

## **ANNUAL GENERAL SHAREHOLDERS' MEETING**

**BANCO BILBAO VIZCAYA ARGENTARIA, S.A.**

**BILBAO, MARCH 18, 2022**

### **CALL NOTICE**

The Board of Directors of Banco Bilbao Vizcaya Argentaria, S.A. (hereinafter, the Company, BBVA or the Bank), at its meeting held on February 9, 2022, has agreed to call the Company's Annual General Shareholders' Meeting, which will be held in Bilbao, at Palacio Euskalduna, 4 Avenida Abandoibarra, on March 17, 2022, at 12.00, on first call, and on March 18, 2022, at the same location and time, on second call, in accordance with the following:

### **AGENDA**

**ONE**.- Annual financial statements, allocation of results and corporate management:

- 1.1. Approval of the annual financial statements and management reports of Banco Bilbao Vizcaya Argentaria, S.A. and its consolidated Group for the financial year ended 31 December 2021.
- 1.2. Approval of the non-financial information report of Banco Bilbao Vizcaya Argentaria, S.A. and that of its consolidated Group for the financial year ended 31 December 2021.
- 1.3. Approval of the allocation of results for the 2021 financial year.
- 1.4. Approval of the corporate management during the 2021 financial year.

**TWO**.- Approval of a distribution of 23 euro cents per share from voluntary reserves as additional remuneration to shareholders for the 2021 financial year.

**THREE**.- Adoption of the following resolutions on the re-election and appointment of members to the Board of Directors:

- 3.1. Re-election of Carlos Torres Vila.
- 3.2. Re-election of Onur Genç.
- 3.3. Appointment of Connie Hedegaard Koksang.

Pursuant to paragraph 2 of article 34 of the Bylaws, determination of the number of directors in the number resulting from the resolutions adopted under this item of the Agenda, which will be reported to the Annual General Meeting for all due effects.

**FOUR**.- Delegation to the Board of Directors, with express powers of sub-delegation, of the power to increase the Company's share capital, for a period of five years, up to a maximum amount corresponding to 50% of the share capital, delegating in turn the power to exclude preemptive subscription rights, although this power will be limited to 10% of the Bank's share capital in the terms described in the proposed resolutions, as well as the power to amend the corresponding article of the Bylaws.

**FIVE**.- Delegation to the Board of Directors, with express powers of sub-delegation, of the power to issue convertible securities into Company shares, for a period of five years, up to a maximum amount of SIX BILLION EUROS (EUR 6,000,000,000), delegating in turn the power to exclude preemptive subscription rights in such securities issues, although this power will be limited to 10% of the Bank's share capital in the terms described in the proposed resolutions, as well as the power to increase the share capital in the required amount and to amend the corresponding article of the Bylaws.

**SIX**.- Authorization for the Company to carry out the derivative acquisition of its own shares, directly or through Group companies, setting the limits or requirements thereon and conferring on the Board of Directors the powers necessary to execute the acquisition, rendering without effect the unused portion of the authorization given at the General Shareholders' Meeting held on March 16, 2018.

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**SEVEN.**- Approval of the reduction of the share capital of the Bank in up to a maximum amount of 10% of the share capital as of the date of the resolution, through the redemption of own shares purchased for the purpose of being redeemed, delegating to the Board of Directors the implementation of the share capital reduction on one or more occasions.

**EIGHT.**- Approval of a maximum level of variable remuneration of up to 200% of the fixed component of the total remuneration for a certain group of employees whose professional activities have a significant impact on Banco Bilbao Vizcaya Argentaria, S.A.'s or on its Group's risk profile.

**NINE.**- Appointment of the statutory auditors of Banco Bilbao Vizcaya Argentaria, S.A. and its consolidated Group for the 2022, 2023 and 2024 financial years.

**TEN.**- Delegation of powers to the Board of Directors, with the authority to substitute, in order to formalise, amend, interpret and execute the resolutions adopted by the Annual General Meeting.

**ELEVEN.**- Consultative vote on the Annual Report on the Remuneration of Directors of Banco Bilbao Vizcaya Argentaria, S.A.

