures and investigations, such as those carried out by the antitrust authorities in certain countries which, among other things, have in the past and could in the future result in sanctions, as well as lead to claims by customers and others. In addition, the regulatory framework, in the jurisdictions in which the Group operates, is evolving towards a supervisory approach more focused on the opening of proceedings leading to sanctions, while some regulators are focusing their attention on consumer protection and behavioural risk.

In Spain and in other jurisdictions where the Group operates, legal and regulatory actions and proceedings against financial institutions, prompted in part by certain judgments in favour of consumers handed down by national and supranational courts, have increased significantly in recent years and this trend could continue in the future. The legal and regulatory actions and proceedings faced by other financial institutions in relation to these and other matters, especially if such actions or proceedings result in favourable resolutions for the consumer, could also adversely affect the Group.

All of the above result in a significant increase in operating and compliance costs or even a reduction of revenues, and it is possible that an adverse outcome in any proceedings (depending on the amount thereof, the penalties imposed or the procedural or management costs for the Group) could damage the Group's reputation, generate a knock-on effect or otherwise adversely affect the Group.

It is difficult to predict the outcome of legal and regulatory actions and proceedings, both those to which the Group is currently exposed and those that may arise in the future, including actions and proceedings relating to former Group subsidiaries or in respect of which the Group may have indemnification obligations, but such outcome could be significantly adverse to the Group. In addition, a decision in any matter, whether against the Group or against another credit entity facing similar claims as those faced by the Group, could give rise to other claims against the Group. In addition, these actions and proceedings attract resources from the Group and may require significant attention on part of the Group's management and employees.

As of 31st December, 2020, the Group had €612 million in provisions for the proceedings it is currently facing (which are included in the line item "*Provisions for litigation and pending tax cases*" in the consolidated balance sheet) of which €574 million correspond to legal contingencies and €38 million to tax related matters. However, the uncertain outcome of these proceedings (including those for which no provisions have been made, either because it is not possible to estimate any such provisions or for other reasons) makes it impossible to guarantee that the possible losses arising from such proceedings will not exceed, where applicable, the amounts that the Group currently has provisioned and, therefore, could affect the Group's results in a given period.

As a result of the above, legal and regulatory actions and proceedings currently faced by the Group or to which it may become subject in the future or that the Group is otherwise affected by, whether individually or in the aggregate, if resolved in whole or in part adversely to the Group's interests, could have a material adverse effect on the Group's business, financial condition and results of operations.”

Legal Proceedings

The section headed “Legal Proceedings” of page 151 of the Offering Circular shall be deleted and replaced with the following:

“Legal Proceedings

Spanish judicial authorities are investigating the activities of Centro Exclusivo de Negocios y Transacciones, S.L. (**Cenyt**). Such investigation includes the provision of services by Cenyt to BBVA. On 29th July, 2019, BBVA was named as an investigated party (*investigado*) in a criminal judicial investigation (Preliminary Proceeding No. 96/2017 – Piece No. 9, Central Investigating Court No. 6 of the National High Court) for alleged facts which could constitute bribery, revelation of secrets and corruption. On 3rd February, 2020, BBVA was notified by the Central Investigating Court No. 6 of the National High Court of the order lifting the secrecy of the proceedings. Certain current and former officers and employees of the BBVA Group, as well as former directors, have also been named as investigated parties in connection with this investigation. BBVA has been and continues to be proactively collaborating with the Spanish judicial authorities, including sharing with the courts the relevant information obtained in the internal investigation hired by the entity in 2019 to contribute to the clarification of the facts. As of 5th March, 2021, no formal accusation against BBVA has been made.

This criminal judicial proceeding is in the pre-trial phase. Therefore, it is not possible at this time to predict the scope or duration of such proceeding or any related proceeding or its or their possible outcomes or implications for the Group, including any fines, damages or harm to the Group’s reputation caused thereby.

In relation to consumer mortgage loan contracts linked to the interest rate index known as IRPH (average rate for mortgage loans over three years for the acquisition of free housing), the Spanish Supreme Court, on 14th December, 2017, issued its judgment 669/2017 confirming that it was not possible to determine the lack of transparency of the interest rate of the loan merely by reference to one or other of the official indexes nor, therefore, was it abuse according to Directive 93/13. In a separate legal proceeding, albeit concerning the same clause, the matter was referred to the Court of Justice of the European Union (the **EU Court of Justice**) raising a preliminary question in which the application of the above referred IRPH index and the decision of the Supreme Court on the matter was questioned again. On 3rd March, 2020, the EU Court of Justice resolved the referred question for a preliminary ruling.

