

# APPLICABLE FINAL TERMS

## 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2014/65/EU (as amended, **MiFID II**); (ii) a customer within the meaning of Directive (EU) 2016/97 (as amended or superseded, the **Insurance Distribution Directive**), where that customer would not qualify as a professional client as defined in point (10) of Article 4(1) of MiFID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 UK 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 UK 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 UK domestic law by virtue of the EUWA. Consequently no key information document required by Regulation (EU) No 1286/2014 as it forms part of UK 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.

**MIFID II PRODUCT GOVERNANCE/PROFESSIONAL INVESTORS AND ELIGIBLE COUNTERPARTIES AS THE ONLY TARGET MARKET** – Solely for the purposes of 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 eligible counterparties and professional clients only, each as defined in Directive 2014/65/EU (as amended, MiFID II)/**MiFID II**; 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 MiFID II) and accordingly the Notes shall not be offered or sold to any retail clients. Any person subsequently offering, selling or recommending the Notes (a **distributor**) should take into consideration the manufacturers' target market assessment; however, a distributor subject to MiFID II is responsible for undertaking its own target market assessment in respect of the Notes (by either adopting or refining the manufacturers' target market assessment) and determining appropriate distribution channels.

**UK MIFIR PRODUCT GOVERNANCE / PROFESSIONAL INVESTORS AND ELIGIBLE COUNTERPARTIES ONLY TARGET MARKET** – Solely for the purposes of the 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 UK 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. Any person subsequently offering, selling or recommending the Notes (a **distributor**) should take into consideration the manufacturer'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 target market assessment) and determining appropriate distribution channels.

**Banco Bilbao Vizcaya Argentaria, S.A.**  
**Issuer Legal Entity Identifier (LEI): K8MS7FD7N5Z2WQ51AZ71**

**Issue of EUR 200,000,000 Senior Preferred Notes due July 2024  
to be consolidated and form a single series with the  
EUR 400,000,000 Senior Preferred Notes due July 2024, issued on 11 July 2022 and  
EUR 100,000,000 Senior Preferred Notes due July 2024, issued on 1 September 2022**

**under the €40,000,000,000  
Global Medium Term Note and Covered Bond Programme**

### **PART A - CONTRACTUAL TERMS**

Terms used herein shall be deemed to be defined as such for the purposes of the terms and conditions (the **Conditions**) set forth in the Offering Circular dated 21st July, 2021 and the supplements to it dated 3rd August 2021, 11th November 2021, 18th May 2022 and 4th July 2022 which are incorporated by reference in the Offering Circular dated 9th August 2022. This document constitutes the Final Terms of the Notes described herein for the purposes of the Prospectus Regulation and must be read in conjunction with the Offering Circular dated 9th August 2022 which constitutes a base prospectus for the purposes of the Prospectus Regulation (the **Offering Circular**), including the Conditions incorporated by reference in the Offering Circular in order to obtain all the relevant information. The Offering Circular has been published on the website of Euronext Dublin.

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|-----------|--|---|
| <b>1.</b> | Issuer:  | Banco Bilbao Vizcaya Argentaria, S.A.   |
| <b>2.</b> | (a) Series Number:   | 175   |
|           | (b) Tranche Number:  | 3   |
|           | (c) Date on which the Notes will be consolidated and form a single Series: | The Notes will be consolidated and form a single Series with Tranche 1 and Tranche 2 on the Issue Date        |
| <b>3.</b> | Specified Currency or Currencies:  | Euro (EUR)  |
| <b>4.</b> | Aggregate Nominal Amount:  |   |
|           | (a) Series:  | EUR 700,000,000   |
|           | (b) Tranche:   | EUR 200,000,000   |
| <b>5.</b> | Issue Price:   | 99.943241 per cent. of the Aggregate Nominal Amount plus accrued interest of EUR 195,650.00 from 11 July 2022 |
| <b>6.</b> | (a) Specified Denomination:  | EUR 100,000 and integral multiples of EUR 100,000 thereafter  |
|           | (b) Calculation Amount (in relation to                                     | EUR 100,000   |
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calculation of interest in global form  
see Conditions):

