

FINAL TERMS

4 May 2018

BBVA GLOBAL MARKETS, B.V.

(a private company with limited liability (besloten vennootschap met beperkte aansprakelijkheid) incorporated under Dutch law with its seat in Amsterdam, the Netherlands but its tax residency in Spain)
(as “**Issuer**”)

Issue of Series 652 EUR 636,000 Index Linked Notes due 2024 (the “**Notes**”)

under the €4,000,000,000
Structured Medium Term Note Programme

guaranteed by

BANCO BILBAO VIZCAYA ARGENTARIA, S.A.

(incorporated with limited liability in Spain)
(as “**Guarantor**”)

These Notes are not intended for, and are not to be offered to, the public in any jurisdiction of the EEA.

Any person making or intending to make an offer of the Notes may only do so in circumstances in which no obligation arises for the Issuer or the Dealer to publish a prospectus pursuant to Article 3 of the Prospectus Directive or to supplement a prospectus pursuant to Article 16 of the Prospectus Directive, in each case, in relation to such offer.

Neither the Issuer nor the Dealer has authorised, nor do they authorise, the making of any offer of Notes in any other circumstances.

PART A - CONTRACTUAL TERMS

Terms used herein shall be deemed to be defined as such for the purposes of the General Conditions of the Notes (and, together with the applicable Annex(es), the “**Conditions**”) set forth in the Base Prospectus dated 21 July 2017 and the supplements to it dated 14 August 2017, 21 September 2017, 22 November 2017, 4 December 2017 and 8 March 2018 which together constitutes a base prospectus for the purposes of the Prospectus Directive (the “**Base Prospectus**”). 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 Base Prospectus. Full information on the Issuer, the Guarantor and the offer of the Notes is only available on the basis of the combination of these Final Terms and the Base Prospectus. An issue specific summary of the Notes (which comprises the summary in the Base Prospectus as amended to reflect the provisions of these Final Terms) is annexed to these Final Terms. The Base Prospectus has been published on the websites of the Irish Stock Exchange (www.ise.ie) and the Central Bank of Ireland (<http://www.centralbank.ie>).

The Notes have not been and will not be registered under the United States Securities Act of 1933, as amended (the “**Securities Act**”) or under any state securities laws, and the Notes may not be offered, sold, transferred, pledged, delivered, redeemed, directly or indirectly, at any time within the United States or to, or for the account or benefit of, or by, any U.S. person. Furthermore, the Notes do not constitute, and have not been marketed as, contracts of sale of a commodity for future delivery (or options thereon) subject to the U.S. Commodity Exchange Act, as amended (the “**CEA**”), and trading in the Notes has not been approved by the U.S. Commodity Futures Trading Commission (the “**CFTC**”) pursuant to the CEA, and no U.S. person may at any time trade or maintain a position in the Notes. For a description of the restrictions on offers and sales of the Notes, see “*Subscription and Sale*” in the Base Prospectus.

As used herein, “**U.S. person**” includes any “**U.S. person**” or person that is not a “**non-United States person**” as either such term may be defined in Regulation S or in regulations adopted under the CEA.

1. (a) Issuer BBVA Global Markets, B.V.

	(b)	Guarantor:	Banco Bilbao Vizcaya Argentaria, S.A.
	(c)	Principal Paying Agent:	Deutsche Bank AG, London Branch
	(d)	Registrar:	Not applicable
	(e)	Transfer Agent:	Not applicable
	(f)	Calculation Agent:	Banco Bilbao Vizcaya Argentaria, S.A.
2.	(a)	Series Number:	652
	(b)	Tranche Number:	1
	(c)	Date on which the Notes will be consolidated and form a single Series:	Not applicable
	(d)	Applicable Annex(es):	Annex 1: Payout Conditions Annex 2: Index Linked Conditions
3.		Specified Notes Currency or Currencies:	Euro (“EUR”)
4.		Aggregate Nominal Amount:	
	(a)	Series:	EUR 636,000
	(b)	Tranche:	EUR 636,000
5.		Issue Price:	100 per cent. of the Aggregate Nominal Amount
6.	(a)	Specified Denomination(s):	EUR 1,000
	(b)	Minimum Tradable Amount:	EUR 100,000
	(c)	Calculation Amount:	EUR 1,000
7.	(a)	Issue Date:	4 May 2018
	(b)	Interest Commencement Date:	Not applicable
8.		Maturity Date:	6 May 2024 or if that is not a Business Day the immediately succeeding Business Day unless it would thereby fall into the next calendar month, in which event it will be brought forward to the immediately preceding Business Day
9.		Interest Basis:	Applicable Specified Interest Amount

(see paragraph 21 below)

- 10.** Redemption Basis: Index Linked Redemption
- 11.** Reference Item(s): The following Reference Items (k) (from k=1 to k=4) will apply:
- k=1, EURO STOXX 50 Index (see paragraph 36 below)
- k=2, Standard and Poor's 500 Index (see paragraph 36 below)
- k=3, FTSE 100 Index (see paragraph 36 below)
- k=4, Nikkei 225 Index (see paragraph 36 below)
- 12.** Put/Call Options: Not applicable
- 13.** Settlement Exchange Rate Provisions: Not applicable
- 14.** Status of the Notes: Senior
- 15.** Knock-in Event: Applicable: Knock-in Value is less than the Knock-in Level
- (i) Knock-in Value: Worst Value
- Where;
- “RI Initial Value”** means, in respect of a Reference Item, the Initial Closing Price
- “RI Value”** means, in respect of a Reference Item and a ST Valuation Date, (i) the RI Closing Value for such Reference Item in respect of such ST Valuation Date, divided by (ii) the relevant RI Initial Value
- “ST Valuation Date”** means each Knock-in Determination Day and the Redemption Valuation Date
- (ii) Knock-in Level: 65 per cent.
- (iii) Knock-in Range: Not applicable
- (iv) Knock-in Determination Day(s): Redemption Valuation Date (see paragraph 36 (ix) below)
- (v) Knock-in Determination Period: Not applicable
- (vi) Knock-in Period Beginning Date: Not applicable
- (vii) Knock-in Period Beginning Date Scheduled Trading: Not applicable

Day Convention:

- (viii) Knock-in Period Ending Date: Not applicable
- (ix) Knock-in Period Ending Date Scheduled Trading Day Convention: Not applicable
- (x) Knock-in Valuation Time: Scheduled Closing Time

