

FINAL TERMS

4 December 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 948 USD 500,000 Equity Linked Notes due 2020 (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.

PROHIBITION OF SALES TO EEA RETAIL INVESTORS - The Notes are not intended to be offered, sold or otherwise made available to and should not be offered, sold or otherwise made available to any retail investor in the European Economic Area (“**EEA**”). For these purposes, a retail investor means a person who is one (or more) of: (i) a retail client as defined in point (11) of Article 4(1) of Directive 2014/65/EU (“**MiFID II**”); (ii) a customer within the meaning of Directive 2002/92/EC (“**IMD**”), where that customer would not qualify as a professional client as defined in point (10) of Article 4(1) of MiFID II; or (iii) not a qualified investor as defined in Directive 2003/71/EC (as amended, the “**Prospectus Directive**”). Consequently no key information document required by Regulation (EU) No 1286/2014 (the “**PRIIPs Regulation**”) for offering or selling the Notes or otherwise making them available to retail investors in the EEA has been prepared and therefore offering or selling the Notes or otherwise making them available to any retail investor in the EEA may be unlawful under the PRIIPs Regulation.

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 18 June 2018 and the supplement to it dated 14 August 2018, 7 November 2018 and 22 November 2018 which together constitute 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 Euronext Dublin (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.

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|----|-----|--|--|
| 1. | (a) | Issuer | BBVA Global Markets, B.V. (NIF: N0035575J) |
| | (b) | Guarantor: | Banco Bilbao Vizcaya Argentaria, S.A. (NIF: A48265169) |
| | (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: | 948 |
| | (b) | Tranche Number: | 1 |
| | (c) | Date on which the Notes will be consolidated and form a single | Not applicable |

	Series:	
	(d) Applicable Annex(es):	Annex 1: Payout Conditions Annex 3: Equity Linked Conditions
3.	Specified Notes Currency or Currencies:	US Dollar (“USD”)
4.	Aggregate Nominal Amount:	
	(a) Series:	USD 500,000
	(b) Tranche:	USD 500,000
5.	Issue Price:	100 per cent. of the Aggregate Nominal Amount
6.	(a) Specified Denomination(s):	USD 10,000 and integral multiples of USD 1,000 in excess thereof up to and including USD 19,000. No notes in definitive form will be issued with denomination above USD 19,000
	(b) Minimum Tradable Amount:	Not applicable
	(c) Calculation Amount:	USD 1,000
7.	(a) Issue Date:	4 December 2018
	(b) Interest Commencement Date:	Issue Date
8.	Maturity Date:	4 December 2020 or if that is not a Business Day the immediately succeeding Business Day
9.	Interest Basis:	Applicable Equity Linked Interest (see paragraph 16 below)
10.	Redemption Basis:	Equity Linked Redemption
11.	Reference Item(s):	See paragraph 22(i) Basket of Shares below.

12.	Put/Call Options:	Not applicable
13.	Settlement Exchange Rate Provisions:	Not applicable
14.	Knock-in Event:	Applicable: Knock-in Value is less than the Knock-in Barrier
	(i) Knock-in Value:	Worst Value
		Where;
		“Worst Value” means, in respect of the Knock-in Determination Day, the RI Value for the Reference Item(s) with the lowest or equal lowest RI Value for any Reference Item in the Basket in respect of such Knock-in Determination Day.
		“RI Value” means, in respect of a Reference Item and the Knock-in Determination Day, the RI Closing Value for such Reference Item in respect of such Knock-in Determination Day, divided by (ii) the relevant RI Initial Value.
		“RI Closing Value” means, in respect of a Reference Item and the Knock-in Determination Day, if the relevant Reference Item is a Share, the Settlement Price (as defined in the Equity Linked Conditions) on such Knock-in Determination Day
		“RI Initial Value” means, in respect of a Reference Item:
		k=1 USD 153.73
		k=2 USD 39.22
		k=3 USD 29.59
	(ii) Knock-in Barrier:	70 per cent.
	(iii) Knock-in Range:	Not applicable
	(iv) Knock-in Determination Day(s):	Redemption Valuation Date (see paragraph 35 (x) below)
	(v) Knock-in	Not applicable

	Determination Period:	
(vi)	Knock-in Period Beginning Date:	Not applicable
(vii)	Knock-in Period Beginning Date Scheduled Trading Day Convention:	Not applicable
(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
15.	Knock-out Event:	Not applicable
PROVISIONS RELATING TO INTEREST (IF ANY) PAYABLE		
16.	Interest:	Applicable
(i)	Interest Period End Date(s):	As per General Condition 4(b)
(ii)	Business Day Convention for Interest Period End Date(s):	Not applicable
(iii)	Interest Payment Date(s):	As defined in the relevant Interest Basis Provisions below. (See Paragraph 22 (x)).
(iv)	Business Day Convention for Interest Payment Date(s):	Following Business Day Convention
(v)	Minimum Interest Rate:	Not applicable
(vi)	Maximum Interest Rate:	Not applicable
(vii)	Day Count Fraction:	1/1

