

FINAL TERMS

27 October 2017

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 494 USD 1,102,000 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.

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 and 21 September 2017 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 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.

The notes of these Final Terms may be considered structured products in Switzerland; they are not collective investment schemes within the meaning of the Swiss Federal Act on Collective Investment Schemes (“**CISA**”). Accordingly, they are not subject to the supervision of the Swiss Financial Market Supervisory

Authority, FINMA and potential investors do not benefit from the specific investor protection provided under the CISA. Investors bear the credit risk of the Issuer and the Guarantor. The Notes of these Final Terms are not being distributed to non-qualified investors in or from Switzerland and neither these Final Terms nor any offering materials relating to the Notes may be available to non-qualified investors in or from Switzerland. Distribution of the Notes in or from Switzerland is only made by way of private placement to, and is directed exclusively at, qualified investors (as defined in the CISA and its implementing ordinance). Each copy of these Final Terms is addressed to a specifically named recipient and shall not be passed on to a third party.

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:	494
	(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 3: Equity Linked Conditions
3.		Specified Notes Currency or Currencies:	US Dollar (“USD”)
4.		Aggregate Nominal Amount:	
	(a)	Series:	USD 1,102,000
	(b)	Tranche:	USD 1,102,000
5.		Issue Price:	100 per cent. of the Aggregate Nominal Amount
6.	(a)	Specified Denomination(s):	USD 2,000
	(b)	Minimum Tradable Amount:	Not applicable
	(c)	Calculation Amount:	USD 2,000
7.	(a)	Issue Date:	27 October 2017
	(b)	Interest Commencement Date:	Not applicable
8.		Maturity Date:	27 October 2020
9.		Interest Basis:	Not applicable
10.		Redemption Basis:	Equity Linked Redemption
11.		Reference Item(s):	The following Reference Item will apply:

Unicredit Spa (see paragraph 37 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 Price
- (i) Knock-in Value: RI Value
- Where;
- “RI Initial Value”** means EUR 17.22
- “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 Automatic Early Redemption Valuation Date, Knock-in Determination Day and the Redemption Valuation Date
- (ii) Knock-in Price: 75 per cent.
- (iii) Knock-in Range: Not applicable
- (iv) Knock-in Determination Day(s): Redemption Valuation Date (see paragraph 37 (xi) below)
- (v) Knock-in Determination Period: Not applicable
- (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
16. Knock-out Event: Not applicable
17. CNY Provisions: Not applicable

PROVISIONS RELATING TO INTEREST (IF ANY) PAYABLE

18. Interest:	Not applicable
19. Fixed Rate Note Provisions:	Not applicable
20. Floating Rate Note Provisions:	Not applicable
21. Specified Interest Amount Note Provisions:	Not applicable
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:

130 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 RI Value.

32. Automatic Early Redemption:	Applicable
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ST Automatic Early Redemption

(i) Automatic Early Redemption Event: In respect of any Automatic Early Redemption Valuation Date (from j=1 to j=11), the AER Value is: greater than or equal to the Automatic Early Redemption Price.