16. Knock-out Event: Not applicable

17. CNY Provisions: Not applicable

PROVISIONS RELATING TO INTEREST (IF ANY) PAYABLE

- 18. **Interest:** Applicable
 - (i) Interest Period End Date(s): Not applicable
 - (ii) Business Day Convention for Interest Period End Date(s): Not applicable
 - (iii) Interest Payment Date(s): 6th May 2019, 4th May 2020, 4th May 2021, 4th May 2022, 4th May 2023 and 6th May 2024
 - (iv) Business Day Convention for Interest Payment Date(s): Modified Following Business Day Convention
 - (v) Minimum Interest Rate: Not applicable
 - (vi) Maximum Interest Rate: Not applicable
 - (vii) Day Count Fraction: Not applicable
 - (viii) Determination Date(s): Not applicable
 - (ix) Rate of Interest: Not applicable
- 19. **Fixed Rate Note Provisions:** Not applicable
- 20. **Floating Rate Note Provisions:** Not applicable
- 21. **Specified Interest Amount Note Provisions:** Applicable
 - (i) Specified Interest: In respect of each Specified Interest Payment Date, EUR

	Amount(s):		38.33 per Calculation Amount
(ii)	Specified Interest Payment Date(s):	Interest	Each Interest Payment Date (see paragraph 18 (iii) above), as adjusted in accordance with the Business Day Convention
(iii)	Specified Interest Amount Multiplier:	Interest	Not applicable
(iv)	Business Day Convention	Day	Modified Following Business Day Convention
22.	Zero Coupon Note Provisions:		Not applicable
23.	Index Linked Interest Provisions:		Not applicable
24.	Equity Linked Interest Provisions		Not applicable
25.	Inflation Linked Interest Provisions:		Not applicable
26.	Fund Linked Interest Provisions:		Not applicable
27.	Foreign Exchange (FX) Rate Linked Interest Provisions:		Not applicable
28.	Reference Item Rate Linked Interest:		Not applicable
29.	Combination Note Interest:		Not applicable

PROVISIONS RELATING TO REDEMPTION

30.	Final Redemption Amount:	Calculation Amount * Final Payout
31.	Final Payout:	Applicable

Redemption (ix) - Versus Standard

(A) if no Knock-in Event has occurred:

100 per cent.; or

(B) if a Knock-in Event has occurred:

Min [100 per cent.; FR Value]

Where:

“**FR Value**” means, in respect of the Redemption Valuation Date, the Worst Value.

32.	Automatic Redemption:	Early	Not applicable
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33.	Issuer Call Option:	Not applicable
34.	Noteholder Put:	Not applicable
35.	Early Redemption Amount:	As set out in General Condition 6
36.	Index Linked Redemption:	Applicable
	(i) Index/Basket of Indices:	<p>Reference Items k=1 to k=4 inclusive:</p> <p>k=1:</p> <p>EURO STOXX 50 Index</p> <p>Composite</p> <p>Weighting: Not applicable</p> <p>k=2:</p> <p>Standard and Poor's 500 Index</p> <p>Composite</p> <p>Weighting: Not applicable</p> <p>k=3:</p> <p>FTSE 100 Index</p> <p>Non Composite</p> <p>Weighting: Not applicable</p> <p>k=4:</p> <p>Nikkei 225 Index</p> <p>Non Composite</p> <p>Weighting: Not applicable</p>
	(ii) Index Currency:	<p>k=1: EUR</p> <p>k=2: USD</p> <p>k=3: GBP</p> <p>k=4: JPY</p>
	(iii) Exchange(s) and Index Sponsor:	<p>k=1</p> <p>(a) the relevant Exchange is the principal stock exchange on which the securities comprising the Index are principally traded, as determined by the Calculation Agent</p> <p>(b) the relevant Index Sponsor is STOXX Limited</p> <p>k=2</p>

(a) the relevant Exchange is the The principal stock exchange on which the securities comprising the Index are principally traded, as determined by the Calculation Agent

(b) the relevant Index Sponsor is S&P Dow Jones Indices LLC

k=3

(a) the relevant Exchange is the London Stock Exchange

(b) the relevant Index Sponsor is FTSE International Limited

k=4

(a) the relevant Exchange is the Tokyo Stock Exchange

(b) the relevant Index Sponsor is Nikkei Inc.

- | | | |
|---------|-------------------------------|---|
| (iv) | Related Exchange: | All Exchanges |
| (v) | Screen Page: | k=1: Bloomberg Code: [SX5E] <Index>
k=2: Bloomberg Code: [SPX] <Index>
k=3: Bloomberg Code: [UKX] <Index>
k=4: Bloomberg Code: [NKY] <Index> |
| (vi) | Strike Date: | 27 April 2018 |
| (vii) | Strike Period: | Not applicable |
| (viii) | Averaging: | Averaging does not apply to the Notes |
| (ix) | Redemption Valuation Date(s): | 29 April 2024 |
| (x) | Valuation Time: | Scheduled Closing Time |
| (xi) | Observation Date(s): | Not applicable |
| (xii) | Observation Period: | Not applicable |
| (xiii) | Exchange Business Day: | (All Indices Basis) |
| (xiv) | Scheduled Trading Day: | (All Indices Basis) |
| (xv) | Index Correction Period: | As set out in Index Linked Condition 7 |
| (xvi) | Disrupted Day: | As set out in the Index Linked Conditions |
| (xvii) | Index Adjustment Event: | As set out in Index Linked Condition 2 |
| (xviii) | Additional Disruption Events: | The following Additional Disruption Events apply to the Notes: |

Change in Law

The Trade Date is 28 February 2018

Delayed Redemption on Occurrence of Additional Disruption Event: Not applicable

- (xix) Market Disruption: Specified Maximum Days of Disruption will be equal to three
37. **Equity Linked Redemption:** Not applicable
38. **Inflation Linked Redemption:** Not applicable
39. **Fund linked Redemption:** Not applicable
40. **Credit Linked Redemption:** Not applicable
41. **Foreign Exchange (FX) Rate Linked Redemption:** Not applicable
42. **Reference Item Rate Linked Redemption:** Not applicable
43. **Combination Note Redemption:** Not applicable
44. **Provisions applicable to Instalment Notes:** Not applicable
45. **Provisions applicable to Physical Delivery:** Not applicable
46. **Provisions applicable to Partly Paid Notes; amount of each payment comprising the Issue Price and date on which each payment is to be made and consequences of failure to pay, including any right of the Issuer to forfeit the Notes and interest due on late payment:** Not applicable
47. **Variation of Settlement:** The Issuer does not have the option to vary settlement in respect of the Notes as set out in General Condition 5(b)(ii)
48. **Payment Disruption Event** Not applicable

GENERAL PROVISIONS APPLICABLE TO THE NOTES

49. **Form of Notes:** Bearer Notes:
- Temporary Bearer Global Note exchangeable for a Permanent Bearer Global Note which is exchangeable for definitive Bearer Notes only upon an Exchange Event excluding the exchange event described in paragraph (iii) of the definition in

the permanent Global Note

50. **New Global Note:** No
51. **(i) Financial Centre(s):** Not applicable
- (ii) Additional Business Centre(s):** Not applicable
52. **Talons for future Coupons or Receipts to be attached to definitive Notes (and dates on which such Talons mature):** No
53. **Redenomination, renominatisation and reconventioning provisions:** Not applicable
54. **Prohibition of Sales to EEA Retail Investors:** Not applicable

RESPONSIBILITY

The Issuer and the Guarantor accept responsibility for the information contained in these Final Terms.