(viii)	Determination Date(s):	Not applicable
(ix)	Rate of Interest:	<p>In respect of each Interest Payment Date (from $i=1$ to $i=24$) the Rate of Interest shall be determined by the Calculation Agent in accordance with the following formula:</p> <p>Rate of Interest (xii) – “Digital One Barrier”</p> <p>(A) If Coupon Barrier Condition is satisfied in respect of a Coupon Valuation Date:</p> <p>4.125 per cent.; or</p> <p>(B) Otherwise:</p> <p>Zero.</p> <p>Where:</p> <p>“Coupon Barrier Condition” means, in respect of a Coupon Valuation Date, the Coupon Barrier Value on such Coupon Valuation Date, as determined by the Calculation Agent, is equal to or greater than the Coupon Barrier</p> <p>“Coupon Barrier” means 70 per cent.</p> <p>“Coupon Barrier Value” means, in respect of a Coupon Valuation Date, Worst Value.</p> <p>“Worst Value” means, in respect of a Coupon Valuation Date, the RI Value for the Reference Item(s) with the lowest or equal lowest RI Value for any Reference Item in the Basket in respect of such Coupon Valuation Date.</p> <p>“RI Value” means, in respect of a Reference Item and a Coupon Valuation Date, (i) the RI Closing Value for such Reference Item in respect of such Coupon Valuation Date, divided by (ii) the relevant RI Initial Value.</p>

“RI Closing Value” means, in respect of a Reference Item and a Coupon Valuation Date, if the relevant Reference Item is a Share, the Settlement Price (as defined in the Equity Linked Conditions). on such Coupon Valuation Date

“RI Initial Value” means, in respect of a Reference Item:

k=1 USD 153.73

k=2 USD 39.22

k=3 USD 29.59

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|-----|---|----------------|
| 17. | Fixed Rate Note Provisions: | Not applicable |
| 18. | Floating Rate Note Provisions: | Not applicable |
| 19. | Specified Interest Amount Note Provisions: | Not applicable |
| 20. | Zero Coupon Note Provisions: | Not applicable |
| 21. | Index Linked Interest Provisions: | Not applicable |
| 22. | Equity Linked Interest Provisions | Applicable |

(i) Basket of Shares: The following Reference Items from k = 1 to k=3 will apply:

See table below

k	Share/Share Company	Share Currency	ISIN of Share(s)	Screen Page (Bloomberg Code)	Exchange(s)
1	NVIDIA Corporation	USD	US67066G1040	NVDA UW <Equity>	NASDAQ
2	Roku, Inc.	USD	US77543R1023	ROKU UW <Equity>	NASDAQ

3	Avis Budget Group, Inc.	USD	US0537741052	CAR UW <Equity>	NASDAQ
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- (ii) Share Currency: See table above
- (iii) ISIN of Share(s): See table above
- (iv) Screen Page: See table above
- (v) Exchange: See table above
- (vi) Related Exchange(s): All Exchanges
- (vii) Depository Receipt provisions: Not applicable
- (viii) Strike Date: Not applicable
- (ix) Averaging: Not applicable
- (x) Interest Payment Date(s): See table below

i	Coupon Valuation Dates	Interest Payment Dates
1	27 December 2018	4 January 2019
2	28 January 2019	4 February 2019
3	25 February 2019	4 March 2019
4	28 March 2019	4 April 2019
5	29 April 2019	7 May 2019
6	28 May 2019	4 June 2019
7	27 June 2019	5 July 2019
8	29 July 2019	5 August 2019
9	27 August 2019	4 September 2019
10	27 September 2019	4 October 2019
11	28 October 2019	4 November 2019
12	26 November 2019	4 December 2019
13	27 December 2019	6 January 2020
14	28 January 2020	4 February 2020

15	26 February 2020	4 March 2020
16	30 March 2020	6 April 2020
17	27 April 2020	5 May 2020
18	28 May 2020	4 June 2020
19	29 June 2020	6 July 2020
20	28 July 2020	4 August 2020
21	27 August 2020	4 September 2020
22	28 September 2020	5 October 2020
23	28 October 2020	4 November 2020
24	27 November 2020	4 December 2020