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## **HEALTH MEASURES, CAPACITY LIMITATION AND RECOMMENDATION FOR REMOTE PARTICIPATION IN THE GENERAL MEETING**

Due to the exceptional circumstances existing at the time of this call, resulting from the COVID-19 pandemic, and with the aim of protecting the health and safety of shareholders, employees and all other persons attending the General Meeting, the Company **recommends that all shareholders use the means established for this General Meeting to vote and delegate proxies remotely, prior to it being held, or to attend it remotely, avoiding, as far as possible, physical attendance at the scheduled venue of the General Meeting.**

However, shareholders or proxies who wish to attend the General Meeting in person, despite this recommendation, should note that there is a safety protocol that must be followed in order to access the venue, published on the Bank's corporate website ([www.bbva.com](http://www.bbva.com)). This safety protocol may be updated up until the date of the General Meeting with any other measures or recommendations issued in this regard by the competent authorities.

The Company will inform shareholders, also through the Company's corporate website ([www.bbva.com](http://www.bbva.com)), of the limitations and restrictions that could be imposed by the competent authorities on the capacity of the scheduled venue of the General Meeting or any other limitations and restrictions which may be agreed by the Company's Board of Directors due to health safety reasons. Once the capacity limit of the scheduled venue has been reached, taking into account the limitations or restrictions in force, if applicable, it will not be possible to enter the venue of the General Meeting.

Shareholders or their representatives who wish to attend the General Meeting in person are requested to consult, prior to the meeting, the information on capacity limitations or other circumstances that may be published by the Company on the corporate website ([www.bbva.com](http://www.bbva.com)) in order to avoid that in the event that it is not possible to gain access to the venue where the General Meeting is to be held it may also not be possible to attend remotely through the channels set up for this purpose due to the deadlines and procedures, which are described further on in this call notice, having elapsed.

Notwithstanding the foregoing, shareholders are informed that the General Meeting will be broadcasted on the Company's corporate website ([www.bbva.com](http://www.bbva.com)).

## **SUPPLEMENT TO THE CALLING AND PRESENTATION OF PROPOSED RESOLUTIONS**

Pursuant to the Corporate Enterprises Act, shareholders representing, at least, three percent of the share capital may: (i) request the publication of a supplement to the calling of the Meeting, including one or more items on the agenda, provided that the new items are accompanied by substantiation or, as appropriate, a substantiated proposed resolution; and (ii) submit substantiated proposed resolutions on matters already included or that should be included on the agenda.

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*These rights must be exercised by duly certified notice to the Company, which must be received at the registered office, at Plaza de San Nicolás, 4, 48005, Bilbao, within five days following publication of this calling.*

## **ATTENDANCE**

*Pursuant to the Company's Bylaws, holders of 500 or more shares are entitled to attend the General Meeting when these shares are on record in the corresponding accounting register at least five days before the scheduled date of the General Meeting.*

*As the Annual General Meeting is likely to be held on second call, pursuant to Article 517 of the Corporate Enterprises Act, shareholders must have shares registered in their name no later than March 13, 2022 in order to be able to participate in and vote at the Meeting.*

*The Company will issue a personalized attendance card indicating the number of shares held to each shareholder entitled to attend who so requires it, giving them access to the venue where the General Meeting is to be held. Requests may be sent to the Shareholder Office, or made via the Company's corporate website ([www.bbva.com](http://www.bbva.com)) or at any BBVA branch in Spain.*

*Holders of fewer than 500 shares may group together to reach or exceed the required number, and name a representative. To do this, shareholders must request the corresponding group card, available at any BBVA branch in Spain.*

*In order to confirm the identity of shareholders, or their valid proxies, on entering the venue where the General Meeting is to be held, attendees will be asked to present their attendance card, documents verifying their status as proxy, where applicable, and their Spanish national identity document or any other official document generally accepted for such purposes.*

## **REMOTE ATTENDANCE**

*The Company has agreed that, in accordance with Article 21 of its Company's Bylaws, as an additional mechanism for participation in the General Meeting, attendance may also take place via remote means.*