Signed on behalf of the Issuer:

By: Christian Molensen

Duly authorised **Authorised Signatory**
Firma Autorizada

Signed on behalf of the Guarantor:

By: _____

Duly authorised **MARIAN COSCARÓN TOMÉ**
Authorised Signatory
Firma Autorizada

PART B-OTHER INFORMATION

1 Listing and Admission to trading

Irish Stock Exchange's Official List

Application has been made for the Notes to be admitted to trading on Irish Stock Exchange's regulated market with effect from the Issue Date.

2 Ratings

Ratings: The Notes have not been rated. The rating of the Guarantor is:

S&P Global: A-

Moody's: Baa1

Fitch: A-

The rating of the Issuer is:

S&P: A-

Each of S&P, Moody's and Fitch is established in the European Union and is registered under Regulation (EC) No. 1060/2009 (as amended). As such each of S&P, Moody's and Fitch is included in the list of credit rating agencies published by the European Securities and Markets Authority on its website in accordance with such Regulation.

3 Interests of Natural and Legal Persons Involved in the Issue

A fee has been paid by the Dealer to a third party distributor. For specific and detailed information on the nature and quantity of such fee, the investor should contact the distributor in respect of the Notes.

4 Reasons for the Offer, Estimated Net Proceeds and Total Expenses

- | | | |
|-------|---------------------------|--|
| (i) | Reasons for the offer: | See " <i>Use of Proceeds</i> " section in the Base Prospectus |
| (ii) | Estimated net proceeds: | EUR 636,000 |
| (iii) | Estimated total expenses: | The estimated total expenses that can be determined as of the issue date are up to EUR 600 consisting of listing fees, such expenses exclude certain out-of pocket expenses incurred or to be incurred by or on behalf of the issuer in connection with the admission to trading |

5 Performance of Index, Explanation of Effect on Value of Investment and Other Information concerning the Underlying

The past and future performance, the volatility and background information about each Index can be obtained from the corresponding Bloomberg Screen Page as set out in paragraph 36(v) above.

For a description of any adjustments and disruption events that may affect the Reference Items and any adjustment rules in relation to events concerning the Reference Items (if applicable) please see Annex 2

(Additional Terms and Conditions for Index Linked Notes) in the Issuer's Base Prospectus.

The Issuer does not intend to provide post-issuance information.

6 Operational Information

(i)	ISIN Code:	XS1789189237
(ii)	Common Code:	178918923
(iii)	CUSIP:	Not applicable
(iv)	Valoren Code:	Not applicable
(v)	Other Code(s):	Not applicable
(vi)	Any clearing system(s) other than Euroclear, Clearstream Luxembourg and the DTC approved by the Issuer and the Principal Paying Agent and the relevant identification number(s):	Not applicable
(vii)	Delivery:	Delivery against payment
(viii)	Additional Paying Agent(s) (if any):	Not applicable
(ix)	Intended to be held in a manner which would allow Eurosystem eligibility	No. Whilst the designation is specified as "no" at the date of these Final Terms, should the Eurosystem eligibility criteria be amended in the future such that the Notes are capable of meeting them the Notes may then be deposited with one of the ICSDs as common safekeeper. Note that this does not necessarily mean that the Notes will then be recognised as eligible collateral for Eurosystem monetary policy and intra day credit operations by the Eurosystem at any time during their life. Such recognition will depend upon the ECB being satisfied that Eurosystem eligibility criteria have been met.

7 Distribution

7.1 Method of distribution:	Non-syndicated
7.2 If non-syndicated, name and address of relevant Dealer:	Banco Bilbao Vizcaya Argentaria,S.A. C/ Saucedo 28 28050 Madrid Spain
7.3 U.S. Selling Restrictions:	The Notes are only for offer and sale outside the United States in offshore transactions to persons that are not U.S. persons in reliance on Regulation S under the Securities Act and may not be offered, sold, transferred,

pledged, delivered, redeemed, directly or indirectly, at any time within the United States or to, or for the account or benefit of, or by, any U.S. person. Each initial purchaser of the Notes and each subsequent purchaser or transferee of the Notes shall be deemed to have agreed with the issuer or the seller of such Securities that (i) it will not at any time offer, sell, resell or deliver, directly or indirectly, such Securities so purchased in the United States or to, or for the account or benefit of, any U.S. person or to others for offer, sale, resale or delivery, directly or indirectly, in the United States or to, or for the account or benefit of, any U.S. person and (ii) it is not purchasing any Securities for the account or benefit of any U.S. person. Reg. S Compliance Category 2; TEFRA D

7.4 U.S. "Original Issue Discount" Legend:

Not applicable

7.5 Non-Exempt Offer:

Not applicable

8 Index Disclaimer(s)

Eurostoxx 50 Index

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- The accuracy, timeliness, and completeness of the EURO STOXX 50® and its data;
 - The merchantability and the fitness for a particular purpose or use of the EURO STOXX 50® and its data;
 - The performance of the product generally.
- » STOXX, Deutsche Börse Group and their licensors, research partners or data providers give no warranty and exclude any liability, for any errors, omissions or interruptions in the EURO STOXX 50® or its data;
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The licensing agreement between the Issuer and STOXX is solely for their benefit and not for the benefit of the owners of the product or any other third parties.

FTSE 100 Index

"The Issuer, Dealer, Investor and each purchaser of the Notes (altogether the **"Parties"**) agree and acknowledge that the note issuance contemplated herein (the **"Transaction"**) is not sponsored, recommended, endorsed, sold or promoted by the **FTSE 100 Index** (the **"Index"**) nor by **FTSE International Limited** (the **"Index Sponsor"**). The Parties also agree and acknowledge that the Index Sponsor does not make any representations regarding the results to be obtained from using their Index or the level at which an Index may stand nor its suitability. Further, the Parties will not have any liability to each other for an act or omission by the Index Sponsor, for the accuracy, timeliness and completeness of the Index and its data, the merchantability for a particular purpose or use of the Index and its data nor the performance of the Transaction."