- (xi) Coupon Valuation Date(s)/Period(s): See table above
- (xii) Coupon Valuation Time: Scheduled Closing Time
- (xiii) Observation Date(s): Not applicable
- (xiv) Exchange Business Day: (All Shares Basis)
- (xv) Scheduled Trading Day: (All Shares Basis)
- (xvi) Share Correction Period: As set out in Equity Linked Condition 8
- (xvii) Disrupted Day: As set out in Equity Linked Condition 8
Specified Maximum Days of Disruption will be equal to three
- (xviii) Market Disruption: As set out in Equity Linked Condition 8
- (xix) Extraordinary Events: As per the Equity Linked Conditions
- (xx) Additional Disruption Events: As per the Equity Linked Conditions

The Trade Date is 27 November 2018

23. **Fund Linked Interest Provisions:** Not applicable
24. **Inflation Linked Interest Provisions:** Not applicable
25. **Foreign Exchange (FX) Rate Linked Interest Provisions:** Not applicable
26. **Reference Item Rate Linked Interest:** Not applicable
27. **Combination Note Interest:** Not applicable

PROVISIONS RELATING TO REDEMPTION

28. **Final Redemption Amount:** Calculation Amount * Final Payout
29. **Final Payout:** Applicable

Redemption (ix)-Knock-in Put Leverage

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

100 per cent.; or

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

no Final Redemption Amount will be payable and Physical Delivery will apply

30. **Automatic Early Redemption:** Applicable

ST Automatic Early Redemption

(i) Automatic Early Redemption Event:

In respect of any Automatic Early Redemption Valuation Date (from $j=1$ to $j=23$), the AER Value is: greater than or equal to the Automatic Early Redemption Trigger

(ii) AER Value:

Worst Value

“Worst Value” means, in respect of an Automatic Early Redemption Valuation Date, the RI Value for the Reference Item(s) with the lowest or equal lowest

RI Value for any Reference Item in the Basket in respect of such Automatic Early Redemption Valuation Date.

“RI Value” means, in respect of a Reference Item and an Automatic Early Redemption Valuation Date, the RI Closing Value for such Reference Item in respect of such Automatic Early Redemption Valuation Date, divided by (ii) the relevant RI Initial Value.

“RI Closing Value” means, in respect of a Reference Item and an Automatic Early Redemption Valuation Date, if the relevant Reference Item is a Share, the Settlement Price (as defined in the Equity Linked Conditions) on such Automatic Early Redemption Valuation Date

“RI Initial Value” means, in respect of a Reference Item:

- k=1 USD 153.73
- k=2 USD 39.22
- k=3 USD 29.59

- (iii) Automatic Early Redemption Payout: The Automatic Early Redemption Amount shall be determined in accordance with the following formula:

Calculation Amount * AER Percentage
- (iv) Automatic Early Redemption Trigger 100 per cent.
- (v) Automatic Early Redemption Range: Not applicable
- (vi) AER Percentage: 100 per cent.
- (vii) Automatic Early Redemption Dates: See table below

j	Automatic Early Redemption Valuation Dates	Automatic Early Redemption Dates
1	27 December 2018	4 January 2019

2	28 January 2019	4 February 2019
3	25 February 2019	4 March 2019
4	28 March 2019	4 April 2019
5	29 April 2019	7 May 2019
6	28 May 2019	4 June 2019
7	27 June 2019	5 July 2019
8	29 July 2019	5 August 2019
9	27 August 2019	4 September 2019
10	27 September 2019	4 October 2019
11	28 October 2019	4 November 2019
12	26 November 2019	4 December 2019
13	27 December 2019	6 January 2020
14	28 January 2020	4 February 2020
15	26 February 2020	4 March 2020
16	30 March 2020	6 April 2020
17	27 April 2020	5 May 2020
18	28 May 2020	4 June 2020
19	29 June 2020	6 July 2020
20	28 July 2020	4 August 2020
21	27 August 2020	4 September 2020
22	28 September 2020	5 October 2020
23	28 October 2020	4 November 2020

(viii) AER Additional
Rate:

Not applicable

(ix) Automatic Early
Redemption
Valuation Date(s):

See table above

(x) Automatic Early
Redemption
Valuation Time:

Scheduled Closing Time

	(xi) Averaging:	Not applicable
31.	Issuer Call Option:	Not applicable
32.	Noteholder Put:	Not applicable
33.	Early Redemption Amount:	As set out in General Condition 6
34.	Index Linked Redemption:	Not applicable
35.	Equity Linked Redemption:	Applicable
	(i) Basket of Shares:	See paragraph 22(i) above
	(ii) Share Currency:	See paragraph 22(i) above
	(iii) ISIN of Share(s):	See paragraph 22(i) above
	(iv) Screen Page:	See paragraph 22(i) above
	(v) Exchange:	See paragraph 22(i) above
	(vi) Related Exchange(s):	All Exchanges
	(vii) Depositary Receipt provisions:	See paragraph 22(vii) above
	(viii) Strike Date:	Not applicable
	(ix) Averaging:	Not applicable
	(x) Redemption Valuation Date(s):	27 November 2020
	(xi) Valuation Time:	Scheduled Closing Time
	(xii) Observation Date(s):	Not applicable
	(xiii) Exchange Business Day:	(All Shares Basis)
	(xiv) Scheduled Trading Day:	(All Shares Basis)
	(xv) Share Correction Period:	As set out in Equity Linked Condition 8
	(xvi) Disrupted Days:	As set out in Equity Linked Condition 8
		Specified Maximum Days of Disruption will be equal to three
	(xix) Market Disruption:	As set out in Equity Linked Condition 8

(xx)	Extraordinary Events:	As per the Equity Linked Conditions
(xxi)	Additional Disruption Events:	As per the Equity Linked Conditions
		The Trade Date is 27 November 2018
36.	Fund linked Redemption:	Not applicable
37.	Inflation Linked Redemption:	Not applicable
38.	Credit Linked Redemption:	Not applicable
39.	Foreign Exchange (FX) Rate Linked Redemption:	Not applicable
40.	Reference Item Rate Linked Redemption:	Not applicable
41.	Combination Note Redemption:	Not applicable
42.	Provisions applicable to Instalment Notes:	Not applicable
43.	Provisions applicable to Physical Delivery:	Applicable
(i)	Entitlement Amount:	<p>An amount per Calculation Amount equal to:</p> <p>(Calculation Amount) / (0.7 *Performing RI Strike Price)</p> <p>The Entitlement Amount will be rounded down to the nearest unit of each Relevant Asset capable of being delivered (the “Equity Element”) and in lieu thereof the Issuer will pay a residual amount (the “Residual Amount”) equal to:</p> <p>(Entitlement Amount – Equity Element) * Physical Delivery Price</p> <p>Where,</p> <p>“Performing RI Strike Price” means in respect of the Redemption Valuation Date, the RI Initial Value in respect of the Reference Item with the Worst Value on such Redemption Valuation Date</p>

“Physical Delivery Price” means, in respect of the Redemption Valuation Date, the RI Closing Value in respect of the Reference Item with the Worst Value on such Redemption Valuation Date

“Worst Value” means, in respect of the Redemption Valuation Date, the RI Value for the Reference Item(s) with the lowest or equal lowest RI Value for any Reference Item in the Basket in respect of such Redemption Valuation Date.

“RI Value” means, in respect of a Reference Item and the Redemption Valuation Date, (i) the RI Closing Value for such Reference Item in respect of such Redemption Valuation Date, divided by (ii) the relevant RI Initial Value.

“RI Closing Value” means, in respect of a Reference Item and the Redemption Valuation Date, if the relevant Reference Item is a Share, the Settlement Price (as defined in the Equity Linked Conditions) on such Redemption Valuation Date

“RI Initial Value” means, in respect of a Reference Item:

k=1 USD 153.73

k=2 USD 39.22

k=3 USD 29.59

- | | | |
|-------|---------------------|--|
| (ii) | Relevant Asset(s): | The Reference Item with the Worst Value on the Redemption Valuation Date |
| (iii) | Unwind Costs: | Not applicable |
| (iv) | Cut-Off Date: | The second Business Day immediately preceding the Delivery Date |
| | | The Issuer will procure delivery of the Entitlement in respect of the Notes to the participant’s account in Euroclear/Clearstream where the Notes are held |
| (v) | Settlement Business | New York |

	Day(s):	
	(vi) Delivery Agent:	Banco Bilbao Vizcaya Argentaria, S.A.
	(vii) Assessed Value Payment Amount:	Applicable
	(viii) Failure to Deliver due to Illiquidity:	Applicable
44.	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
45.	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)
46.	Payment Disruption Event	Not applicable
GENERAL PROVISIONS APPLICABLE TO THE NOTES		
47.	Form of Notes:	Bearer Notes: Permanent Bearer Global Note 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
48.	New Global Note:	No
49.	(i) Financial Centre(s):	Not applicable
	(ii) Additional Business Centre(s):	Not applicable
50.	Talons for future Coupons or Receipts to be attached to definitive Notes (and dates on which such Talons mature):	No
51.	Redenomination, renominalisation and	Not applicable

reconventioning provisions:

52. **Prohibition of Sales to EEA Retail Investors:** Applicable
53. **Sales outside EEA only:** Applicable

RESPONSIBILITY

The Issuer and the Guarantor accept responsibility for the information contained in these Final Terms and declare that the information contained in these Final Terms is, to the best of their knowledge, in accordance with the facts and contains no omission likely to affect its import.