In that decision, the EU Court of Justice concluded that the fact that the main elements relating to the calculation of the saving banks IRPH index used by the bank to which the proceedings related to (Bankia, SA) were provided in the Bank of Spain Regulation (Circular 8/1990) and published in the Spanish Official Gazette, which allowed consumers to understand the calculation of such index. In addition, the EU Court of Justice indicated that the national court shall determine whether the bank that is party to this proceeding complied with the applicable information obligations under national legislation. In the event that the bank had not complied with the applicable transparency regulations, the EU Court of Justice determined that the relevant contract would not be null and void but provides that the national court could replace the IRPH index applied in the case for a substitute index. The resolution sets forth that, in the absence of an agreement to the contrary of the parties to the contract, the referred substitute index could be the IRPH index for credit entities in Spain (as established in the fifteenth additional provision of Law 14/2013, of 27 September 2013).

On 13th November, 2020, the Spanish Supreme Court has issued new judgments in which it has again analysed the legality of the above mentioned clause after the EU Court of Justice ruling which indicated that it was up to the national court to rule on its transparency and possible abuse. In the particular cases analysed, the Spanish Supreme Court has ruled that, even if the entity had not adequately complied with some regulatory requirements relating to transparency, such as reporting the evolution of the index in the past, this would not mean that the clause was abusive. In short, it considers that the control rules are different from transparency and abuse, such that if the clause is not abusive, the possible breach of any obligation of transparency cannot have legal consequences. Following these rulings, the Spanish Supreme Court is rejecting appeals on the grounds of the existence of case law on the matter and lack of interest in

the case. Therefore, BBVA considers that the ruling of the EU Court of Justice and these recent rulings of the Spanish Supreme Court should not have significant effect on the Group's business, financial situation or results of operations.

On 4 March 2020, the Supreme Court issued a ruling (number 149/2020) confirming the nullity of a revolving credit card agreement entered into by another entity (Wizink Bank) on the grounds that the interest applied to the card was usurious. In that ruling, the Supreme Court recognised that the reference to the "normal interest on money" to be used for this product must be the average interest applicable to credit transactions by means of credit and revolving cards published in the Bank of Spain's statistics, which is slightly higher than 20 per cent. per annum. The Supreme Court also considered usurious a rate of 26.82 per cent. per annum when compared to such average rate. The Supreme Court concluded that for an interest rate to be usurious, it must be "manifestly disproportionate to the circumstances of the case", and therefore the ruling limits its effects to the case under analysis, and the marketing by credit entities of this product must be analysed on a case-by-case basis. BBVA considers that this ruling of the Supreme Court should not have a significant effect on the Group's business, financial situation or results of operations.

The Group operates in legal and regulatory environments that expose it to potentially significant legal and regulatory actions and proceedings, including legal claims and proceedings, civil and criminal regulatory proceedings, governmental and judicial investigations and proceedings, tax proceedings and other proceedings in jurisdictions around the world. Legal and regulatory actions and proceedings are subject to many uncertainties, and their outcomes, including the timing thereof, the amount of fines or settlements or the form of any settlements arising therefrom, or changes in business practices the Group may need to introduce as a result thereof, any of which may be material and are often difficult to predict, particularly in the early stages of a particular legal or regulatory matter.

As of the date hereof, and in addition to as described above, the Issuer and its subsidiaries are involved in a number of legal and regulatory actions and proceedings in various jurisdictions around the world (including, among others, Spain, Mexico and the United States), the adverse resolution of which may also adversely impact the Group. See "*Risk Factors— Factors that may affect the Issuer's ability to fulfil its obligations in respect of Notes issued under the Programme - Legal, Regulatory, Tax and Compliance Risks - Legal Risks — The Group is party to a number of legal and regulatory actions and proceedings*".

The Group can provide no assurance that the legal and regulatory actions and proceedings to which it is subject, or to which it may become subject in the future or otherwise affected by, will not, if resolved adversely, result in a material adverse effect on the Group's business financial position or results of operations."

Changes related to the UK's withdrawal from the European Union and the end of the related transition period

By virtue of this Supplement, the following amendments shall be made to the Offering Circular:

- (a) the eight paragraph on the cover page of the Offering Circular shall be deemed to be deleted and replaced with the following:

"The Issuer and the Senior Preferred Notes issued under the Programme have been rated A- by Standard & Poor's Credit Market Services Europe Limited (**S&P**), A3 by Moody's Investors Services España, S.A. (**Moody's**) and A- by Fitch Ratings España S.A.U. (**Fitch**). The Senior Non-Preferred Notes issued under the Programme have been rated BBB+ by S&P, Baa2 by Moody's and BBB+ by Fitch. Each of S&P, Moody's and Fitch is established in the European Union (the **EU**) and is registered under Regulation (EC) No. 1060/2009 (as amended) (the **CRA Regulation**). As such, each of S&P, Moody's and Fitch is included in the list of credit rating agencies published by the European Securities and Markets Authority (**ESMA**) on its website (at

