

# Board of Directors Report

**on the proposed appointment of Ana Peralta Moreno as independent director**

## Introduction

In accordance with article 3 of the Regulations of the Board of Directors of Banco Bilbao Vizcaya Argentaria, S.A. (hereinafter, “**BBVA**” or the “**Bank**”), and in compliance with the provisions of article 529 decies of the Corporate Enterprises Act, the Appointments Committee is responsible for proposing appointments of members of the Bank's Board of Directors with the condition of independent directors.

Also, Article 3 of the Regulations of the Board of Directors, in compliance with the Corporate Enterprises Act, also states that the proposal by the Appointments Committee must be accompanied by a report explaining the grounds on which the Board of Directors has assessed the competence, experience and merits of the candidate proposed, which will be attached to the minutes of the General Shareholders' Meeting or of the Board of Directors' meeting.

To comply with this, the Board of Directors of the Bank has prepared the present report, which accompanies the proposed appointment of Ana Peralta Moreno as member of the Board of Directors of the Bank with the category of independent director to be submitted to the Ordinary General Shareholders' Meeting of BBVA (hereinafter, the “**Report**”).

## Proposal of the Appointments Committee

To prepare the Report, the Board of Directors evaluated the proposal by the Appointments Committee of BBVA in accordance with point 4 of article 529 decies of the Corporate Enterprises Act and articles 3 and 33 of the Regulations of the Board of Directors of the Bank after analyzing the Board's current composition and needs, as well as the need for its members to have a diversity of knowledge, skills and experience to enable them to discharge their functions adequately, with directors having extensive national and international training and experience in areas such as banking and finance, accounting and risk, as well as legal, academic, business and new technologies.

In addition, the Appointments Committee, in the discharge of its duties and as part of the ongoing Board rotation process, has assessed the objectives laid down in BBVA's Board of

Directors selection, appointment, rotation and diversity policy, which include that of ensuring a balance between the different categories of Board members and that non-executive directors represent an ample majority over executive directors, and that the number of independent directors accounts for, at least, 50% of the total Board; and that in 2020 the number of female directors represent at least 30% of the total members of the Board.

The Committee has also considered that independent directors help contribute to a suitable composition of the Board Committees, in particular those which assist the Board of Directors in its oversight and control duties, which must have a significant representation of independent directors, amongst whom the Chairs of these Committees must be appointed.

Furthermore, the Committee has assessed the conditions needed to hold the post of director of BBVA including the conditions attached to the status of Board member, education, professional experience and suitability, also assessing the time dedication required for holding the position and taking care that, in any case, the directors have the requisite suitability and independence requirements.

Accordingly, based on the current needs of BBVA's corporate bodies, the structure, size and composition of the Board, and the Board of Directors selection, appointment, rotation and diversity policy, the Appointments Committee considers that Ana Peralta Moreno has the appropriate knowledge, skills and experience to hold the position of member of the Board of Directors, and meets the suitability requirements for this position, and thus the Committee agreed to propose to the Board, so that the Board, in turn, may propose to the General Meeting, the appointment of Ana Peralta Moreno as independent director of the Bank.

## Competence, experience and merits

To issue this Report, the Board of Directors evaluated, as provided for in the aforementioned regulations, the competence, experience and merit, as well as the knowledge, of the proposed candidate in the following terms:

Ana Peralta Moreno has a Degree in Economic and Business Sciences by the Universidad Complutense de Madrid; has done a Senior Management Program (PADE) at IESE in 2016; a

Program for Management Development (PMD) at Harvard Business School; and also has a Masters in Financial Management at the CEF (Madrid, Spain).

Ms. Peralta has held during her professional career several professional positions of responsibility in national and international financial entities, and having, in addition, experience as member of the Board in such companies.

In this regard, Ms. Ana Peralta was appointed in December 2014 independent director of Deutsche Bank in Spain (Deutsche Bank, SAE), being, since March 2017, Chair of the Risk Committee and of the Appointments Committee and member of the Audit and Remuneration Committees. Ms. Peralta will cease holding such positions before she joins the Board of BBVA.

Likewise, since November 2017 she is independent director in two entities of the Grupo Lar and; since, 2016, she is also independent director of Grenergy Renovables, S.A., a company whose activity is the development and management of renewable energy plants, with presence in Spain and in Latin America, and in which she holds the position of Chair of the Audit and Control Committee.

Additionally, since 2012 she is Senior Advisor at Oliver Wyman Financial Services, a company which she supports in business development and in the execution of certain projects in Spain and Latin America.

Between 2008 and 2011 Ms. Peralta was Chief Risk Officer and General Manager at Bank Pastor and before that she held several positions of responsibility at Bankinter, including Chief Risk Officer between 2004 and 2008, Manager of the Chair's Office, between 2002 and 2004, as well as Head of the Internet Business Unit between 1999 and 2002.

Ms. Peralta has therefore a deep knowledge of financial and banking matters, as well as risk management, has held relevant executive positions in financial entities and has relevant experience as member of the Board of those entities.

The Board also assessed other experience and positions held currently and previously by Ana Peralta Moreno as set out in the curriculum vitae attached to this Report.

## Conclusion

As a result of the above and considering the proposal submitted for this purpose by the Bank's Appointments Committee, the Board of Directors considers that Ana Peralta Moreno has the necessary competence, experience and merits to propose her appointment to the Ordinary General Shareholders' Meeting of the Bank as member of the Board of Directors with the category of independent director for the three-year term specified in the Company Bylaws. The Board of Directors hereby issues this Report in accordance with the requirements of article 529 decies of the Corporate Enterprises Act.

Ms. Peralta's appointment is subject to the European Central Bank's verification of the regulatory suitability requirements for the exercise of the director's position.

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## Ms. Ana Peralta Moreno

Born in 1961

Spanish national

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

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

### Professional Background:

1989-1990 Spanish Commercial Office in London, ICEX

#### Bankinter

1990-1994 Analyst at the Risks Area

1994-1998 Director of Asset Transactions. SME Division

1999-2002 Director of the Internet Office

2002-2004 Director of the Chairman's Office

2004-2008 Chief Risk Officer. Member of the Management Committee, of the Risks Committee and the ALCO

#### Banco Pastor

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

#### Other positions

Since 2012 Senior Advisor at Oliver Wyman Financial Services

2013-2014 Independent Director at Banco Etcheverría. Chair of the Risks Committee and member of the Audit and Regulatory Compliance Committee

2014-2018 Independent Director at Deutsche Bank, SAE, having held positions in several Committees: Audit and Risk (Chair) and Appointments and Remunerations (member)

Since 2016 Independent Director at Grenergy Renovables, S.A. Chair of the Audit and Control Committee

2017 Independent Director at Grupo Lar Holding Residencial, S.A.U. and Grupo Lar Unidad Terciario, S.L.U.