*Remote attendance will take place through the Remote Attendance Portal, accessible via the Company's corporate website ([www.bbva.com](http://www.bbva.com)) and online banking website ([www.bbva.es](http://www.bbva.es)), in accordance with the timeframes and in the format described below. It is envisaged that the General Meeting will be broadcasted live on the Company's corporate website ([www.bbva.com](http://www.bbva.com)).*

*In order to verify the identity of the attendees at the General Meeting, and to guarantee that shareholders can properly exercise their rights, shareholders—or their valid proxies—who wish to attend the General Meeting remotely (hereinafter, remote attendees) must confirm their identity—and that of their proxy, where applicable—on the Remote Attendance Portal prior to the start of the Meeting (hereinafter, the Accreditation process), as follows:*

- a) through the online banking website ([www.bbva.es](http://www.bbva.es)), for remote attendees who are BBVA online banking users (who have a multichannel contract with the Bank);*
- b) through the 2022 General Meeting/Remote Attendance section of the Bank's corporate website ([www.bbva.com](http://www.bbva.com)), for remote attendees who are not BBVA online banking users.*

*The Accreditation process on the Remote Attendance Portal will become available on March 3, 2022 and will close at 11.00 on the day of the General Meeting. However, to ensure the correct processing of the supporting documentation verifying their identity and legitimacy, it is recommended that all shareholders—or their proxies—who wish to attend remotely complete the Accreditation process sufficiently in advance, with it being recommendable to do so no later than March 17, 2022.*

*In order for the General Meeting to take place in an orderly manner and for the proper management of the remote attendance, once the Accreditation process is completed in due time and form, remote attendees must access the Remote Attendance Portal between 07.00 and 11.30 on the scheduled day of the Meeting, as follows:*

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- a) via the online banking website ([www.bbva.es](http://www.bbva.es)), for remote attendees who are BBVA online banking users, using their online banking password;
- b) via the 2022 General Meeting/Remote Attendance section of the Bank's corporate website ([www.bbva.com](http://www.bbva.com)), for remote attendees who are not BBVA online banking users, using the codes generated in the Accreditation process.

Only remote attendees who have completed the Accreditation process in due time and form and have accessed the Remote Attendance Portal between the indicated times may exercise their rights remotely on the day of the General Meeting.

Remote attendees who, in exercise of the shareholder rights provided for in the Corporate Enterprises Act, wish to request any information or clarification which they deem necessary in relation to items on the agenda, publicly available information that the Company has submitted to the National Securities Market Commission since the last General Meeting, or in connection with the auditor's report; or who wish to draft written proposals under the terms of, and in accordance with, the Corporate Enterprises Act, may do so through the Remote Attendance Portal, on the scheduled day of the Meeting from 07.00 until the start of the General Meeting.

In accordance with the provisions of the Corporate Enterprises Act, valid requests for information or clarification submitted by remote attendees will be answered by the Meeting Panel during the meeting, or in writing within seven days of the General Meeting taking place.

Remote attendees' right to vote shall be exercised through the Remote Attendance Portal and in accordance with the provisions of the Bank's General Meeting Regulations. Remote attendees will be able to vote on the proposed resolutions on the agenda items from the moment they access the Remote Attendance Portal until the General Meeting Panel declares the Meeting to be over. The vote on proposed resolutions which, by legal mandate, do not need to be included on the Meeting's agenda and must be put to a vote, shall take place once these proposals are read out by the General Meeting Panel.

For any matters not explicitly covered in this call notice, remote attendance at the General Meeting will be subject to the provisions set out in the General Meeting Regulations and to the rules set out on the Company's corporate website ([www.bbva.com](http://www.bbva.com)), on the 2022 Annual General Meeting/Remote Attendance section.

In any event, shareholders' physical attendance will nullify any actions carried out remotely via the Remote Attendance Portal.