Signed on behalf of the Issuer:

By: Christian Malensen

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

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

2 Ratings

Ratings: The Notes have not been rated.

3 Interests of Natural and Legal Persons Involved in the Issue

A fee has been paid by the Issuer to the Dealer, details of which are available upon request from the Dealer.

4 Estimated Net Proceeds and Total Expenses

- (i) Estimated net proceeds: USD 491,000
- (ii) Estimated total expenses: The estimated total expenses that can be determined as of the issue date are up to EUR 1,000 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 Shares, 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 Share can be obtained from the corresponding Bloomberg Screen Page as set out in paragraph 22(i) 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 3 (*Additional Terms and Conditions for Equity Linked Notes*) in the Issuer's Base Prospectus.

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

6 Operational Information

- (i) ISIN Code: XS1917976125
- (ii) Common Code: 191797612
- (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: Not applicable

by the Issuer and the Principal
Paying Agent and the relevant
identification number(s):

(vii) Delivery: Delivery against payment

(viii) Additional Paying Agent(s) (if any): Not applicable

(ix) Intended to be held in a manner No
which would allow Eurosystem
eligibility

7 Distribution

7.1 Method of distribution: Non-syndicated

7.3 If non-syndicated, name and address of relevant Dealer: BBVA Securities Inc.
1345 Avenue of the Americas, 44th Floor
New York, NY 10105
United States

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 not applicable

7.4 U.S. "Original Issue Discount"
Legend: Not applicable

7.5 Non-Exempt Offer: Not applicable

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.

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:	<p>The Issuer is a direct wholly-owned subsidiary of Banco Bilbao Vizcaya Argentaria, S.A.</p> <p>Banco Bilbao Vizcaya Argentaria, S.A. and its consolidated subsidiaries (the "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.</p>						
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	<p>The key audited financial data for the Issuer are as follows:</p> <p><i>Income Statement</i></p> <p>The table below sets out summary information extracted from the Issuer's audited consolidated income statement for each of the periods ended 31 December 2017 and 31 December 2016:</p> <p>STATEMENT OF COMPREHENSIVE INCOME</p> <table border="1"> <thead> <tr> <th><i>Thousands of euros</i></th> <th>31.12.2017</th> <th>31.12.2016(*)</th> </tr> </thead> <tbody> <tr> <td>- Interest income and similar</td> <td>200,488</td> <td>101,321</td> </tr> </tbody> </table>		<i>Thousands of euros</i>	31.12.2017	31.12.2016(*)	- Interest income and similar	200,488	101,321
<i>Thousands of euros</i>	31.12.2017	31.12.2016(*)						
- Interest income and similar	200,488	101,321						

income		
- Interest expense and similar expenses	(200,063)	(100,890)
- Exchange rate differences	(141)	37
- Other operating income	188	-
- Other operating expenses	(318)	(234)
Result of the year before tax	154	234
- Income tax	(42)	(76)
Total comprehensive result of the year	112	158

(*) 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 2017 and 31 December 2016:

STATEMENT OF FINANCIAL POSITION

(before appropriation of net income)

<i>Thousands of euros</i>	31.12.2017	31.12.2016(*)
Total assets	2,432,276	1,442,269
Total liabilities	2,431,589	1,441,694
Total shareholder's		

	equity	687	575
	Total liabilities and shareholder's equity	2,432,276	1,442,269
* 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 31 December 2017. There has been no material adverse change in the prospects of the Issuer since 31 December 2017.			
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 group entities:	See Element B.5 ("Description of the Group").	
		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:	<p>The Issuer has been rated "A-" by S&P Global</p> <p>Notes issued under the Programme may be rated or unrated. Details of the rating, if applicable, will be set out in the Final Terms.</p> <p>The Notes are not rated.</p> <p>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.</p>	
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 pari passu 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 (<i>a sociedad anónima or S.A.</i>) and was incorporated under the Spanish Corporations Law on 1st 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 331 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, France, Germany, Ireland, Italy, Luxembourg, Mexico, Netherlands, Peru, Poland, Portugal, Spain, Switzerland, Turkey, United Kingdom, United States of America, Uruguay and Venezuela. In addition, 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)	<p>Selected historical key financial information:</p> <p><i>Income Statement</i></p> <p>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 and the Group's audited interim consolidated income statement as of 30 June 2018 and 30 June 2017</p> <table border="1" data-bbox="365 1921 1369 2027"> <tr> <td><i>Millions of euros</i></td> <td>30.06.2018</td> <td>30.06.2017*</td> <td>31.12.2017</td> <td>31.12.2016*</td> </tr> </table>		<i>Millions of euros</i>	30.06.2018	30.06.2017*	31.12.2017	31.12.2016*
<i>Millions of euros</i>	30.06.2018	30.06.2017*	31.12.2017	31.12.2016*			