Standard and Poor's 500 Index

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ANY ERRORS, OMISSIONS, OR DELAYS THEREIN. S&P DOW JONES INDICES MAKES NO EXPRESS OR IMPLIED WARRANTIES, AND EXPRESSLY DISCLAIMS ALL WARRANTIES, OF MERCHANTABILITY OR FITNESS FOR A PARTICULAR PURPOSE OR USE OR AS TO RESULTS TO BE OBTAINED BY THE ISSUER OR BBVA, OWNERS OF THE PRODUCT, OR ANY OTHER PERSON OR ENTITY FROM THE USE OF THE S&P 500 INDEX OR WITH RESPECT TO ANY DATA RELATED THERETO. WITHOUT LIMITING ANY OF THE FOREGOING, IN NO EVENT WHATSOEVER SHALL S&P DOW JONES BE LIABLE FOR ANY INDIRECT, SPECIAL, INCIDENTAL, PUNITIVE, OR CONSEQUENTIAL DAMAGES INCLUDING BUT NOT LIMITED TO, LOSS OF PROFITS, TRADING LOSSES, LOST TIME OR GOODWILL, EVEN IF THEY HAVE BEEN ADVISED OF THE POSSIBILITY OF SUCH DAMAGES, WHETHER IN CONTRACT, TORT, STRICT LIABILITY, OR OTHERWISE. THERE ARE NO THIRD PARTY BENEFICIARIES OF ANY AGREEMENTS OR ARRANGEMENTS BETWEEN S&P DOW JONES INDICES AND THE ISSUER OR BBVA, OTHER THAN THE LICENSORS OF S&P DOW JONES INDICES.

Nikkei 225 Index

"The Issuer, Dealer, Investor and each purchaser of the Notes (altogether the "**Parties**") agree and acknowledge that the note issuance contemplated herein (the "**Transaction**") is not sponsored, recommended, endorsed, sold or promoted by the **Nikkei 225 Index** (the "**Index**") nor by **Nikkei Inc.** (the "**Index Sponsor**"). The Parties also agree and acknowledge that the Index Sponsor does not make any representations regarding the results to be obtained from using their Index or the level at which an Index may stand nor its suitability. Further, the Parties will not have any liability to each other for an act or omission by the Index Sponsor, for the accuracy, timeliness and completeness of the Index and its data, the merchantability for a particular purpose or use of the Index and its data nor the performance of the Transaction."

The Issuer is only offering to and selling to the Dealer pursuant to and in accordance with the terms of the Programme Agreement. All sales to persons other than the Dealer will be made by the Dealer or persons to whom they sell, and/or otherwise make arrangements with, including the Financial Intermediaries. The Issuer shall not be liable for any offers, sales or purchase of Notes by the Dealer or Financial Intermediaries in accordance with the arrangements in place between any such Dealer or any such Financial Intermediary and its customers.

Financial intermediaries seeking to rely on the Base Prospectus and any Final Terms to resell or place Notes as permitted by article 3.2 of the 2010 PD Amending Directive must obtain prior written consent from the Issuer and the Guarantor; nothing herein is to be understood as a waiver of such requirement for prior written consent.

SUMMARY OF NOTES

Summaries are made up of disclosure requirements known as “**Elements**”. These Elements are numbered in Sections A – E (A.1 – E.7). This Summary contains all the Elements required to be included in a summary for the Notes and the Issuer. Because some Elements are not required to be addressed, there may be gaps in the numbering sequence of the Elements. Even though an Element may be required to be inserted in a summary because of the type of securities and issuer, it is possible that no relevant information can be given regarding the Element. In this case a short description of the Element should be included in the summary explaining why it is not applicable.

Section A– Introduction and warnings

Element	
A.1	<p>This summary should be read as an introduction to the Base Prospectus and the Final Terms.</p> <p>Any decision to invest in any Notes should be based on a consideration of the Base Prospectus as a whole, including any documents incorporated by reference, and the Final Terms.</p> <p>Where a claim relating to information contained in the Base Prospectus and the Final Terms is brought before a court in a Member State of the European Economic Area, the plaintiff may, under the national legislation of the Member State where the claim is brought, be required to bear the costs of translating the Base Prospectus and the Final Terms before the legal proceedings are initiated. Civil liability attaches to the Issuer or the Guarantor in any such Member State solely on the basis of this summary, including any translation of it, but only if the summary is misleading, inaccurate or inconsistent when read together with the other parts of the Base Prospectus and the Final Terms or, following the implementation of the relevant provisions of Directive 2010/73/EU in the relevant Member State, it does not provide, when read together with the other parts of the Base Prospectus and the Final Terms, key information in order to aid investors when considering whether to invest in the Notes.</p>
A.2	Not Applicable - the Notes are not being offered to the public as part of a Non-exempt Offer

Section B– Issuer and Guarantor

Element	Title	
B.1	Legal and commercial name of the Issuer:	BBVA Global Markets B.V.
B.2	Domicile/ legal form/ legislation/ country of incorporation:	The Issuer is a private company with limited liability (<i>besloten vennootschap met beperkte aansprakelijkheid</i>) and was incorporated under the laws of the Netherlands on 29 October 2009. The Issuer's registered office is Calle Saucedo, 28, 28050 Madrid, Spain and it has its "place of effective management" and "centre of principal interests" in Spain.
B.4b	Trend information:	Not Applicable - There are no known trends, uncertainties, demands, commitments or events that are reasonably likely to have a material

		effect on the Issuer's prospects for its current financial year.				
B.5	Description of the Group:	The Issuer is a direct wholly-owned subsidiary of Banco Bilbao Vizcaya Argentaria, S.A.				
		Banco Bilbao Vizcaya Argentaria, S.A. and its consolidated subsidiaries (the " Group " or " BBVA Group ") are a highly diversified international financial group, with strengths in the traditional banking businesses of retail banking, asset management, private banking and wholesale banking. It also has investments in some of Spain's leading companies.				
B.9	Profit forecast or estimate:	Not Applicable - No profit forecasts or estimates have been made in this Base Prospectus.				
B.10	Audit report qualifications:	Not Applicable - No qualifications are contained in any audit report included in this Base Prospectus.				
B.12	The key audited financial data for the Issuer are as follows:					
	<i>Income Statement</i>					
	The table below sets out summary information extracted from the Issuer's audited consolidated income statement for each of the periods ended 31 December 2016 and 31 December 2015 and the Issuer's unaudited consolidated income statement for the period ended 30 June 2017 and 30 June 2016:					
	STATEMENT OF COMPREHENSIVE INCOME					
	<i>Thousands of euros</i>	Note	30.06.2017	30.06.2016(*)	31.12.2016	31.12.2015(*)
	- Interest income and similar income	9-10	97,743	70,535	101,321	68,122
	- Interest expense and similar expenses	10-11	(97,494)	(70,366)	(100,890)	(67,777)
	- Exchange rate differences		(86)	(13)	37	52
	- Other operating expenses		62	-	-	-
			(217)	(142)	(234)	(123)
	Result of the year before tax		8	14	234	274
	- Income tax		(2)	(4)	(76)	(82)

Result of the year from continued operations		6	10	158	192
Comprehensive result of the year		-	-	-	-
Total comprehensive result of the year		6	10	158	192

(* Presented for comparison purposes only.)