<http://www.esma.europa.eu/page/List-registered-and-certified-CRAs>) in accordance with the CRA Regulation. Ratings issued by S&P have been endorsed by S&P Global Ratings UK Limited, rating issued by Moody's have been endorsed by Moody's Investors Service Ltd and ratings issued by Fitch have been endorsed by Fitch Ratings Limited, each of which is a credit rating agency established in the United Kingdom (the **UK**) and registered under Regulation (EC) No. 1060/2009 (as amended) as it forms part of domestic law by virtue of the European Union (Withdrawal) Act 2018 (**EUWA**) (the **UK CRA Regulation**), each in accordance with the UK CRA Regulation and have not been withdrawn. Notes issued under the Programme may be rated or unrated by any one or more of the rating agencies referred to above. Where a Tranche of Notes is rated, such rating will be disclosed in the Final Terms and will not necessarily be the same as the rating assigned to the Programme by the relevant rating agency. A security rating is not a recommendation to buy, sell or hold securities and may be subject to suspension, reduction or withdrawal at any time by the assigning rating agency.”;

- (b) the ninth paragraph on the cover page of the Offering Circular shall be deemed to be deleted and replaced with the following:

“Amounts payable on Floating Rate Notes and Fixed Reset Notes may be calculated by reference to one of LIBOR, SONIA or EURIBOR as specified in the relevant Final Terms. As at 5th March, 2021, (i) the administrator of LIBOR, ICE Benchmark Administration Limited is included in the register (the **UK Benchmarks Register**) of administrators established and maintained by the United Kingdom Financial Conduct Authority (the **FCA**) pursuant to Article 36 of Regulation (EU) No. 2016/1011 as it forms part of domestic law by virtue of the EUWA (the **UK Benchmarks Regulation**) but not the ESMA register (the **EU Benchmarks Register**) of administrators under Article 36 of Regulation (EU) No. 2016/1011 (as amended, the **EU Benchmarks Regulation**); (ii) the administrator of EURIBOR, European Money Markets Institute, is included in the EU Benchmarks Register but not the UK Benchmarks Register; and (iii) the administrator of SONIA, is not included in such registers. As far as the Issuer is aware, under Article 2 of the EU Benchmarks Regulation and the UK Benchmarks Regulation, the administrator of SONIA, the Bank of England, is not currently required to obtain authorisation or registration.”;

- (c) the first paragraph on page 3 of the Offering Circular shall be deemed to be deleted and replaced with the following:

“This Offering Circular has been approved as a base prospectus by the Central Bank of Ireland (the **CBI**) as competent authority under the Prospectus Regulation (as defined below). The CBI only approves this Offering Circular as meeting the standards of completeness, comprehensibility and consistency imposed by the Prospectus Regulation. Approval by the Central Bank of Ireland should not be considered as an endorsement of the Issuer or of the quality of the Notes. Investors should make their own assessment as to the suitability of investing in the Notes. Such approval relates only to Notes that are to be admitted to trading on the regulated market (the **Regulated Market**) of the Irish Stock Exchange plc, trading as Euronext Dublin (**Euronext Dublin**) or on another regulated market for the purposes of Directive 2014/65/EU (the **Markets in Financial Instruments Directive**) and/or that are to be offered to the public in any Member State of the European Economic Area (the **EEA**) in circumstances that require the publication of a prospectus. Application has been made to Euronext Dublin for Notes issued under the Programme during the period of 12 months from the date of this Offering Circular to be admitted to its official list (the **Official List**) and trading on the Regulated Market. The Regulated Market is a regulated market for the purposes of the Markets in Financial Instruments Directive.”;

- (d) the second paragraph on page 3 of the Offering Circular shall be deemed to be deleted and replaced with the following:

“This Offering Circular (as supplemented at the relevant time, if applicable) is valid for 12 months from its date in relation to Notes which are to be admitted to trading on a regulated market in the EEA. The obligation to supplement this Offering Circular in the event of a significant new factor, material mistake or material inaccuracy does not apply when this Offering Circular is no longer valid.”;

- (e) the fourth paragraph on page 3 of the Offering Circular shall be deemed to be deleted and replaced with the following:

“The requirement to publish a prospectus under the Prospectus Regulation (as defined below) only applies to Notes which are to be admitted to trading on a regulated market in the EEA and/or offered to the public in the EEA other than in circumstances where an exemption is available under Article 1(4) and/or 3(2) of the Prospectus Regulation.”;