- Net interest income	8,643	8,803	17,758	17,059
- Gross income	12,074	12,718	25,270	24,653
- Net operating income	4,335	4,102	7,222	6,874
- Operating profit before tax	4,443	4,033	6,931	6,392
Profit attributable to parent company	2,649	2,306	3,519	3,475

(*) Presented for comparison purposes only

Balance Sheet

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 and the Group's audited interim consolidated balance sheet as of 30 June 2018 and 30 June 2017:

<i>Millions of euros</i>	30.06.2018	30.06.2017*	31.12.2017	31.12.2016*
Total Assets	689,632	702,429	690,059	731,856
Loans and advances to customers	377,175	409,087	387,621	414,500
Customer deposits (1)	367,312	394,626	376,379	401,465
Debt Certificates and Other financial liabilities (2)	73,719	82,393	75,765	89,504
Total customer funds (1) + (2)	441,031	477,019	452,144	490,969
Total equity	52,087	54,727	53,323	55,428

	<p>(*) Presented for comparison purposes only</p> <p>Statements of no significant or material adverse change</p> <p>There has been no significant change in the financial or trading position of the Group since 30 June 2018 and there has been no material adverse change in the prospects of the Group since 31 December 2017.</p>	
B.19 (B.13)	Events impacting the Guarantor's solvency:	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:	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 forth below are the Group's current seven operating segments:</p> <ul style="list-style-type: none"> • Banking activity in Spain • Non Core Real Estate • United States • Mexico • Turkey • South America • Rest of Eurasia <p>In addition to the operating segments referred to above, the Group has a Corporate Center 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 position; 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>

Section C – Securities

Element	Title	
C.1	Description of Notes/ISIN:	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>Title of Notes: Series 948 USD 500,000 Equity Linked Notes due 2020</p> <p>Series Number: 948</p> <p>Tranche Number: 1</p> <p>ISIN Code: XS1917976125</p> <p>Common Code:191797612</p>
C.2	Currency:	The specified currency of this Series of Notes is US Dollar (“USD”)
C.5	Restrictions on transferability:	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><i>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 pari passu with all other unsecured and unsubordinated obligations of the Guarantor.</i></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> <p>The terms of the Notes will contain, amongst others, the following events of default:</p> <p>(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</p> <p>(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</p>

(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-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

(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

(h) the Guarantee ceases to be, or is claimed by the Guarantor not to be, in

		full force and effect.
C.9	Payment Features:	<p>Issue Price: 100 per cent. of the Aggregate Nominal Amount</p> <p>Issue Date: 04 December 2018</p> <p>Calculation Amount: USD 1,000</p> <p>Early Redemption Amount: The fair market value of the Notes less associated costs.</p> <p>Interest</p> <p>Reference Item Linked Interest. Each rate of interest is payable on each Interest Payment Date determined on the basis set out in Element C.10 (<i>Derivative component in the interest payments</i>).</p> <p>Final Redemption</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)-Knock-in Put Leverage</p> <p>(A) If no Knock-in Event has occurred:</p> <p style="text-align: center;">100 per cent.; or</p> <p>(B) Otherwise:</p> <p>no Final Redemption Amount will be payable and Physical Delivery will apply</p> <p>For these purposes:</p> <p>A “Knock-in Event” will occur if the Worst Value on the Knock-in Determination Day is less than 70.00 per cent.</p> <p>“Knock-in Determination Day” means the Redemption Valuation Date</p> <p>“Redemption Valuation Date” means 27 November 2020</p> <p>“RI Initial Value” means in respect of a Reference Item:</p> <p>k=1, USD 153.73</p> <p>k=2, USD 39.22</p> <p>k=3, USD 29.59</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</p>

ST Valuation Date, divided by (ii) the relevant RI Initial Value

“**ST Valuation Date**” means each Coupon Valuation Date, Automatic Early Redemption Valuation Date, Knock-in Determination Day and the Redemption Valuation Date

Automatic Early Redemption

If an Automatic Early Redemption Event occurs, then the Automatic Early Redemption Amount payable per Note of a nominal amount equal to the Calculation Amount will be:

Calculation Amount *AER Percentage

“**AER Percentage**” means 100 per cent.