Statement of Financial Position

The table below sets out summary information extracted from the Issuer's audited statement of financial position as at 31 December 2016 and 31 December 2015 and the Issuer's unaudited statement of financial position as at 30 June 2017 and 30 June 2016:

STATEMENT OF FINANCIAL POSITION

(before appropriation of net income)

<i>Thousands of euros</i>	Note	30.12.2016	30.12.2015*	31.12.2016	30.12.2015*
ASSETS:					
<i>Non-current assets</i>					
- <i>Long-Term deposits due from Parent</i>	9	1,562,616	1,069,459	1,224,154	882,725
- Derivatives	10	65,338	55,108	41,402	47,344
- Other assets		-	-	-	7
<i>Current assets</i>					
- <i>Short-Term deposits due from Parent</i>	9	185,211	79,297	103,358	20,894
- Derivatives	10	8,273	9,029	3,947	3,792
- Cash and cash equivalents	8	241	279	481	101
- Interest receivable from Parent	9	79,571	93,584	68,925	85,073
- Other assets		28	17	2	-
Total assets		1,901,278	1,306,773	1,442,269	1,039,936
LIABILITIES:					
<i>Long-Term liabilities</i>					

-Long-Term securities issued	debt	11	1,562,391	1,069,507	1,223,474	882,212
- Derivatives		10	65,338	55,108	41,402	47,344
- Other liabilities			-	3	-	7
Short-Term liabilities						
- Short-Term securities issued	debt	11	185,215	79,313	103,392	20,894
- Derivatives		10	8,273	9,029	3,947	3,792
- Interest payable to third parties		11	78,859	92,896	68,806	84,968
- Other liabilities			11	24	29	49
- Credit account			502	436	498	228
- Current tax liabilities			108	30	146	25
Total liabilities			1,900,697	1,306,346	1,441,694	1,039,519
SHAREHOLDER'S EQUITY:						
Capital						
- Issued share capital		12	90	90	90	90
- Other reserves			485	327	327	135
- Result of the year			6	10	158	192
Total shareholder's equity			581	427	575	417
Total liabilities and shareholder's equity			1,901,278	1,306,773	1,442,269	1,039,936
* Presented for comparison purposes only.						
Statements of no significant or material adverse change						
There has been no significant change in the financial or trading position of the Issuer since 30 June 2017. There has been no material adverse change in the prospects of the Issuer since 31 December 2016.						
B.13	Events impacting the Issuer's solvency:	Not Applicable - There are no recent events particular to the Issuer which are to a material extent relevant to the evaluation of the Issuer's solvency.				
B.14	Dependence upon other	See Element B.5 ("Description of the Group").				

	group entities:	The Issuer is dependent upon the Guarantor to meet its payment obligations under the Notes. Should the Guarantor fail to pay interest on or repay any deposit made by the Issuer or meet its commitment under a hedging arrangement in a timely fashion, this will have a material adverse effect on the ability of the Issuer to fulfil its obligations under Notes issued under the Programme.
B.15	Principal activities:	The Issuer serves as a financing company for the purposes of the Group and is regularly engaged in different financing transactions within the limits set forth in its articles of association. The Issuer's objective is, among others, to arrange medium and long term financing for the Group and cost saving by grouping these activities.
B.16	Controlling shareholders:	The Issuer is a direct wholly-owned subsidiary of Banco Bilbao Vizcaya Argentaria, S.A.
B.17	Credit ratings:	The Issuer has been rated "A-" by S&P Global. Notes issued under the Programme may be rated or unrated. Details of the rating, if applicable, will be set out in the Final Terms. The Notes are not rated. A security rating is not a recommendation to buy, sell or hold securities and may be subject to suspension, reduction or withdrawal at any time by the assigning rating agency.
B.18	Description of the Guarantee:	The Notes will be unconditionally and irrevocably guaranteed by the Guarantor. The obligations of the Guarantor under its guarantee will be direct, unconditional and unsecured obligations of the Guarantor and will rank <i>pari passu</i> with all other unsecured and unsubordinated obligations of the Guarantor.
B.19	Information about the Guarantor:	
B.19 (B.1)	Legal and commercial name of the Guarantor:	The legal name of the Guarantor is Banco Bilbao Vizcaya Argentaria, S.A. It conducts its business under the commercial name "BBVA".
B.19 (B.2)	Domicile/ legal form/ legislation/ country of incorporation:	The Guarantor is a limited liability company (a <i>sociedad anónima</i> or S.A.) and was incorporated under the Spanish Corporations Law on 1 October 1988. It has its registered office at Plaza de San Nicolás 4, Bilbao, Spain, 48005, and operates out of Calle Azul, 4, 28050, Madrid, Spain.
B.19 (B.4(b))	Trend information:	Not Applicable - There are no known trends, uncertainties, demands, commitments or events that are reasonably likely to have a material effect on the Guarantor's prospects for its current financial year.
B.19 (B.5)	Description of the Group:	The Group is a highly diversified international financial group, with strengths in the traditional banking businesses of retail banking, asset management, private banking and wholesale banking. It also has investments in some of Spain's leading companies. As of 31 December 2017, the Group was made up of 341 consolidated entities and 76 entities accounted for using the equity method.

		The companies are principally domiciled in the following countries: Argentina, Belgium, Bolivia, Brazil, Cayman Islands, Chile, Colombia, Ecuador, France, Germany, Ireland, Italy, Luxembourg, Mexico, Netherlands, Netherlands Antilles, Peru, Portugal, Spain, Switzerland, Turkey, United Kingdom, United States of America, Uruguay and Venezuela. In additions, BBVA has an active presence in Asia.	
B.19 (B.9)	Profit forecast or estimate:	Not Applicable - No profit forecasts or estimates have been made in this Base Prospectus.	
B.19 (B.10)	Audit report qualifications:	Not Applicable - No qualifications are contained in any audit report included in this Base Prospectus.	
B.19 (B.12)	Selected historical key financial information:		
	<i>Income Statement</i>		
	The table below sets out summary information extracted from the Group's audited consolidated income statement for each of the periods ended 31 December 2017 and 31 December 2016:		
	<i>Millions of euros</i>	31.12.2017	31.12.2016*
	- Net interest income	17,758	17,059
	- Gross income	25,270	24,653
	- Net operating income	7,222	6,874
	- Operating profit before tax	6,931	6,392
	Profit attributable to parent company	3,519	3,475
	(*) Presented for comparison purposes only		
	<i>Balance Sheet</i>		
	The table below sets out summary information extracted from the Group's audited consolidated balance sheet as of 31 December 2017 and 31 December 2016:		
	<i>Millions of euros</i>	31.12.2017	30.09.2016*
	Total Assets	690,059	731,856
	Loans and advances to customers	387,621	414,500
	Customer deposits (1)	376,379	401,465
	Debt Certificates and Other financial liabilities	75,765	89,504

