

FINAL TERMS

9th March 2017

Banco Bilbao Vizcaya Argentaria, S.A.
Issue of 53,400,000 Fixed to Floating Tier 2 Subordinated Notes due March 2027
under the €40,000,000,000
Global Medium Term Note 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 25th November, 2016 and the supplements to it dated 16 December 2016, 23 December 2016, 1 February 2017, 14 February 2017 and 24 February 2017 which together constitute a base prospectus for the purposes of the Prospectus Directive (the **Offering Circular**). This document constitutes the Final Terms of the Notes described herein for the purposes of Article 5.4 of the Prospectus Directive and must be read in conjunction with the Offering Circular. Full information on the Issuer and the offer of the Notes is only available on the basis of the combination of these Final Terms and the Offering Circular. The Offering Circular has been published on the website of the London Stock Exchange.

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| 1. | Issuer: | Banco Bilbao Vizcaya Argentaria, S.A. |
| 2. | (a) Series Number: | 147 |
| | (b) Tranche Number: | 1 |
| | (c) Date on which the Notes will be consolidated and form a single Series: | Not Applicable |
| 3. | Specified Currency or Currencies: | Euro (“ EUR ”) |
| 4. | Aggregate Nominal Amount: | |
| | (a) Series: | EUR 53,400,000 |
| | (b) Tranche: | EUR 53,400,000 |
| 5. | Issue Price: | 100 per cent. of the Aggregate Nominal Amount |
| 6. | (a) Specified Denomination[s]: | EUR 100,000 and integral multiples of EUR 100,000 thereafter |
| | (b) Calculation Amount (in relation to calculation of interest in global form see Conditions): | EUR 100,000 |

7. (a) Issue Date: 16 March 2017
- (b) Interest Commencement Date: Issue Date (in respect of the Fixed Rate Note Provisions)
- 16 March 2019 (in respect of the Floating Rate Note Provisions)
8. Maturity Date: 16 March 2027, subject to adjustment for the purposes of making payment only and not for interest accrual purposes, in accordance with the Business Day Convention specified below
9. Interest Basis: 3% per cent. *per annum* Fixed Rate from and including the Issue Date to, but excluding, 16 March 2019. Thereafter 10 year CMS + 1.30 per cent. *per annum* Floating Rate (see paragraphs 14 and 15 below)
10. Redemption/Payment Basis: Subject to any purchase and cancellation or early redemption, the Notes will be redeemed on the Maturity Date at 100 per cent. of their nominal amount
11. Change of Interest Basis: From and including the Issue Date, to but excluding 16 March 2019, the provisions of paragraph 14 below shall apply. From and including 16 March 2019 to and including the Maturity Date the provisions of paragraph 15 shall apply.
12. Put/Call Options: Not Applicable
13. (a) Status of the Notes: Subordinated
- (b) Status of Subordinated Notes: Tier 2 Subordinated
- (c) Date approval for issuance of Notes obtained: Not Applicable

PROVISIONS RELATING TO INTEREST (IF ANY) PAYABLE

14. **Fixed Rate Note Provisions** Applicable
- (a) Rate(s) of Interest: 3% per cent. *per annum* payable in arrear on each Interest Payment Date
- (b) Interest Payment Date(s): 16 March 2018 and 16 March 2019, subject to adjustment for the purposes of making payment only and not for

interest accrual purposes, in accordance with the Business Day Convention specified below

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| (c) | Fixed Coupon Amount(s) for Notes in definitive form (and in relation to Notes in global form see Conditions): | EUR 3,000 per Calculation Amount |
| (d) | Broken Amount(s) for Notes in definitive form (and in relation to Notes in global form see Conditions): | Not Applicable |
| (e) | Day Count Fraction: | 30/360 |
| (f) | Determination Date(s): | Not Applicable |
| 15. | Fixed Reset Provisions: | Not Applicable |
| 16. | Floating Rate Note Provisions | Applicable |
| (a) | Specified Period(s)/Specified Interest Payment Dates: | Specified Interest Payment Dates means 16 March in each year commencing on 16 March 2020 up to and including the Maturity Date, subject to adjustment, for payment purposes only, in accordance with the Business Day Convention specified in 16(b) below. For the avoidance of doubt, Interest Periods shall not be adjusted. |
| (b) | Business Day Convention: | Following Business Day Convention |
| (c) | Additional Business Centre(s): | Not Applicable |
| (d) | Manner in which the Rate of Interest and Interest Amount is to be determined: | ISDA 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: | Not Applicable |
| (g) | ISDA Determination: | Applicable |
| | – Floating Rate Option: | EUR-ISDA-EURIBOR Swap Rate-11:00 |
| | – Designated Maturity: | 10 years |
| | – Reset Date: | The first Day of each Interest Period |

(h)	Linear Interpolation:	Not Applicable
(i)	Margin(s):	+1.30 per cent. <i>per annum</i>
(j)	Minimum Rate of Interest:	2.00 per cent. <i>per annum</i>
(k)	Maximum Rate of Interest:	Not Applicable
(l)	Day Count Fraction:	30/360

17.	Zero Coupon Note Provisions	Not Applicable
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PROVISIONS RELATING TO REDEMPTION

18.	Issuer Call	Not Applicable
19.	Investor Put	Not Applicable
20.	Final Redemption Amount:	EUR 100,000 per Calculation Amount
21.	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

22.	Form of Notes:	Bearer Notes: Temporary Bearer Global Note exchangeable for a Permanent Bearer Global Note which is exchangeable for Definitive Notes only upon an Exchange Event excluding the exchange event described in paragraph (iii) of the definition in the Permanent Global Note
23.	New Global Note (NGN):	Applicable
24.	Additional Financial Centre(s):	Not Applicable
25.	Talons for future Coupons to be attached to Definitive Bearer Notes:	No
26.	Condition 16 applies:	Yes
27.	Eligible Liabilities Event (Senior Subordinated Notes):	Not Applicable (for so long as the Notes qualify as Tier 2 Instruments)
28.	RMB Currency Event:	Not Applicable
29.	Spot Rate (if different from that set out in Condition 5(h)):	Not Applicable

- 30.** Party responsible for calculating the Spot Rate: Not Applicable
- 31.** Relevant Currency (if different from that in Condition 5(h)): Not Applicable
- 32.** RMB Settlement Centre(s) Not Applicable

Signed on behalf of the Issuer:

By:
Duly authorised

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 the London Stock Exchange's regulated market and to the Official List of the UK Listing Authority with effect from 16 March 2017.
- (b) Estimate of total expenses related to admission to trading: GBP2,170

2. RATINGS

The Notes to be issued are expected to be rated:

Baa3 by Moody's Investors Services España, S.A.

BBB- by Standard & Poor's Credit Market Services Europe Limited

BBB+ by Fitch Ratings España S.A.U

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

Save for any fees payable to the Dealer, so far as the Issuer is aware, no person involved in the issue of the Notes has an interest material to the offer.

4. YIELD (Fixed Rate Notes only)

Indication of yield: Not Applicable

5. OPERATIONAL INFORMATION

- (a) ISIN: XS1579039006
- (b) Common Code: 157903900
- (c) CUSIP: Not Applicable
- (d) Any clearing system(s) other than Euroclear Bank S.A./N.V., Clearstream Banking, S.A. and the Depository Trust Company and the relevant identification number(s): Not Applicable
- (e) Delivery: Delivery against payment

(f) Names and addresses of Not Applicable
additional Paying Agent(s) (if
any):