- (f) the sixth paragraph on page 3 of the Offering Circular shall be deemed to be deleted and replaced with the following:

“Copies of Final Terms in relation to Notes to be listed on Euronext Dublin will also be published on the website of Euronext Dublin. This Offering Circular constitutes a base prospectus for the purposes of Article 8 of the Prospectus Regulation. When used in this Offering Circular, Prospectus Regulation means Regulation (EU) 2017/1129, and includes any relevant implementing measure in a relevant Member State of the EEA.”;

- (g) the paragraph under the heading “IMPORTANT – EEA AND UK RETAIL INVESTORS” on page 7 of the Offering Circular shall be deemed to be deleted and replaced with the following:

“IMPORTANT – EEA RETAIL INVESTORS

In the case of all Notes (other than Senior Preferred Notes), the Notes are not intended to and shall not be offered, sold or otherwise made available to any retail investor in the EEA. This prohibition shall also apply in the case of any Senior Preferred Notes for which a legend to this effect entitled “Prohibition of Sales to EEA Retail Investors” is included in the applicable Final Terms. For these purposes, a retail investor means a person who is one (or more) of: (i) a retail client as defined in point (11) of Article 4(1) of Directive 2014/65/EU (as amended, **MiFID II**); (ii) a customer within the meaning of Directive (EU) 2016/97 (as amended or superseded, the **Insurance Distribution Directive**), where that customer would not qualify as a professional client as defined in point (10) of Article 4(1) of MiFID II; or (iii) not a qualified investor as defined in the Prospectus Regulation. Consequently no key information document required by Regulation EU No 1286/2014 (as amended, the **PRIIPs Regulation**) for offering or selling these Notes or otherwise making them available to retail investors in the EEA has been prepared and therefore offering or selling such Notes or otherwise making them available to any retail investor in the EEA may be unlawful under the PRIIPs Regulation.

IMPORTANT – UK RETAIL INVESTORS

In the case of all Notes (other than Senior Preferred Notes), the Notes are not intended to and shall not be offered, sold or otherwise made available to any retail investor in the UK. This prohibition shall also apply in the case of any Senior Preferred Notes for which a legend to this effect entitled “Prohibition of Sales to UK Retail Investors” is included in the applicable Final Terms. For these purposes, a retail investor means a person who is one (or more) of: (i) a retail client as defined point (8) of Article 2 of Regulation (EU) No 2017/565 as it forms part of domestic law by virtue of the EUWA; (ii) a customer within the meaning of the provisions of the Financial Services and Markets Act 2000 (the **FSMA**) and any rules or regulations made under the FSMA to implement Directive (EU) 2016/97, as amended or superseded, where that customer would not qualify as a professional client, as defined in point (8) of Article 2(1) of Regulation

(EU) No 600/2014 as it forms part of domestic law by virtue of the EUWA; or (iii) not a qualified investor as defined in Article 2 of the Prospectus Regulation as it forms part of domestic law by virtue of the EUWA. Consequently no key information document required by the PRIIPs Regulation as it forms part of domestic law by virtue of the EUWA (the **UK PRIIPs Regulation**) for offering or selling these Notes or otherwise making them available to retail investors in the UK has been prepared and therefore offering or selling such Notes or otherwise making them available to any retail investor in the UK may be unlawful under the UK PRIIPs Regulation.”;

- (h) the following paragraph shall be deemed to be inserted immediately after the paragraph headed “MIFID II PRODUCT GOVERNANCE/TARGET MARKET” starting on page 7 of the Offering Circular:

“**UK MIFIR PRODUCT GOVERNANCE/TARGET MARKET** – The Final Terms in respect of any Notes will include a legend entitled “UK MiFIR Product Governance” which will outline the target market assessment in respect of such Notes and which channels for distribution of such Notes are appropriate. Any distributor should take into consideration the target market assessment; however, a distributor subject to the FCA Handbook Product Intervention and Product Governance Sourcebook (**the UK MiFIR Product Governance Rules**) is responsible for undertaking its own target market assessment in respect of the Notes (by either adopting or refining the target market assessment) and determining appropriate distribution channels.