	(2)		
	Total customer funds (1) + (2)	452,144	490,969
	Total equity	53,323	55,428
(*) Presented for comparison purposes only			
Statements of no significant or material adverse change			
There has been no significant change in the financial or trading position of the Group since December 31, 2017 and there has been no material adverse change in the prospects of the Group since December 31, 2017			
B.19 (B.13)	Events impacting the Guarantor's solvency:	Not Applicable - There are no recent events particular to the Guarantor which are to a material extent relevant to an evaluation of its solvency.	
B.19 (B.14)	Dependence upon other Group entities:	Not Applicable – The Guarantor is not dependent on any other Group entities.	
B.19 (B.15)	The Guarantor's Principal activities:	<p>The Guarantor is a highly diversified international financial group, with strengths in the traditional banking businesses of retail banking, asset management, private banking and wholesale banking. It also has some investments in some of Spain's leading companies. Set for the below are the Group's current seven operating segments:</p> <ul style="list-style-type: none"> • Banking activity in Spain • Real Estate Activity in Spain • Turkey • Rest of Eurasia • Mexico • South America • United States <p>In addition to the operating segments referred to above, the Group has a Corporate Centre which includes those items that have not been allocated to an operating segment. It includes the Group's general management functions, including: costs from central units that have a strictly corporate function; management of structural exchange rate positions carried out by the Financial Planning unit; specific issues of capital instruments to ensure adequate management of the Group's overall capital positions; proprietary portfolios such as industrial holdings and their corresponding results; certain tax assets and liabilities; provisions related to commitments with pensioners; and goodwill and other intangibles.</p>	
B.19 (B.16)	Controlling shareholders:	Not Applicable - The Guarantor is not aware of any shareholder or group of connected shareholders who directly or indirectly control the Guarantor.	

B.19 (B.17)	Credit ratings:	The Guarantor has been rated "A-" by Fitch, "Baa1" by Moody's and "A-" by S&P Global. A security rating is not a recommendation to buy, sell or hold securities and may be subject to suspension, reduction or withdrawal at any time by the assigning rating agency.
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Section C – Securities

Element	Title	
C.1	Description of Notes/ISIN:	<p>The Notes described in this section are debt securities with a denomination of less than €100,000 (or its equivalent in any other currency).</p> <p>Title of Notes: Series 652 EUR 636,000 Index Linked Notes due 2024</p> <p>Series Number: 652</p> <p>Tranche Number: 1</p> <p>ISIN Code: XS1789189237</p> <p>Common Code:178918923</p>
C.2	Currency:	The specified currency of this Series of Notes is Euro (“EUR”)
C.5	Restrictions on transferability:	Not Applicable - There are no restrictions on the free transferability of the Notes. However, selling restrictions apply to offers, sales or transfers of the Notes under the applicable laws in various jurisdictions. A purchaser of the Notes is required to make certain agreements and representations as a condition to purchasing the Notes.
C.8	Rights attached to the Notes, including ranking and limitations on those rights:	<p><i>Status of the Notes and the Guarantee</i></p> <p>The Notes will constitute direct, unconditional, unsecured and unsubordinated and will rank <i>pari passu</i> among themselves, with all other outstanding unsecured and unsubordinated obligations of the Issuer present and future, but, in the event of insolvency, only to the extent permitted by applicable laws relating to creditor's rights.</p> <p>The Notes will have the benefit of an unconditional and irrevocable guarantee by the Guarantor. Such obligations of the Guarantor pursuant to the Guarantee will constitute direct, unconditional and unsecured obligations of the Guarantor and rank <i>pari passu</i> with all other unsecured and unsubordinated obligations of the Guarantor.</p> <p><i>Negative pledge</i></p> <p>The Notes do not have the benefit of a negative pledge.</p> <p><i>Events of default</i></p>

The terms of the Notes will contain, amongst others, the following events of default:

(a) a default is made for more than 14 days in the payment of any principal (including any Instalment Amount(s)) due in respect of any of the Notes or 30 days or more in the payment of any interest or other amount due in respect of any of the Notes; or

(b) a default is made in the performance by the Issuer or the Guarantor of any other obligation under the provisions of the Notes or under the provisions of the Guarantee relating to the Notes and such default continues for more than 60 days following service by a Noteholder on the Issuer and the Guarantor of a notice requiring the same to be remedied; or

(c) an order of any competent court or administrative agency is made or any resolution is passed by the Issuer for the winding-up or dissolution of the Issuer (other than for the purpose of an amalgamation, merger or reconstruction (i) which has been approved by an Extraordinary Resolution or (ii) where all of the assets of the Issuer are transferred to, and all of its debts and liabilities are assumed by, a continuing entity); or

(d) an order is made by any competent court commencing insolvency proceedings (procedimientos concursales) against the Guarantor or an order is made or a resolution is passed for the dissolution or winding up of the Guarantor (except in any such case for the purpose of a reconstruction or a merger or amalgamation (i) which has been approved by an Extraordinary Resolution or (ii) where the entity resulting from any such reconstruction or merger or amalgamation is a Financial Institution (Entidad de Crédito according to article 1 of Law 10/2014 of 26 June, on Organisation, Supervision and Solvency of Credit Entities) and will have a rating for long-term senior debt assigned by Standard & Poor's Rating Services, Moody's Investors Services or Fitch Ratings Ltd equivalent to or higher than the rating for long-term senior debt of the Guarantor immediately prior to such reconstruction or merger or amalgamation); or

(e) the Issuer or the Guarantor is adjudicated or found bankrupt or insolvent by any competent court, or any order of any competent court or administrative agency is made for, or any resolution is passed by Issuer or the Guarantor to apply for, judicial composition proceedings with its creditors or for the appointment of a receiver or trustee or other similar official in insolvency proceedings in relation to the Issuer or the Guarantor or substantially all of the assets of either of them (unless in the case of an order for a temporary appointment, such appointment is discharged within 60 days); or

(f) the Issuer (except for the purpose of an amalgamation, merger or reconstruction approved by an Extraordinary Resolution) or the Guarantor (except for the purpose of an amalgamation, merger or reconstruction (i) which has been approved by an Extraordinary Resolution or (ii) where the entity resulting from any such reconstruction or merger or amalgamation will have a rating for long-

		<p>term senior debt assigned by Standard & Poor's Rating Services or Moody's Investor Services equivalent to or higher than the rating for long-term senior debt of the Guarantor immediately prior to such reconstruction or merger or amalgamation) ceases or threatens to cease to carry on the whole or substantially the whole of its business; or</p> <p>(g) an application is made for the appointment of an administrative or other receiver, manager, administrator or similar official in relation to the Issuer or the Guarantor or in relation to the whole or substantially the whole of the undertaking or assets of the Issuer or the Guarantor and is not discharged within 60 days; or</p> <p>(h) the Guarantee ceases to be, or is claimed by the Guarantor not to be, in full force and effect.</p>
<p>C.9</p>	<p>Payment Features:</p>	<p>Issue Price: 100 per cent. of the Aggregate Nominal Amount</p> <p>Issue Date: 04 May 2018</p> <p>Calculation Amount: EUR 1,000</p> <p>Early Redemption Amount: The fair market value of the Notes less associated costs.</p> <p><i>Interest</i></p> <p>Specified Interest Amount. The Notes bear interest in the amount so specified, payable on 06th May 2019, 04th May 2020, 04th May 2021, 04th May 2022, 04th May 2023 and 06th May 2024</p> <p><i>Final Redemption</i></p> <p>Subject to any prior purchase and cancellation or early redemption, each Note will be redeemed on the Maturity Date specified in Element C.16 (“Expiration or maturity date of the Notes”) below at an amount determined in accordance with the methodology set out below.</p> <p>Redemption (ix) - Versus Standard</p> <p>(A) if no Knock-in Event has occurred:</p> <p style="padding-left: 40px;">100 per cent.; or</p> <p>(B) Otherwise:</p> <p style="padding-left: 40px;">Min [100 per cent.; FR Value]</p> <p>For these purposes:</p> <p>“FR Value” means, in respect of the Redemption Valuation Date, the Worst Value.</p> <p>A “Knock-in Event” will occur if the Worst Value on the Knock-in Determination Day is less than 65.00 per cent.</p>