(ii) AER Value: RI Value

(iii)	Automatic Early Redemption Payout:	The Automatic Early Redemption Amount shall be determined in accordance with the following formula: Calculation Amount * (AER Percentage + AER Additional Rate)																								
(iv)	Automatic Early Redemption Price:	100 per cent.																								
(v)	Automatic Early Redemption Range:	Not applicable																								
(vi)	AER Percentage:	100 per cent.																								
(vii)	Automatic Early Redemption Dates:	<table border="0"> <tr> <td style="vertical-align: top;">i</td> <td style="vertical-align: top;"><u>Automatic Early Redemption Date</u></td> </tr> <tr> <td style="vertical-align: top;">1</td> <td style="vertical-align: top;">29 January 2018</td> </tr> <tr> <td style="vertical-align: top;">2</td> <td style="vertical-align: top;">27 April 2018</td> </tr> <tr> <td style="vertical-align: top;">3</td> <td style="vertical-align: top;">27 July 2018</td> </tr> <tr> <td style="vertical-align: top;">4</td> <td style="vertical-align: top;">29 October 2018</td> </tr> <tr> <td style="vertical-align: top;">5</td> <td style="vertical-align: top;">28 January 2019</td> </tr> <tr> <td style="vertical-align: top;">6</td> <td style="vertical-align: top;">29 April 2019</td> </tr> <tr> <td style="vertical-align: top;">7</td> <td style="vertical-align: top;">29 July 2019</td> </tr> <tr> <td style="vertical-align: top;">8</td> <td style="vertical-align: top;">28 October 2019</td> </tr> <tr> <td style="vertical-align: top;">9</td> <td style="vertical-align: top;">27 January 2020</td> </tr> <tr> <td style="vertical-align: top;">10</td> <td style="vertical-align: top;">27 April 2020</td> </tr> <tr> <td style="vertical-align: top;">11</td> <td style="vertical-align: top;">27 July 2020</td> </tr> </table>	i	<u>Automatic Early Redemption Date</u>	1	29 January 2018	2	27 April 2018	3	27 July 2018	4	29 October 2018	5	28 January 2019	6	29 April 2019	7	29 July 2019	8	28 October 2019	9	27 January 2020	10	27 April 2020	11	27 July 2020
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(viii)	AER Additional Rate:	<p>AER Rate MT</p> <p>Where:</p> <p>“AER Rate MT” means the product of (a) 2.50% per cent. and (b) the number of Automatic Early Redemption Valuation Dates from the Issue Date to and including the date of the relevant Automatic Early Redemption Valuation Date</p>																								
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		6	23 April 2019
		7	22 July 2019
		8	21 October 2019
		9	21 January 2020
		10	20 April 2020
		11	20 July 2020
(x)	Automatic Early Redemption Valuation Time:		Scheduled Closing Time
(xi)	Averaging:		Averaging does not apply to the Notes
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:			Not applicable
37. Equity Linked Redemption:			Applicable
(i)	Share/Basket of Shares/Basket Company:		Unicredit Spa
			Weighting: Not applicable
(ii)	Share Currency:		EUR
(iii)	ISIN of Share(s):		IT0005239360
(iv)	Screen Page:		Bloomberg Code: UCG IM<Equity>
(v)	Exchange:		Borsa Italiana
(vi)	Related Exchange(s):		All Exchanges
(vii)	Depository Receipt provisions:		Not applicable
(viii)	Strike Date:		Not applicable
(ix)	Strike Period [and Strike Days]:		Not applicable
(x)	Averaging:		Averaging does not apply to the Notes
(xi)	Redemption Valuation Date(s):		20 October 2020
(xii)	Valuation Time:		Scheduled Closing Time

(xiii)	Observation Date(s):	Not applicable
(xiv)	Observation Period:	Not applicable
(xv)	Exchange Business Day:	(Single Share Basis)
(xvi)	Scheduled Trading Day:	(Single Share Basis)
(xvii)	Share Correction Period:	As set out in Equity Linked Condition 8
(xviii)	Disrupted Days:	As set out in Equity Linked Condition 8
(xix)	Market Disruption:	Specified Maximum Days of Disruption will be equal to three
(xx)	Extraordinary Events:	In addition to De-Listing, Insolvency, Merger Event and Nationalization, the following Extraordinary Events apply to the Notes: Tender Offer: Applicable
(xxi)	Additional Disruption Events:	The following Additional Disruption Events apply to the Notes: Change in Law The Trade Date is 20 October 2017 Delayed Redemption on Occurrence of Additional Disruption Event: 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

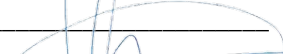
RESPONSIBILITY

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

Signed on behalf of the Issuer:

Signed on behalf of the Guarantor:

By: 

By: 

Duly authorised
Authorised Signatory
Firma Autorizada

Duly authorised

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: BBB+

Moody's: Baa1

Fitch: A-

The rating of the Issuer is:

S&P: BBB+

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

The Notes have been sold by the Dealer to a third party distributor at a discount to the specified issue price. For specific and detailed information on the nature and quantity of such discount, 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: | USD 1,102,000 |
| (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 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 37(iv) 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:	XS1708196677
(ii)	Common Code:	170819667
(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

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. 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. 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.</p> <p>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.

<p>B.5</p>	<p>Description of the Group:</p>	<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" 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.</p>			
<p>B.9</p>	<p>Profit forecast or estimate:</p>	<p>Not Applicable - No profit forecasts or estimates have been made in this Base Prospectus.</p>			
<p>B.10</p>	<p>Audit report qualifications:</p>	<p>Not Applicable - No qualifications are contained in any audit report included in this Base Prospectus.</p>			
<p>B.12</p>	<p>The key audited financial data for the Issuer for the last two account periods (ended 31 December 2016 and ended 31 December 2015) 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 2016 and 31 December 2015</p> <p>STATEMENT OF COMPREHENSIVE INCOME FOR THE YEARS ENDED 31 DECEMBER 2016 AND 31 DECEMBER 2015</p>				
		<p><i>Thousands of euros</i></p>	<p>Note</p>	<p>31.12.2016</p>	<p>31.12.2015(*)</p>
		- Interest income and similar income	9-10	101,321	68,122
		- Interest expense and similar expenses	10-11	(100,890)	(67,777)
		- Exchange rate differences		37	52
		- Other operating expenses		(234)	(123)
		Result of the year before tax		234	274
		- Income tax		(76)	(82)
		Result of the year from continued operations		158	192
		Comprehensive result of the year		-	-
		Total comprehensive result of the year		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