A determination will be made in relation to each issue about whether, for the purpose of the UK MiFIR Product Governance Rules, any Dealer subscribing for any Notes is a manufacturer in respect of such Notes, but otherwise neither the Arranger nor the Dealers nor any of their respective affiliates will be a manufacturer for the purpose of the UK MIFIR Product Governance Rules.”;

- (i) the third and fourth paragraphs of the risk factor headed “*Future discontinuance of LIBOR may adversely affect the value of Floating Rate Notes or Fixed Reset Notes which reference LIBOR, and other regulation and reform of "benchmarks" may adversely affect the value of Notes linked to or referencing such "benchmarks"*” starting on page 27 of the Offering Circular shall be deemed to be deleted and replaced with the following:

“The EU Benchmarks Regulation applies to the provision of benchmarks, the contribution of input data to a "benchmark" and the use of a "benchmark" within the EU. Among other things, it (i) requires benchmark administrators to be authorised or registered (or, if non-EU based, to be subject to an equivalent regime or otherwise recognised or endorsed) and (ii) prevents certain uses by EU supervised entities (such as the Issuer) of "benchmarks" of administrators that are not authorised or registered (or, if non-EU based, not deemed equivalent or recognised or endorsed). The UK Benchmarks Regulation, among other things, applies to the provision of benchmarks and the use of a benchmark in the UK. Similarly, it prohibits the use in the UK by UK supervised entities of benchmarks of administrators that are not authorised by the FCA or registered on the FCA register (or, if non-UK based, not deemed equivalent or recognised or endorsed).

The EU Benchmarks Regulation and/or the UK Benchmarks Regulation, as applicable, could have a material impact on any Notes linked to or referencing a "benchmark", in particular, if the methodology or other terms of the "benchmark" are changed in order to comply with the requirements of the EU Benchmarks Regulation and/or the UK Benchmarks Regulation, as applicable. Such changes could, among other things, have the effect of reducing, increasing or otherwise affecting the volatility of the published rate or level of the "benchmark".”;

- (j) the sixth paragraph of the risk factor headed “*Future discontinuance of LIBOR may adversely affect the value of Floating Rate Notes or Fixed Reset Notes which reference LIBOR, and other regulation and reform of "benchmarks" may adversely affect the value of Notes linked to or*”

referencing such "benchmarks" starting on page 27 of the Offering Circular shall be deemed to be deleted and replaced with the following:

"Investors should consult their own independent advisers and make their own assessment about the potential risks imposed by the EU Benchmarks Regulation and/or the UK Benchmarks Regulation reforms, as applicable, in making any investment decision with respect to any Notes linked to or referencing a "benchmark";

- (k) the third paragraph of the risk factor headed "*Credit ratings assigned to the Issuer or any Notes may not reflect all the risks associated with an investment in those Notes*" starting on page 40 of the Offering Circular shall be deemed to be deleted and replaced with the following:

"In general, European regulated investors are restricted under the CRA Regulation from using credit ratings for regulatory purposes in the EEA, unless such ratings are issued by a credit rating agency established in the EEA and registered under the CRA Regulation (and such registration has not been withdrawn or suspended), subject to transitional provisions that apply in certain circumstances. Such general restriction will also apply in the case of credit ratings issued by third country non-EEA credit rating agencies, unless the relevant credit ratings are endorsed by an EEA-registered credit rating agency or the relevant third country rating agency is certified in accordance with the CRA Regulation (and such endorsement action or certification, as the case may be, has not been withdrawn or suspended, subject to transitional provisions that apply in certain circumstances). The list of registered and certified rating agencies published by ESMA on its website in accordance with the CRA Regulation is not conclusive evidence of the status of the relevant rating agency included in such list, as there may be delays between certain supervisory measures being taken against a relevant rating agency and the publication of the updated ESMA list.

Investors regulated in the UK are subject to similar restrictions under the UK CRA Regulation. As such, UK regulated investors are required to use for UK regulatory purposes ratings issued by a credit rating agency established in the UK and registered under the UK CRA Regulation. In the case of ratings issued by third country non-UK credit rating agencies, third country credit ratings can either be: (a) endorsed by a UK-registered credit rating agency; or (b) issued by a third country credit rating agency that is certified in accordance with the UK CRA Regulation. Note this is subject, in each case, to (a) the relevant UK registration, certification or endorsement, as the case may be, not having been withdrawn or suspended, and (b) transitional provisions that apply in certain circumstances. In the case of third country ratings, for a certain limited period of time, transitional relief accommodates continued use for regulatory purposes in the UK, of existing pre- 2021 ratings, provided the relevant conditions are satisfied.