“**Automatic Early Redemption Event**” means the AER Value is greater than or equal to, the Automatic Early Redemption Trigger

“**AER Value**” means Worst Value.

“**Automatic Early Redemption Trigger**” means 100 per cent.

j	Automatic Redemption Valuation Date	Early Automatic Redemption Date	Early
1	27 December 2018	4 January 2019	
2	28 January 2019	4 February 2019	
3	25 February 2019	4 March 2019	
4	28 March 2019	4 April 2019	
5	29 April 2019	7 May 2019	
6	28 May 2019	4 June 2019	
7	27 June 2019	5 July 2019	
8	29 July 2019	5 August 2019	
9	27 August 2019	4 September 2019	
10	27 September 2019	4 October 2019	
11	28 October 2019	4 November 2019	

12	26 November 2019	4 December 2019
13	27 December 2019	6 January 2020
14	28 January 2020	4 February 2020
15	26 February 2020	4 March 2020
16	30 March 2020	6 April 2020
17	27 April 2020	5 May 2020
18	28 May 2020	4 June 2020
19	29 June 2020	6 July 2020
20	28 July 2020	4 August 2020
21	27 August 2020	4 September 2020
22	28 September 2020	5 October 2020
23	28 October 2020	4 November 2020

Entitlement Amounts

Where physical delivery applies the Notes will be redeemed by delivery of the Entitlement Amount determined as follows

(Calculation Amount) / (0.7 *Performing RI Strike Price)

The Entitlement Amount will be rounded down to the nearest unit of each Relevant Asset capable of being delivered (the "Equity Element") and in lieu thereof the Issuer will pay a residual amount (the "Residual Amount") equal to:

(Entitlement Amount – Equity Element) * Physical Delivery Price

Where,

“Performing RI Strike Price” means in respect of the Redemption Valuation Date, the RI Initial Value in respect of the Reference Item with the Worst Value on such Redemption Valuation Date

“Physical Delivery Price” means, in respect of the Redemption Valuation Date, the RI Closing Value in respect of the Reference Item

C.10

Derivative component in the interest payments:

with the Worst Value on such Redemption Valuation Date

Interest is payable on the Notes on the basis set out in Element C.9 (Payment Features) above save that each rate of interest is determined as follows:

Rate of Interest (xii) – “Digital One Barrier”

(A) If Coupon Barrier Condition is satisfied in respect of a Coupon Valuation Date:

4.125 per cent.; or

(B) Otherwise:

Zero.

Where:

“**Coupon Barrier Condition**” means, in respect of a Coupon Valuation Date, the Coupon Barrier Value on such Coupon Valuation Date, as determined by the Calculation Agent, is equal to or greater than the Coupon Barrier

“**Coupon Barrier**” means 70 per cent.

“**Coupon Barrier Value**” means, in respect of a Coupon Valuation Date, Worst Value.

i	<u>Coupon Valuation Date</u>	<u>Interest Payment Date</u>
1	27 December 2018	4 January 2019
2	28 January 2019	4 February 2019
3	25 February 2019	4 March 2019
4	28 March 2019	4 April 2019
5	29 April 2019	7 May 2019
6	28 May 2019	4 June 2019
7	27 June 2019	5 July 2019
8	29 July 2019	5 August 2019
9	27 August 2019	4 September 2019
10	27 September 2019	4 October 2019
11	28 October 2019	4 November 2019

		<p>12 26 November 2019 4 December 2019</p> <p>13 27 December 2019 6 January 2020</p> <p>14 28 January 2020 4 February 2020</p> <p>15 26 February 2020 4 March 2020</p> <p>16 30 March 2020 6 April 2020</p> <p>17 27 April 2020 5 May 2020</p> <p>18 28 May 2020 4 June 2020</p> <p>19 29 June 2020 6 July 2020</p> <p>20 28 July 2020 4 August 2020</p> <p>21 27 August 2020 4 September 2020</p> <p>22 28 September 2020 5 October 2020</p> <p>23 28 October 2020 4 November 2020</p> <p>24 27 November 2020 4 December 2020</p>
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 Euronext Dublin
C.15	Description of how the value of the Note is affected by the value of the underlying asset:	<p>The Interest Amount, Final Redemption Amount and Automatic Early Redemption Amount (in each case, if any) payable in respect of the Notes are calculated by reference to the relevant underlying set out in Element C.20 below.</p> <p>Please also see Element C.9 (Payment Features) and Element C.10 (Derivative component in the interest payments). These Notes are derivative securities and their value may go down as well as up. If the observed price of the Reference Items go down, the Notes may have a lower value compared with circumstances in which the observed prices go up.</p> <p>If the Worst Value on any Automatic Early Redemption Valuation Date is greater than or equal to the corresponding Automatic Early Redemption Trigger then the Notes will redeem at the corresponding AER Percentage on the corresponding Automatic Early Redemption Date.</p> <p>If the Worst Value on the Redemption Valuation Date is below 100 per cent. there is a risk of loss of the invested capital.</p>
C.16	Expiration or maturity date of the	The Maturity Date of the Notes is 4 December 2020, subject to adjustment.