		<p>“Knock-in Determination Day” means the Redemption Valuation Date</p> <p>“Redemption Valuation Date” means 29 April 2024</p> <p>“RI Initial Value” means, in respect of a Reference Item, the Initial Closing Price</p> <p>“RI Value” means, in respect of a Reference Item and a ST Valuation Date, (i) the RI Closing Value for such Reference Item in respect of such ST Valuation Date, divided by (ii) the relevant RI Initial Value</p> <p>“ST Valuation Date” means each Knock-in Determination Day and the Redemption Valuation Date</p> <p>“Strike Date” means 27 April 2018</p> <p><i>Additional Disruption Events</i></p> <p>Additional Disruption Events include any change of law.</p>
C.10	Derivative component in the interest payments:	Not applicable - The Notes do not have a derivative component in the interest payment.
C.11	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 regulated market of the Irish Stock Exchange.
C.15	Description of how the value of the Note is affected by the value of the underlying asset:	<p>The Final Redemption Amount payable in respect of the Notes are calculated by reference to the relevant underlying set out in Element C.20 (A description of the type of the underlying and where the information of the underlying can be found) below. Please also see Element C.9 (Payment Features). These Notes are derivative securities and their value may go down as well as up.</p> <p>If the Worst Value on the Redemption Valuation Date is below 65 per cent. the risk of loss is similar to that of a direct investment in the Reference Item with the worst performance on the Redemption Valuation Date.</p>
C.16	Expiration or maturity date of the Notes:	The Maturity Date of the Notes is 06 May 2024, subject to adjustment.
C.17	Settlement procedure of derivative securities:	The Notes will be settled on the applicable Maturity Date or relevant delivery date at the relevant amount per Note.
C.18	Return on derivative securities:	For variable redemption Notes, the return is illustrated in Element C.9 (Payment Features) above. These Notes are derivative securities and their value may go down as well as up.

C.19	Exercise price/final reference price of the underlying:	The final reference price of the underlying described in Element C.20 (<i>A description of the type of the underlying and where the information of the underlying can be found</i>) below shall be determined on the date(s) for valuation specified in C.9 (<i>Payment Features</i>) above subject to adjustment including that such final valuation may occur earlier in some cases
C.20	A description of the type of the underlying and where the information of the underlying can be found:	<p>The underlying is a basket of Indices</p> <p>k=1, EURO STOXX 50 Index : see Bloomberg Code: [SX5E] <Index></p> <p>k=2, Standard and Poor's 500 Index: see Bloomberg Code: [SPX] <Index></p> <p>k=3, FTSE 100 Index: see Bloomberg Code: [UKX] <Index></p> <p>k=4, Nikkei 225 Index: see Bloomberg Code: [NKY] <Index></p>

Section D – Risks

Element	Title	
D.2	Key risks regarding the Issuer and the Guarantor:	<p>In purchasing Notes, investors assume the risk that the Issuer and the Guarantor may become insolvent or otherwise be unable to make all payments due in respect of the Notes. There is a wide range of factors which individually or together could result in the Issuer and the Guarantor becoming unable to make all payments due in respect of the Notes. It is not possible to identify all such factors or to determine which factors are most likely to occur, as the Issuer and the Guarantor may not be aware of all relevant factors and certain factors which they currently deem not to be material may become material as a result of the occurrence of events outside the Issuer's and the Guarantor's control. The Issuer and the Guarantor have identified a number of factors which could materially adversely affect their businesses and ability to make payments due under the Notes. These factors include:</p> <p>Risk Factors relating to the Issuer</p> <ul style="list-style-type: none"> • Issuer's dependence on the Guarantor to make payments on the Notes. • Certain considerations in relation to the forum upon insolvency of the Issuer. <p>Factors that may affect the Guarantor's ability to fulfil its obligations under the Guarantee</p> <p>Macroeconomic Risks</p> <ul style="list-style-type: none"> • Economic conditions in the countries where the Group operates could have a material adverse effect on the Group's business,

financial condition and results of operations.

- Since the Guarantor's loan portfolio is highly concentrated in Spain, adverse changes affecting the Spanish economy could have a material adverse effect on its financial condition.
- Any decline in the Kingdom of Spain's sovereign credit ratings could adversely affect the Group's business, financial condition and results of operations.
- The Group may be materially adversely affected by developments in the emerging markets where it operates.
- The Group's earnings and financial condition have been, and its future earnings and financial condition may continue to be, materially affected by depressed asset valuations resulting from poor market conditions.
- Exposure to the real estate market makes the Group vulnerable to developments in this market.

Legal, Regulatory and Compliance Risks

- The Group is subject to substantial regulation and regulatory and governmental oversight. Changes in the regulatory framework could have a material adverse effect on its business, results of operations and financial condition.
- Increasingly onerous capital requirements may have a material adverse effect on the Guarantor's business, financial condition and results of operations.
- Minimum requirement for own funds and eligible liabilities (MREL). Any failure by BBVA and/or the Group to comply with its MREL could have a material adverse effect on the Guarantor's business, financial condition and results of operations.
- Increased taxation and other burdens imposed on the financial sector may have a material adverse effect on the Guarantor's business, financial condition and results of operations.
- Contributions for assisting in the future recovery and resolution of the Spanish banking sector may have a material adverse effect on the Guarantor's business, financial condition and results of operations.
- Regulatory developments related to the EU fiscal and banking union may have a material adverse effect on the Guarantor's business, financial condition and results of operations.
- The Group's anti-money laundering and anti-terrorism policies may be circumvented or otherwise not be sufficient to prevent all money laundering or terrorism financing.
- The Group is exposed to risk in relation to compliance with anti-corruption laws and regulations and sanctions programmes.

- Local regulation may have a material effect on the Guarantor's business, financial condition, results of operations and cash flows.