If the status of the rating agency rating the Notes changes for the purposes of the CRA Regulation or the UK CRA Regulation, relevant regulated investors may no longer be able to use the rating for regulatory purposes in the EEA or the UK, as applicable, and the Notes may have a different regulatory treatment. This may result in relevant regulated investors selling the Notes which may impact the value of the Notes and any secondary market.";

- (l) the first paragraph in the "Applicable Final Terms" on page 54 of the Offering Circular shall be deemed to be deleted and replaced with the following:

“[PROHIBITION OF SALES TO EEA RETAIL INVESTORS

The Notes are not intended to and shall not be offered, sold or otherwise made available to any retail investor in the European Economic Area (the **EEA**). For these purposes, a retail investor means a person who is one (or more) of: (i) a retail client as defined in point (11) of Article 4(1) of Directive 2014/65/EU (as amended, **MiFID II**); (ii) a customer within the meaning of Directive (EU) 2016/97 (as amended or superseded, the **Insurance Distribution Directive**),

where that customer would not qualify as a professional client as defined in point (10) of Article 4(1) of MiFID II; or (iii) not a qualified investor as defined in the Prospectus Regulation. Consequently no key information document required by Regulation (EU) No 1286/2014 (as amended, the **PRIIPs Regulation**) for offering or selling the Notes or otherwise making them available to retail investors in the EEA has been prepared and therefore offering or selling the Notes or otherwise making them available to any retail investor in the EEA may be unlawful under the PRIIPs Regulation.]

[PROHIBITION OF SALES TO UK RETAIL INVESTORS

The Notes are not intended to and shall not be offered, sold or otherwise made available to any retail investor in the United Kingdom (the **UK**). For these purposes, a retail investor means a person who is one (or more) of: (i) a retail client as defined in point (8) of Article 2 of Regulation (EU) No 2017/565 as it forms part of domestic law by virtue of the European Union (Withdrawal) Act 2018 (the **EUWA**); (ii) a customer within the meaning of the provisions of the FSMA and any rules or regulations made under the FSMA to implement Directive (EU) 2016/97, where that customer would not qualify as a professional client, as defined in point (8) of Article 2(1) of Regulation (EU) No 600/2014 as it forms part of domestic law by virtue of the EUWA; or (iii) not a qualified investor as defined in Article 2 of Regulation (EU) 2017/1129 as it forms part of domestic law by virtue of the EUWA. Consequently no key information document required by Regulation (EU) No 1286/2014 as it forms part of domestic law by virtue of the EUWA (as amended, the **UK PRIIPs Regulation**) for offering or selling the Notes or otherwise making them available to retail investors in the UK has been prepared and therefore offering or selling the Notes or otherwise making them available to any retail investor in the UK may be unlawful under the UK PRIIPs Regulation.]”

- (m) the following paragraph shall be deemed to be inserted in the “Applicable Final Terms” on page 54 of the Offering Circular immediately following the paragraph headed “**MIFID II PRODUCT GOVERNANCE/PROFESSIONAL INVESTORS AND ELIGIBLE COUNTERPARTIES AS THE ONLY TARGET MARKET**”:

“**UK MIFIR PRODUCT GOVERNANCE / PROFESSIONAL INVESTORS AND ELIGIBLE COUNTERPARTIES ONLY TARGET MARKET** – Solely for the purposes of [the/each] manufacturer’s product approval process, the target market assessment in respect of the Notes has led to the conclusion that: (i) the target market for the Notes is only eligible counterparties, as defined in the FCA Handbook Conduct of Business Sourcebook (COBS), and professional clients, as defined in Regulation (EU) No 600/2014 as it forms part of domestic law by virtue of the European Union (Withdrawal) Act 2018 (**UK MiFIR**); and (ii) all channels for distribution of the Notes to eligible counterparties and professional clients are appropriate. [The target market assessment indicates that the Notes are incompatible with the knowledge, experience, needs, characteristic and objective of clients which are retail clients (as defined in point (8) of Article 2 of Regulation (EU) No 2017/565 as it forms part of domestic law by virtue of the European Union (Withdrawal) Act 2018)) and accordingly the Notes shall not be offered or sold to any retail clients.] [*Consider any negative target market*]. Any person subsequently offering, selling or recommending the Notes (a **distributor**) should take into consideration the manufacturer[’s/s’] target market assessment; however, a distributor subject to the FCA Handbook Product Intervention and Product Governance Sourcebook (the **UK MiFIR Product Governance Rules**) is responsible for undertaking its own target market assessment in respect of the Notes (by either adopting or refining the manufacturer[’s/s’] target market assessment) and determining appropriate distribution channels.]”;

- (n) the first paragraph on page 55 of the Offering Circular in the “Applicable Final Terms” shall be deemed to be deleted and replaced with the following:

“[The Notes will only be admitted to trading on [insert name of relevant QI market/segment], which is [an EEA regulated market/a specific segment of an EEA regulated market] (as defined in MiFID II), to which only qualified investors (as defined in the Prospectus Regulation) can have access and shall not be offered or sold to nonqualified investors.]”;

- (o) item 7(a) in “**Part B – Other Information**” in the “Applicable Final Terms” on page 67 of the Offering Circular shall be deemed to be deleted and replaced with the following, and the remaining sub-paragraphs in item 7 renumbered accordingly:

“(a) Prohibition of sales to EEA Retail [Applicable/Not Applicable] investors:

(“Applicable” should be specified for all Senior Non- Preferred Notes and Subordinated Notes. In the case of Senior Preferred Notes, if the Senior Preferred Notes clearly do not constitute “packaged” products and the Issuer does not wish to prohibit offers to EEA retail investors for any other reason, “Not Applicable” should be specified. If the Senior Preferred Notes may constitute “packaged” products and no key information document will be prepared or the Issuer wishes to prohibit offers to EEA retail investors for any other reason, “Applicable” should be specified.)

