

## ANNUAL GENERAL MEETING OF SHAREHOLDERS

BILBAO, 14th MARCH 2008

### ANNOUNCEMENT

The Board of Directors of Banco Bilbao Vizcaya Argentaria, S.A., in its meeting on 5th February 2008, has resolved to convene an Annual General Meeting of shareholders, which will be held in Bilbao, in the Palacio Euskalduna, on 4 Abandoibarra Street, on 13<sup>th</sup> March 2008 at 12 hours at first summons, and in the same place at the same time on 14th March at second summons, according to the following

### AGENDA

**ONE.**- Examination and approval, where forthcoming, of the annual financial statements and management report, for Banco Bilbao Vizcaya Argentaria, S.A. and its Consolidated Financial Group. Application of earnings; dividend payout. Approval of corporate management. All with reference to the year ending 31<sup>st</sup> December 2007.

**TWO.**- Amendment of article 34, "Number and Election" in the Company bylaws in order to reduce the minimum and maximum number of seats on the Board of Directors.

**THREE.**- Amendment of article 36, "Term of office and renewal" in the Company bylaws, regarding the directors, in order that they be appointed and/or renewed for a three-year term rather than a five-year term.

**FOUR.**- Adoption, where forthcoming, of the following resolutions on the re-election of members of the Board of Directors:

- 4.1.- Re-election of Mr José Ignacio Goirigolzarri Tellaeche
- 4.2.- Re-election of Mr Román Knörr Borrás

Pursuant to paragraph 2 of article 34 of the Company bylaws, to determine the number of directors at the number there are at this moment, according to the resolutions adopted under this agenda item, which will be reported to the AGM for all due effects.

**FIVE.**- To increase by €50 bn (FIFTY BILLION EUROS) the maximum nominal amount to which the AGM, 18<sup>th</sup> March 2006, under its agenda item three, has authorised the Board of Directors to issue fixed-income securities of any class and nature, including exchangeable, not convertible into shares, whose amount was increased by the resolution adopted by the AGM, 15th March 2007.

**SIX.**- To confer authority on the Board of Directors, for a maximum period of 5 years, to issue up to a maximum of €9 bn (NINE BILLION EUROS), securities that are convertible and/or exchangeable for Company shares, and the power to exclude or not the right of pre-emptive subscription pursuant to article 159.2 of the Companies Act; to determine the core issues and the modalities of the conversion and increase the share capital by the amount required, amending, where necessary, article 5 of the Company bylaws.

**SEVEN**.- Authorisation for the Company to acquire treasury stock directly or through Group companies, in accordance with Article 75 of the Consolidated Text of the Companies Act, establishing the limits to or requirements for these acquisitions, with express powers to reduce the Company's share capital to redeem treasury stock. To confer necessary authority to the Board of Directors to execute the resolutions passed by the AGM in this respect, repealing the authorisation conferred by the AGM held 16th March 2007.

**EIGHT**.- Appointment of the auditors for the 2008 accounts.

**NINE**.- Conferral of authority to the Board of Directors, with powers of substitution, to formalise, correct, interpret and implement the resolutions adopted by the AGM.

After the presentation of the business included in the agenda, the AGM will be informed of the amendment to the Board Regulations, pursuant to article 115 of Act 24/1988, 28<sup>th</sup> July, regulating the securities market. A report will be presented explaining the elements in the management report contained in article 116 b of the securities market act.

#### **ATTENDANCE:**

According to the Company bylaws, the AGM may be attended by holders of 500 or more shares filed in the corresponding Ledger at least five days before the date on which the AGM is to be held. Holders of fewer shares may group together until achieving the required number. They may then request the corresponding group card at any BBVA branch office.

In order to accredit the identity of shareholders and their valid representatives, persons entering the building where the AGM is to be held may be asked to prove their identity on presenting their attendance card, whereupon they must show their national identity document or any other official document generally accepted for such purposes.

Personal attendance at the AGM shall repeal any vote or proxy made prior to the AGM.

#### **VOTING OVER REMOTE COMMUNICATION MEDIA:**

Pursuant to the Board Regulations, the attendance card includes a form for voting that can be deposited in any BBVA branch or office.

Shareholders wishing to vote by post may apply to the Company, once the notice of meeting has been published, through the Shareholders Helpdesk or any BBVA branch, requesting it issue the document for postal voting in their name. Once completed in due time and according to its instructions, it should be sent by post with certified receipt to the Shareholders Helpdesk to be processed and counted.

In order to process them, postal votes must be received at the Shareholders Helpdesk more than 24 hours prior to the date on which the AGM is to be held at first summons. Any votes arriving later than this shall not be counted.

**PROXY:**

Pursuant to the Board Regulations, any shareholders entitled to attend may be represented at the AGM by another shareholder, using the proxy form printed on the attendance card, which incorporates the public call for proxy made by the Board pursuant to article 107 of the Companies Act.

**VOTE AND PROXY BY E-MAIL:**

Shareholders may vote and delegate their vote by e-mail on the Bank's website ([www.bbva.com](http://www.bbva.com)). To do so, they must follow the rules and instructions in the "Junta General 2008/2008 AGM" on the Bank's corporate website ([www.bbva.com](http://www.bbva.com)).

**COMMON INSTRUCTIONS FOR REMOTE VOTING AND PROXY:**

Shareholders' personal attendance at the AGM after having given a proxy or exercised their vote remotely will repeal the vote or proxy.

Should a shareholder both submit a remote vote and delegate their proxy, the remote vote shall prevail.

**RIGHT TO INFORMATION:**

Once the AGM has been called, in compliance with the Companies Act, shareholders may go to the BBVA registered offices in Bilbao, Plaza de San Nicolás 4, to find the individual and consolidated annual financial statements and management reports that will be submitted to AGM approval, along with the auditors' reports on the individual and consolidated accounts. Shareholders may also find the reports from the directors and auditors required to adopt resolutions included on the agenda that require such information, full text of the amendments to the bylaws being proposed, and the full text of the Board Regulations and the report referred to in article 116 b of the Securities Market Act, and the annual report on corporate governance and the report on the remuneration policy for the Board of Directors, both with respect to 2007. Shareholders may request all the aforementioned documents be sent or delivered to them, immediately and free of charge..

The documents related to the AGM may also be found on the company's website at the following internet address: ([www.bbva.com](http://www.bbva.com)).

**GENERAL INFORMATION:**

Shareholders may consult the AGM Regulations regarding aspects related to the AGM not contained in this announcement. The regulations are available on the Bank's website ([www.bbva.com](http://www.bbva.com)).

Likewise, to obtain more information, shareholders may go to the Shareholders Help-desk at Gran Via 1, 48001 Bilbao or call the Shareholders Help-line at +34 902-200-

902 from 9-18:00 from Monday to Friday, or the contact mail available within the 2008 AGM space on the Bank's website ([www.bbva.com](http://www.bbva.com)).

**NOTARY FOR THE GENERAL SHAREHOLDERS MEETING:**

The Board of Directors has resolved to request a notary public be present to take the minutes of the AGM, pursuant to article 114 of the Companies Act regarding article 101 of the Company Registry Regulations.

**N.B.:**

THE GENERAL SHAREHOLDERS MEETING WILL FORESEEABLY BE HELD AT SECOND SUMMONS ON 14TH MARCH 2008 AT THE TIME AND PLACE SHOWN, UNLESS THE SHAREHOLDERS ARE OTHERWISE NOTIFIED THROUGH THE DAILY PRESS.