Liquidity and Financial Risks

- The Guarantor has a continuous demand for liquidity to fund its business activities. The Guarantor may suffer during periods of market-wide or firm-specific liquidity constraints, and liquidity may not be available to it even if its underlying business remains strong.
- Withdrawals of deposits or other sources of liquidity may make it more difficult or costly for the Group to fund its business on favourable terms or cause the Group to take other actions.
- Implementation of internationally accepted liquidity ratios might require changes in business practices that affect the profitability of the Guarantor's business activities.
- The Group's businesses are subject to inherent risks concerning borrower and counterparty credit quality which have affected and are expected to continue to affect the recoverability and value of assets on the Group's balance sheet
- The Group's business is particularly vulnerable to volatility in interest rates.
- The Guarantor is dependent on its credit ratings and any reduction of its credit ratings could materially and adversely affect the Group's business, financial condition and results of operations.
- Highly-indebted households and corporations could endanger the Group's asset quality and future revenues.
- The Group depends in part upon dividends and other funds from subsidiaries.

Business and Industry Risks

- The Group faces increasing competition in its business lines.
- The Group faces risks related to its acquisitions and divestitures.
- The Group is party to lawsuits, tax claims and other legal proceedings.
- The Group's ability to maintain its competitive position depends significantly on its international operations, which expose the Group to foreign exchange, political and other risks in the countries in which it operates, which could cause an adverse effect on its business, financial condition and results of operations.

Financial and Risk Reporting

- Weaknesses or failures in the Group's internal processes, systems and security could materially adversely affect its results of operations, financial condition or prospects, and could result in

		<p>reputational damage.</p> <ul style="list-style-type: none"> • The financial industry is increasingly dependent on information technology systems, which may fail, may not be adequate for the tasks at hand or may no longer be available. • The Guarantor's financial statements are based in part on assumptions and estimates which, if inaccurate, could cause material misstatement of the results of its operations and financial position. <p>Risk related to Early Intervention and Resolution</p> <ul style="list-style-type: none"> • The Notes may be subject to the exercise of the Spanish Loss-Absorption Powers Bail-in Power by the Relevant Spanish Resolution Authority. Other powers contained in Law 11/2015 could materially affect the rights of the Noteholders under, and the value of, any Notes. • Noteholders may not be able to exercise their rights on an event of default in the event of the adoption of any early intervention or resolution measure under Law 11/2015 and the SRM Regulation.
D.3	Key risks regarding the Notes:	<p>There are a number of risks associated with an investment in the Notes. These risks include:</p> <ul style="list-style-type: none"> • Notes may be redeemed prior to their scheduled maturity. • Claims of Holders under the Notes are effectively junior to those of certain other creditors. • Spanish Tax Rules may impose withholding tax in certain circumstances (subject to certain exceptions) and neither the Issuer nor the Guarantor is obliged to pay additional amounts in such event. • The procedure for provision of information described in the Base Prospectus is a summary only. • The conditions of the Notes contain provisions which may permit their modification without the consent of all investors. • If the Issuer has the right to redeem any Notes at its option, this may limit the market value of the Notes concerned and an investor may not be able to reinvest the redemption proceeds in a manner which achieves a similar effective return. • The Issuer of the Notes may be substituted without the consent of the Noteholders. • The Guarantor of the Notes may be substituted without the consent of the Noteholders. • The Notes may be subject to withholding taxes in circumstances where the Issuer is not obliged to make gross up payments and this would result in holders receiving less interest than expected and could significantly adversely affect their return on the Notes.

- The value of the Notes could be adversely affected by a change in English law or administrative practice.
- Reliance on DTC, Euroclear and Clearstream, Luxembourg procedures.
- Credit ratings assigned to the Issuer, the Guarantor or any Notes may not reflect all the risks associated with an investment in those Notes.

Risks relating to the structure of particular Notes

- Investors may lose the original invested amount.
- The relevant market value of the Notes at any time is dependent on other matters in addition to the credit risk of the Issuer and Guarantor and the performance of the relevant Reference Item(s).
- If a Reference Item Linked Note includes Market Disruption Events or Failure to Open of an Exchange and the Calculation Agent determines such an event has occurred, any consequential postponement of any Strike Date, Valuation Date, Observation Date or Averaging Date may have an adverse effect on the Notes.
- If an investor holds Notes which are not denominated in the investor's home currency, that investor will be exposed to movements in exchange rates adversely affecting the value of its holding. In addition, the imposition of exchange controls in relation to any Notes could result in an investor not receiving payments on those Notes
- There are risks associated with leveraged exposures.
- There may be risks associated with any hedging transactions the Issuer enters into.

Generic Risk Factors that are associated with Notes that are linked to Reference Item(s).

- There are risks relating to Reference Item Linked Notes.
- It may not be possible to use the Notes as a perfect hedge against the market risk associated with investing in a Reference Item.
- There may be regulatory consequences to the Noteholder of holding Reference Item Linked Notes.
- A Noteholder does not have rights of ownership in the Reference Item(s).
- The past performance of a Reference Item is not indicative of future performance.

There are a number of risks associated with Notes that are linked to one or more specific types of Reference Items.

- There are risks specific relating to Index Linked Notes.

		<p>Market Factors</p> <ul style="list-style-type: none"> An active secondary market in respect of the Notes may never be established or may be illiquid and this would adversely affect the value at which an investor could sell his Notes. There may be price discrepancies with respect to the Notes as between various dealers or other purchasers in the secondary market. <p>Potential Conflicts of Interest</p> <ul style="list-style-type: none"> The Issuer, the Guarantor and their respective affiliates may take positions in or deal with Reference Item(s). The Calculation Agent, which will generally be the Guarantor or an affiliate of the Guarantor, has broad discretionary powers which may not take into account the interests of the Noteholders. The Issuer and/or the Guarantor may have confidential information relating to the Reference Item and the Notes. The Guarantor's securities may be/form part of a Reference Item. Potential conflicts of interest relating to distributors or other entities involved in the offer or listing of the Notes. <p>Calculation Agent powers should be considered</p>
D.6	Risk warning:	<p>See D.3 (“Key risks regarding the Notes”) above</p> <p>Investors may lose the entire value of their investment or part of it in the event of the insolvency of the Issuer or if it is otherwise unable or unwilling to repay the Notes when repayment falls due or as a result of the performance of the relevant Reference Items</p>

Section E – Offer

Element	Title	
E.2b	Use of proceeds:	The net proceeds from each issue of Notes will be deposited with the Guarantor. The net proceeds from each issue will be used for loans and/or investments extended to, or made in, other companies and entities belonging to the Group (for this purpose, as defined in section 3.2 of the FMSA).
E.3	Terms and conditions of the offer:	Not Applicable
E.4	Interest of natural and legal persons involved in the issue/offer:	A fee has been paid by the Dealer to a third party distributor. For specific and detailed information on the nature and quantity of such fee, the investor should contact the distributor in respect of the Notes.

E.7	Expenses charged to the investor by the Issuer:	Not Applicable - No expenses will be charged to investors by the Issuer.
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