(b) Prohibition of sales to UK Retail [Applicable/Not Applicable] investors:

(“Applicable” should be specified for all Senior Non- Preferred Notes and Subordinated Notes. In the case of Senior Preferred Notes, if the Senior Preferred Notes clearly do not constitute “packaged” products and the Issuer does not wish to prohibit offers to UK retail investors for any other reason, “Not Applicable” should be specified. If the Senior Preferred Notes may constitute “packaged” products and no key information document will be prepared or the Issuer wishes to prohibit offers to UK retail investors for any other reason, “Applicable” should be specified.)”;

- (p) item 8(a) in “**Part B – Other Information**” in the “Applicable Final Terms” on page 67 of the Offering Circular shall be deemed to be deleted and replaced with the following:

“(a) Relevant Benchmark[s]:

[Not Applicable]/[[specify benchmark] is provided by [administrator legal name].

[As at the date hereof, [[administrator legal name] appears in the register of administrators and benchmarks established and maintained by the European Securities and Markets Authority pursuant to the EU Benchmarks Regulation.]

[As at the date hereof, [[administrator legal name] does not appear in the register of administrators and benchmarks established and maintained by the European Securities and Markets Authority pursuant to Article 36 of the EU Benchmarks

Regulation. [As far as the Issuer is aware, as at the date hereof, the transitional provisions in Article 51 of the EU Benchmarks Regulation apply, such that [administrator legal name] is not currently required to obtain authorisation/registration (or, if located outside the European Union, recognition, endorsement or equivalence).] / [[administrator legal name] does not fall within the scope of the EU Benchmarks Regulation.]].”;

- (q) the fifth paragraph on page 69 of the Offering Circular shall be deemed to be deleted and replaced with the following:

“The final terms for this Note (or the relevant provisions thereof) are set out in Part A of the Final Terms attached to or endorsed on this Note which supplements these Terms and Conditions (the **Conditions**). References to the applicable Final Terms are to Part A of the Final Terms (or the relevant provisions thereof) attached to or endorsed on this Note. The expression **Prospectus Regulation** means Regulation (EU) 2019/1129.”; and

- (r) the selling restrictions under the headings “Prohibition of Sales to EEA and UK Retail Investors” and “United Kingdom” on pages 176 to 177 of the Offering Circular shall be deemed to be deleted and replaced with the following:

“Prohibition of Sales to EEA Retail Investors

Unless the Final Terms in respect of any Senior Preferred Notes specifies “Prohibition of Sales to EEA Retail Investors” as “Not Applicable” and in the case of all other Notes, each Dealer has represented and agreed, and each further Dealer appointed under the Programme will be required to represent and agree, that it has not offered, sold or otherwise made available and will not offer, sell or otherwise make available any Notes which are the subject of the offering contemplated by this Offering Circular as completed by the Final Terms in relation thereto to any retail investor in the European Economic Area (the **EEA**). For purposes of this provision:

- (a) the expression **retail investor** means a person who is one (or more) of the following:
- (i) a retail client as defined in point (11) of Article 4(1) of Directive 2014/65/EU (as amended, **MiFID II**);
 - (ii) a customer within the meaning of Directive (EU) 2016/97 (the **Insurance Distribution Directive**, as amended or superseded), where that customer would not qualify as a professional client as defined in point (10) of Article 4(1) of MiFID II; or
 - (iii) not a qualified investor as defined in the Prospectus Regulation; and
- (b) the expression an **offer** includes the communication in any form and by any means of sufficient information on the terms of the offer and the Notes to be offered so as to enable an investor to decide to purchase or subscribe for the Notes.