## **REMOTE VOTING AND PROXIES PRIOR TO THE MEETING**

Those shareholders who do not wish to attend the General Meeting in person can submit their vote or proxy by written or remote means, prior to the General Meeting being held, as indicated below.

### **REMOTE VOTING AND PROXIES**

Shareholders can exercise their voting and proxy delegation rights remotely via the Bank's corporate website ([www.bbva.com](http://www.bbva.com)), the online banking website ([www.bbva.es](http://www.bbva.es)) or the most up-to-date version of the mobile banking application BBVA España (hereinafter, the BBVA España app), which is available free of charge at the Play Store and App Store.

In order to prove their identity, and to guarantee the proper exercise of their rights, shareholders who wish to vote or delegate a proxy remotely must confirm their identity in the following way:

- a) Shareholders who use BBVA electronic banking can confirm their identity to vote or delegate a proxy remotely, by entering the passcode they use to access and carry out transactions in the online banking website ([www.bbva.es](http://www.bbva.es)) or the BBVA España app.
- b) Shareholders who do not use BBVA online banking and shareholders who are legal persons, through their valid proxy, can verify their identity to vote or delegate a proxy remotely through the use of their Electronic National Identity Document (DNle) or their digital certificate for natural persons issued by the Royal Mint of Spain (Fábrica Nacional de Moneda y Timbre-Real Casa de la Moneda — FNMT-RCM) or, in the case of a legal person, their current and valid electronic certificate of legal person proxy.

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Shareholders may exercise their voting and delegation rights remotely, prior to the General Meeting, from February 21, 2022 until 12.00 on March 16, 2022 (i.e. the day before the General Shareholders' Meeting is held on first call), as follows:

- a) for shareholders who use BBVA electronic banking, through the online banking website ([www.bbva.es](http://www.bbva.es)) or the BBVA España app; and
- b) for shareholders who do not use BBVA electronic banking and shareholders who are legal entities, via the 2022 Annual General Meeting/Electronic Vote and Proxy section of the Company's corporate website ([www.bbva.com](http://www.bbva.com)).

In both cases, shareholders must fill in the relevant forms and follow the instructions provided in each case in order to exercise each of these rights.

All information relating to remote voting and/or delegation of proxies will be available on the 2022 General Meeting section of the Company's corporate website ([www.bbva.com](http://www.bbva.com)).

#### **WRITTEN VOTING AND PROXIES**

Shareholders who do not wish to attend the General Meeting in person, can also remotely cast their vote or submit a proxy delegation in writing, using the voting or delegation form included on the attendance card, which can be requested and submitted at any BBVA branch in Spain.

Shareholders wishing to vote by post may apply to the Company, as from the date of publication of this call notice for the General Meeting, through the Shareholder Office or at any BBVA branch in Spain, requesting the issue of the relevant document for postal voting in their name. Once completed according to its instructions and within the deadlines established, it must be sent by registered post with acknowledgment of receipt to the Shareholder Office at calle Azul 4, 28050 Madrid, to be processed and counted.

In order to be processed, remotely cast votes must be received, at least, 24 hours prior to the scheduled date of the General Meeting on first call. Any votes that arrive after this time will not be counted.

Any shareholder entitled to attend may be represented at the General Meeting by another person, who need not necessarily be a shareholder. Such representation must be conferred using the delegation form included on the attendance card and may be sent to the Company by any of the means set out in this section.

#### **REVOCATION OF VOTE OR PROXY**

Shareholders' personal or remote attendance at the General Meeting will revoke any vote or proxy previously submitted.

Additionally, proxies may be revoked at any time by the same means used to delegate them.

#### **RIGHT TO INFORMATION**

Shareholders may request, up to five days before the scheduled date of the General Meeting, that directors provide any information or clarifications that they may deem necessary, or submit written queries regarding items on the agenda, information accessible to the public as provided by the Company to the National Securities Market Commission since the previous General Meeting and regarding the auditor's report.

Shareholders wishing to exercise their right to information may do so in writing, addressing their correspondence to the Shareholder Office at calle Azul 4, 28050 Madrid, Spain; or by email to the address given in the Right to Information section of the 2022 General Meeting page of the Company's corporate website ([www.bbva.com](http://www.bbva.com)), following the instructions therein.