<b>7.</b>	(a) Issue Date:	12 September 2022
	(b) Interest Commencement Date:	11 July 2022
<b>8.</b>	Maturity Date:	Interest Payment Date falling in or nearest to July 2024
<b>9.</b>	Extended Final Maturity for Covered Bonds:	Not Applicable
<b>10.</b>	Extended Final Maturity Date:	Not Applicable
<b>11.</b>	Interest Basis:	3 month EURIBOR +0.70 per cent. Floating Rate (see paragraph 18 below)
<b>12.</b>	Redemption/Payment Basis:	Subject to any purchase and cancellation or early redemption and paragraph 9 above, the Notes will be redeemed on the Maturity Date at 100 per cent. of their nominal amount
<b>13.</b>	Change of Interest Basis:	Not Applicable
<b>14.</b>	Put/Call Options:	Not Applicable
<b>15.</b>	(a) Type of Note:	MTN
	(b) Status of MTN:	Senior
	– Status of Senior Notes:	Senior Preferred
	– Status of Subordinated Notes:	Not Applicable
	(c) Type of Covered Bond	Not Applicable
	(d) Date Board approval for issuance of Notes obtained:	Not Applicable

#### **PROVISIONS RELATING TO INTEREST (IF ANY) PAYABLE**

<b>16.</b>	Fixed Rate Note Provisions	Not Applicable
<b>17.</b>	Fixed Reset Note Provisions	Not Applicable
<b>18.</b>	Floating Rate Note Provisions	Applicable
	(a) Specified Period(s)/Specified Interest Payment Dates:	11 October, 11 January, 11 April and 11 July in each year, starting on (and including) the Interest Payment Date falling on or nearest to 11 October 2022 until (and including) the Maturity Date, subject to adjustment in accordance with the Business Day Convention set out in (b) below
	(b) Business Day Convention:	Modified Following Business Day Convention
	(c) Additional Business Centre(s):	Not Applicable

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(d)	Manner in which the Rate of Interest and Interest Amount is to be determined:	Screen Rate Determination
(e)	Party responsible for calculating the Rate of Interest and Interest Amount (if not the Principal Paying Agent):	Not Applicable
(f)	Screen Rate Determination:	Applicable
	–Reference Rate:	3 month EURIBOR
	–Interest Determination Date(s):	The second day on which the TARGET2 System is open prior to the start of each Interest Period
	–Relevant Screen Page:	Reuters EURIBOR01
	–Observation Method:	Not Applicable
	–Observation Look-Back Period:	Not Applicable
	–Index Determination:	Not Applicable
(g)	ISDA Determination:	Not Applicable
(h)	Linear Interpolation:	Not Applicable
(i)	Margin(s):	+0.70 per cent. per annum
(j)	Minimum Rate of Interest:	Not applicable
(k)	Maximum Rate of Interest:	Not applicable
(l)	Day Count Fraction:	Actual/360
<b>19.</b>	Zero Coupon Note Provisions	Not Applicable
<b>20.</b>	Extended Final Maturity Interest Provisions:	Not Applicable
<b>PROVISIONS RELATING TO REDEMPTION</b>		
<b>21.</b>	Tax Redemption	
	If redeemable in part:	
(a)	Minimum Redemption Amount:	EUR 100,000
(b)	Maximum Redemption Amount:	EUR 199,900,000
<b>22.</b>	Issuer Call	Not Applicable
<b>23.</b>	Investor Residual Call	Not Applicable
<b>24.</b>	Investor Put	Not Applicable
<b>25.</b>	Final Redemption Amount:	EUR 100,000 per Calculation Amount

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26. Early Redemption Amount payable on redemption for taxation reasons, on an event of default, upon the occurrence of a Capital Event or upon the occurrence of an Eligible Liabilities Event: EUR 100,000 per Calculation Amount

**GENERAL PROVISIONS APPLICABLE TO THE NOTES**

27. Form of Notes: Bearer Notes:  
Permanent Bearer Global Note which is exchangeable for Definitive Notes upon an Exchange Event excluding the exchange event described in paragraph (iii) of the definition in the Permanent Global Note
28. New Global Note (NGN): Applicable
29. Additional Financial Centre(s): Not Applicable
30. Talons for future Coupons to be attached to Definitive Bearer Notes: No
31. Condition 16 applies: Yes
32. Eligible Liabilities Event: Applicable
33. Additional Events of Default (Senior Preferred Notes): Not Applicable
34. RMB Currency Event: Not Applicable
35. Spot Rate (if different from that set out in Condition 5(h)): Not Applicable
36. Party responsible for calculating the Spot Rate: Not Applicable
37. Relevant Currency (if different from that in Condition 5(h)): Not Applicable
38. RMB Settlement Centre(s): Not Applicable
39. Governing Law: Spanish Law

6 September 2022

Signed on behalf of the Issuer:

By: .....