If the Final Terms in respect of any Senior Preferred Notes specifies “Prohibition of Sales to EEA Retail Investors” as “Not Applicable”, in relation to each Member State of the EEA, each Dealer has represented and agreed, and each further Dealer appointed under the Programme will be required to represent and agree, that it has not made and will not make an offer of Notes which are the subject of the offering contemplated by the Offering Circular as completed by the Final Terms in relation thereto to the public in that Member State, except that it may make an offer of such Notes to the public in that Member State:

- (A) at any time to any legal entity which is a qualified investor as defined in the Prospectus Regulation;
- (B) at any time to fewer than 150 natural or legal persons (other than qualified investors as defined in the Prospectus Regulation) subject to obtaining the prior consent of the relevant Dealer or Dealers nominated by the Issuer for any such offer; or
- (C) at any time in any other circumstances falling within Article 1(4) of the Prospectus Regulation,

provided that no such offer of Notes referred to in (A) to (C) above shall require the Issuer or any Dealer to publish a prospectus pursuant to Article 3 of the Prospectus Regulation or supplement a prospectus pursuant to Article 23 of the Prospectus Regulation.

For the purposes of this provision,

- the expression an **offer of Notes to the public** in relation to any Notes in any Member State means the communication in any form and by any means of sufficient information on the terms of the offer and the Notes to be offered so as to enable an investor to decide to purchase or subscribe for the Notes; and
- the expression **Prospectus Regulation** means Regulation (EU) 2017/1129.

United Kingdom

Prohibition of sales to UK Retail Investors

Unless the Final Terms in respect of any Senior Preferred Notes specifies “Prohibition of Sales to UK Retail Investors” as “Not Applicable” and in the case of all other Notes, each Dealer has represented and agreed, and each further Dealer appointed under the Programme will be required to represent and agree, that it has not offered, sold or otherwise made available and will not offer, sell or otherwise make available any Notes which are the subject of the offering contemplated by this Offering Circular as completed by the Final Terms in relation thereto to any retail investor in the United Kingdom (the **UK**). For purposes of this provision:

- (a) the expression **retail investor** means a person who is one (or more) of the following:
 - (i) a retail client as defined in point (8) of Article 2 of Regulation (EU) No 2017/565 as it forms part of domestic law by virtue of the EUWA;
 - (ii) a customer within the meaning of the provisions of the FSMA and any rules or regulations made under the Financial Services and Markets Act 2000 (the **FSMA**) to implement Directive (EU) 2016/97, where that customer would not qualify as a professional client, as defined in point (8) of Article 2(1) of Regulation (EU) No 600/2014 as it forms part of domestic law by virtue of the EUWA; or
 - (iii) not a qualified investor as defined in Article 2 of the UK Prospectus Regulation; and
- (b) the expression an **offer** includes the communication in any form and by any means of sufficient information on the terms of the offer and the Notes to be offered so as to enable an investor to decide to purchase or subscribe for the Notes.

If the Final Terms in respect of any Senior Preferred Notes specifies “Prohibition of Sales to UK Retail Investors” as “Not Applicable”, each Dealer has represented and agreed, and each further Dealer appointed under the Programme will be required to represent and agree, that it has not made and will not make an offer of Notes which are the subject of the offering contemplated by the Offering Circular as completed by the final terms in relation thereto to the public in the UK, except that it may make an offer of such Notes to the public in the UK:

- (A) at any time to any legal entity which is a qualified investor as defined in Article 2 of the UK Prospectus Regulation;
- (B) at any time to fewer than 150 natural or legal persons (other than qualified investors as defined in Article 2 of the UK Prospectus Regulation) subject to obtaining the prior consent of the relevant Dealer or Dealers nominated by the Issuer for any such offer; or
- (C) at any time in any other circumstances falling within section 86 of the FSMA,
- provided that no such offer of Notes referred to in (A) to (C) above shall require the Issuer or any Dealer to publish a prospectus pursuant to section 85 of the FSMA or supplement a prospectus pursuant to Article 23 of the UK Prospectus Regulation.

For the purposes of this provision,

- the expression an **offer of Notes to the public** in relation to any Notes means the communication in any form and by any means of sufficient information on the terms of the offer and the Notes to be offered so as to enable an investor to decide to purchase or subscribe for the Notes; and
- the expression **UK Prospectus Regulation** means Regulation (EU) 2017/1129 as it forms part of domestic law by virtue of the EUWA.

Other Regulatory Restrictions

Each Dealer has represented and agreed, and each further Dealer appointed under the Programme will be required to represent and agree, that:

- (i) it has only communicated or caused to be communicated and will only communicate or cause to be communicated an invitation or inducement to engage in investment activity (within the meaning of Section 21 of the FSMA) received by it in connection with the issue or sale of any Notes in circumstances in which Section 21(1) of the FSMA would not, if the Issuer was not an authorised person, apply to the Issuer; and
- (ii) it has complied and will comply with all applicable provisions of the FSMA with respect to anything done by it in relation to any Notes in, from or otherwise involving the UK.”.