As of the time of this calling, any shareholder may review at the registered office (Plaza de San Nicolás, 4, Bilbao, Spain) or on the Company's corporate website ([www.bbva.com](http://www.bbva.com)), on the 2022 General Meeting page, the full texts of the proposed resolutions submitted for the approval of the General Meeting and the directors' reports on the agenda items, if so desired; the annual financial statements and management reports, both individual and consolidated, which include the non-financial information statement of the Bank

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and its consolidated Group, and which will be submitted for the approval of the General Meeting, together with the relevant statutory auditors' reports; the Annual Corporate Governance Report for the 2021 financial year; the curriculum vitae, category (status) and mandatory proposals and reports on the re-election and appointment of directors proposed under agenda item Three; the Board of Directors' report on the proposals submitted under agenda items Four, Five, Seven and Eight; and the Annual Report on the Remuneration of Directors of BBVA. Furthermore, the full text of the Regulations of the Board of Directors—the new wording of which will be discussed in the General Meeting—is made available to shareholders, along with the other legal documentation relating to the General Meeting.

In addition, shareholders will have access to the reports of the directors and the independent expert/statutory auditor—who is appointed by the Commercial Registry and is distinct from the Company's auditor—that have been issued since the previous General Meeting regarding the use of the delegation to issue convertible securities (CoCos issuance), which will also be presented to the General Meeting and which has been published and made available to shareholders at the time of their issuance.

Shareholders may request all the aforementioned documents be delivered or sent to them immediately and free of charge.

Likewise, between the time of publication of this calling and the General Meeting, all documents and information relating to the Annual General Shareholders' Meeting will be available in the 2022 General Meeting section of the Company's corporate website ([www.bbva.com](http://www.bbva.com)).

### **ONLINE SHAREHOLDER FORUM**

Pursuant to the provisions of Article 539.2 of the Corporate Enterprises Act, for the calling of the General Meeting, BBVA has set up an Online Shareholders Forum (hereinafter, the Forum) on the Company's corporate website ([www.bbva.com](http://www.bbva.com)), for the legally established purpose, which individual shareholders and duly authorized voluntary associations of shareholders may access with due protections, in accordance with Article 539.4 of the Corporate Enterprises Act.

The Forum may be used to publish proposals that are intended to be submitted as supplements to the agenda listed in the calling, requests to second these proposals, initiatives to achieve the percentage of votes required to exercise the minority right established by Law and offers or calls for voluntary proxies, in accordance with the instructions published on the Bank's corporate website ([www.bbva.com](http://www.bbva.com)) for this calling.

The Forum is not a channel for communication between the Company and its shareholders and is intended solely to facilitate communication between BBVA shareholders for the calling of the General Meeting before it is held. As such, the Forum is not a channel to be used for attending the General Meeting remotely.

In order to prove their identity, shareholders who wish to access and use the Forum must have a passcode. In so doing, shareholders must follow the relevant rules and instructions provided on the 2022 General Meeting section of the Bank's corporate website ([www.bbva.com](http://www.bbva.com)).

Shareholders who use electronic banking can sign in to the Forum using the passcode they use to access and perform transactions on the online banking website ([www.bbva.es](http://www.bbva.es)) or on the BBVA España app.

Shareholders who do not use online banking and shareholders who are legal persons, through their valid proxy, can register and obtain a passcode for the Forum by using their Electronic National Identity Document (DNIE) or their digital certificate for natural persons issued by the Royal Mint of Spain (Fábrica Nacional de Moneda y Timbre-Real Casa de la Moneda — FNMT-RCM) or, in the case of a legal person, their current and valid electronic certificate of legal person proxy.

### **SUSPENSION OF ELECTRONIC SYSTEMS**

The Bank will not be liable for any damages that may be incurred by shareholders or their proxies as a result of any breakdowns, overloads, line failures, connection faults or similar events, beyond the Bank's control, that may prevent the use of the tools created for shareholders to exercise their rights regarding the General Meeting.