*Duly authorised*

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## PART B - OTHER INFORMATION

### 1. LISTING AND ADMISSION TO TRADING

- (a) Listing and Admission to trading: Application has been made by the Issuer (or on its behalf) for the Notes to be admitted to trading on Euronext Dublin's regulated market and admitted to the Official List of Euronext Dublin with effect from 12 September 2022
- The original Notes (Tranche 1 and Tranche 2) are already listed and admitted to trading to the Official List of Euronext Dublin
- (b) Estimate of total expenses related to admission to trading: EUR 1,000

### 2. RATINGS

The Notes to be issued are expected to be rated.

Moody's Investors Services España, S.A. (Moody's): A3

Obligations rated A are considered upper-medium-grade and are subject to low credit risk.

S&P Global Ratings Europe Limited (S&P): A

Strong capacity to meet financial commitments, but somewhat susceptible to economic conditions and changes in circumstances.

Fitch Ratings Ireland Limited (Fitch): A-

A' ratings denote expectations of low default risk. The capacity for payment of financial commitments is considered strong. This capacity may, nevertheless, be more vulnerable to adverse business or economic conditions than is the case for higher ratings.

Each of Moody's, S&P and Fitch is established in the European Union and is registered under Regulation (EC) No. 1060/2009 (as amended).

### 3. INTERESTS OF NATURAL AND LEGAL PERSONS INVOLVED IN THE ISSUE

Save for any fees payable to the Managers, so far as the Issuer is aware, no person involved in the issue of the Notes has an interest material to the offer. The Managers and their affiliates have engaged and may in the future engage in investment banking and/or commercial banking transactions with, and may perform other services for, the Issuer and its affiliates in the ordinary course of business.

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#### 4. REASONS FOR THE OFFER AND ESTIMATED NET PROCEEDS

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|----------------------------|--|
| (a) Reasons for the offer  | The net proceeds of the issue of the Notes will be used for the Group's general corporate purposes, which include making a profit. |
| (b) Estimated net proceeds | EUR 200,002,132.90   |

#### 5. YIELD (Fixed Rate Notes and Fixed Reset Notes only)

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|--------------------------|----------------|
| (a) Indication of yield: | Not Applicable |
|--------------------------|----------------|

#### 6. OPERATIONAL INFORMATION

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|---|---|
| (a) Trade Date:   | 1 September 2022  |
| (b) ISIN:   | XS2499418593  |
| (c) Common Code:  | 249941859   |
| (d) CUSIP:  | Not Applicable  |
| (e) Any clearing system(s) other than Euroclear Bank SA/NV, Clearstream Banking, S.A. and the Depository Trust Company and the relevant identification number(s): | Not Applicable  |
| (f) Delivery:   | Delivery against payment  |
| (g) Names and addresses of additional Paying Agent(s) (if any):   | Not Applicable  |
| (h) Intended to be held in a manner which would allow Eurosystem eligibility:   | Yes. Note that the designation "yes" does not necessarily mean that the Notes will be recognised as eligible collateral for Eurosystem monetary policy and intra-day credit operations by the Eurosystem either upon issue or at any or all times during their life. Such recognition will depend upon the European Central Bank being satisfied that Eurosystem eligibility criteria have been met. The Notes will be deposited initially upon issue with one of Euroclear Bank SA/NV and/or Clearstream Banking, S.A. (together, the ICSDs) acting as common safekeeper |
| (i) TEFRA   | TEFRA C   |

#### 7. PROHIBITION OF SALES

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|---|------------|
| (a) Prohibition of Sales to EEA Retail Investors: | Applicable |
| (b) Prohibition of Sales to UK Retail Investors:  | Applicable |
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- (c) Prohibition of Sales to Belgian Consumers: Applicable

## 8. RELEVANT BENCHMARKS

- (a) Relevant Benchmark: EURIBOR is provided by European Money Markets Institute (EMMI).

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

## 9. METHOD OF DISTRIBUTION

- (a) Method of distribution: Non-syndicated
- (b) If syndicated, names of Managers: Not Applicable
- (c) Stabilisation Manager(s) (if any): Not Applicable
- (d) If non-syndicated, name of relevant Dealer: Commerzbank Aktiengesellschaft
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