	Notes:	
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:	The principal return is illustrated in Element C.9 (Payment Features) above. The principal return is illustrated in Element C.10 (Derivative component in the interest payments) 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:	The underlying is a basket of Shares k=1, NVIDIA Corporation see Bloomberg Code: NVDA UW <Equity> k=2, Roku, Inc. see Bloomberg Code: ROKU UW <Equity> k=3, Avis Budget Group, Inc. see Bloomberg Code: CAR UW <Equity>

Section D – Risks

Element	Title	
D.2	Key risks regarding the Issuer and the Guarantor:	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:

Risk Factors relating to the Issuer

- The Issuer is dependant on the Guarantor to make payments on the Notes.
- Certain considerations in relation to the forum upon insolvency of the Issuer.

Factors that may affect the Guarantor's ability to fulfil its obligations under the Guarantee

Macroeconomic Risks

- 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 Group's loan portfolio is highly concentrated in Spain, adverse changes affecting the Spanish economy could have a material adverse effect on its financial condition.
- The Group may be adversely affected by political events in Catalonia.
- 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 business could be adversely affected by global political developments, particularly with regard to U.S. policies that affect Mexico.
- 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 Bank's business, financial condition and results of operations.

- Any failure by the Bank and/or the Group to comply with its MREL could have a material adverse effect on the Bank'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 BBVA'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 Bank'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 Bank'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.
- Reform of LIBOR and EURIBOR and Other Interest Rate, Index and Commodity Index "Benchmarks".
- European Market Infrastructure Regulation and Markets in Financial Instruments Directive.

Liquidity and Financial Risks

- BBVA has a continuous demand for liquidity to fund its business activities. BBVA 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 Bank'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 Group has a substantial amount of commitments with personnel considered wholly unfunded due to absence of qualifying plan assets.
- BBVA and certain of its subsidiaries are dependent on their credit ratings and any reduction of their 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 a number of 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, Reporting and other Operational Risks

- The Group's financial results, regulatory capital and ratios may be negatively affected by changes to accounting standards.
- 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 reputational damage.
- 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 Group faces security risks, including denial of service attacks, hacking, social engineering attacks targeting its colleagues and customers, malware intrusion or data corruption attempts, and identity theft that could result in the disclosure of confidential information, adversely affect its business or reputation, and create significant legal and financial exposure.
- The Group could be the subject of misinformation.
- BBVA's financial statements are based in part on assumptions and estimates which, if inaccurate, could cause material misstatement of the

		<p>results of its operations and financial position.</p> <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 by the Relevant Spanish Resolution Authority. Other powers contained in Law 11/2015 and the SRM Regulation 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.
<p>D.3</p>	<p>Key risks regarding the Notes:</p>	<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. • 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. <p>Risks relating to the structure of particular Notes</p>

- 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.
- There are risks associated with Notes where denominations involve integral multiples.
- There are risks associated with Physically Settled Notes.
- Noteholders may be required to pay certain expenses in relation to Physically Settled Notes.
- There are certain requirements to be fulfilled and payments to be made by the Holder in order to receive Entitlement(s) in connection with Physically Settled Notes and the Issuer may decide to settle by way of cash payment instead in certain circumstances.
- 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.
- There are risks related to Implicit Yield Notes.

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.
- There are specific risks with regard to Notes with a combination of Reference Items.
- A Noteholder does not have rights of ownership in the Reference

		<p>Item(s).</p> <ul style="list-style-type: none"> • The past performance of a Reference Item is not indicative of future performance. <p>There are a number of risks associated with Notes that are linked to one or more specific types of Reference Items.</p> <ul style="list-style-type: none"> • There are risks specific relating to Equity 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 (“<i>Key risks regarding the Notes</i>”) 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 Item(s)</p>

Section E – Offer

Element	Title	
E.2b	Use of	The net proceeds from each issue of Notes will in accordance with Law

	proceeds:	10/2014, of June 26 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 Issuer to the Dealer, details of which are available upon request from the Dealer.
E.7	Expenses charged to the investor by the Issuer:	No expenses will be charged to investors by the Issuer.