The foregoing applies notwithstanding the adoption of the measures required in each situation, including the potential suspension or restriction of the mechanisms provided for attending and participating at the Meeting through the Remote Attendance Portal or for remotely voting or delegating a proxy prior to the

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General Meeting being held, when this is advisable or necessary for technical or security reasons, or even the temporary suspension or extension of the General Meeting if necessary to ensure that shareholders or their proxies can fully exercise their rights.

## **GENERAL INFORMATION**

Shareholders may consult the Company's Bylaws and the General Meeting Regulations on the Company's corporate website ([www.bbva.com](http://www.bbva.com)) for information relating to the General Meeting that is not provided in this notice.

Likewise, for more information, shareholders can contact the Shareholder Office at calle Azul, 4, 28050, Madrid, Spain, from 09.00 to 18.00, Monday through Friday; telephone the Shareholder Helpline at (+34) 91 224 98 21 from 08.00 to 22.00, Monday through Friday; or send an email to the mailbox: [accionistas@bbva.com](mailto:accionistas@bbva.com).

In order to safeguard the interests of shareholders, directors, employees and other persons responsible for the organization of the event, as well as to respect the applicable regulations, shareholders are informed that the Company's corporate website ([www.bbva.com](http://www.bbva.com)) will be kept up-to-date with the measures that may need to be taken when holding the General Meeting and may be of interest to shareholders or their proxies.

## **NOTARY PUBLIC AT THE GENERAL MEETING**

The Board of Directors has resolved to require the presence of a notary public to record the minutes of the General Meeting, pursuant to article 203 of the Corporate Enterprises Act and article 101 of the Commercial Registry Regulations.

## **PERSONAL DATA PROCESSING**

In accordance with the provisions of Organic Law 3/2018, of 5 December, on Personal Data Protection and digital rights guarantee, BBVA will process the shareholder's personal data and, where applicable, that of its proxy in accordance with the provisions of the document on processing of personal data which can be consulted at the following link: [accionistaseinversores.bbva.com/PTDA](http://accionistaseinversores.bbva.com/PTDA). Rights to access, amend, oppose, suppress, transfer and limit processing may be exercised in accordance with the aforementioned document.

## **NOTE**

Shareholders are informed that, due to the continued uncertainty as to how the pandemic and the health situation will evolve, in the event that, between the calling and the scheduled date for holding the Meeting, there are extenuating circumstances —beyond the Company's control as a result of the legal provisions set down by the competent authorities— which severely restrict the possibility of holding the General Meeting at the planned venue referred to in this call notice, or at a different venue to the one initially envisaged within the same municipal district, the General Meeting would be held entirely remotely, this is, without the physical attendance of the shareholders or their proxies, in accordance with the timeframes and procedures established in the Remote Attendance section of this call notice, supplemented by the additional requirements set forth in the applicable legal and statutory provisions applicable to this type of meetings, which have been published in the referred section of the Company's corporate website ([www.bbva.com](http://www.bbva.com)).

The Company will inform shareholders, through the Company's corporate website ([www.bbva.com](http://www.bbva.com)) and the daily press, as soon as it were reasonably possible, of the existing extenuating circumstances and the measures adopted in relation to the holding of the General Meeting.

In any case, shareholders are reminded that they can exercise their rights, prior to the General Meeting being held, by using the remote participation mechanisms provided for in this call notice, in accordance with the timeframes and instructions set out in it, and on the 2022 General Meeting page of the Company's corporate website ([www.bbva.com](http://www.bbva.com)).

THE GENERAL MEETING IS SCHEDULED TO BE HELD, ON SECOND CALL, ON MARCH 18, 2022 AT THE TIME AND PLACE INDICATED, UNLESS SHAREHOLDERS ARE NOTIFIED OTHERWISE THROUGH THE DAILY PRESS AND THE BANK'S CORPORATE WEBSITE ([www.bbva.com](http://www.bbva.com)).

Bilbao, February 15, 2022, the General Secretary and Secretary of the Board of Directors.

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