STATEMENT OF FINANCIAL POSITION AS AT 31 DECEMBER 2016

(before appropriation of net income)

<i>Thousands of euros</i>	Note	30.12.2016	30.12.2015*
ASSETS:			
Non-current assets			
- <i>Long-Term deposits due from Parent</i>	9	1,224,154	882,725
- Derivatives	10	41,402	47,344
- Other assets		-	-
Current assets			
- <i>Short-Term deposits due from Parent</i>	9	103,358	20,894
- Derivatives	10	3,947	3,792
- Cash and cash equivalents	8	481	101
- Interest receivable from Parent	9	68,925	85,073
- Other assets		2	-
Total assets		1,442,269	1,039,936
LIABILITIES:			
<i>Long-Term liabilities</i>			
-Long-Term debt securities issued	11	1,223,474	882,212
- Derivatives	10	41,402	47,344
- Other liabilities		-	7
<i>Short-Term liabilities</i>			
- Short-Term debt securities issued	11	103,392	20,894

	- Derivatives	10	3,947	3,792
	- Interest payable to third parties	11	68,806	84,968
	- Other liabilities		29	49
	- Credit account		498	228
	- Current tax liabilities		146	25
	Total liabilities		1,441,694	1,039,519
	SHAREHOLDER'S EQUITY:			
	Capital			
	- Issued share capital	12	90	90
	- Other reserves		327	135
	- Result of the year		158	192
	Total shareholder's equity		575	417
	Total liabilities and shareholder's equity		1,442,269	1,039,936
	* Presented for comparison purposes only.			
	<i>Statements of no significant or material adverse change</i>			
	There has been no significant change in the financial or trading position of the Issuer since 31 December 2016. 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 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 “BBB+” 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 <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:	<p>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.</p> <p>As of 30 June 2017, the Group was made up of 358 consolidated entities and 85 entities accounted for using the equity method.</p> <p>The companies are principally domiciled in the following countries: Argentina, Belgium, Bolivia, Brazil, Cayman Islands, Chile, Colombia, Ecuador, France, Germany, Ireland, Italy,</p>

		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 2016 and 31 December 2015 and the Group's audited consolidated income statement as of 30 June 2017 and 30 June 2016:				
	<i>Millions of euros</i>	30.06.2017	30.06.2016*	31.12.2016	31.12.2015*
	- Net interest income	8,803	8,365	17,059	16,022
	- Gross income	12,718	12,233	24,653	23,362
	- Net operating income	4,102	3,528	6,874	6,251
	- Operating profit before tax	4,033	3,391	6,392	4,603
	Profit attributable to parent company	2,306	1,832	3,475	2,642
	(*) 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 2016 and 31 December 2015 and the Group's audited consolidated balance sheet as of 30 June 2017 and 30 June 2016.				
	<i>Millions of euros</i>	30.06.2017	30.06.2016*	31.12.2016	31.12.2015*
	Total Assets	702,429	746,040	731,856	749,855
	Loans and advances to	409,087	415,872	414,500	414,165

	customers				
	Customer deposits	394,626	406,284	401,465	403,362
	Debt Certificates and Other financial liabilities	82,393	89,635	89,504	94,121
	Total customer funds	477,019	495,919	490,969	497,483
	Total equity	54,727	55,962	55,428	55,282
<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 June 30, 2017 and there has been no material adverse change in the prospects of the Group since December 31, 2016</p>					
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</p>			

		pensioners; and goodwill and other intangibles.
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 "BBB+" 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.

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 494 USD 1,028,000 Equity Linked Notes due 2020</p> <p>Series Number: 494</p> <p>Tranche Number: 1</p> <p>ISIN Code: XS1708196677</p> <p>Common Code:170819667</p> <p>Valoren Code: Not applicable</p>
C.2	Currency:	The specified currency of this Series of Notes is US Dollar (“USD”)
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</p>

relating to creditor's rights.

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.

Negative pledge

The Notes do not have the benefit of a negative pledge.

Events of default

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

		<p>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</p> <p>(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</p> <p>(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</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>
C.9	Payment Features:	<p>Issue Price: 100 per cent. of the Aggregate Nominal Amount</p> <p>Issue Date: 27 October 2017</p> <p>Calculation Amount: USD 2,000</p> <p>Early Redemption Amount: The fair market value of the Notes less associated costs.</p> <p>The Notes do not bear any interest.</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</p>

methodology set out below.

Redemption (ix) - Versus Standard

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

130 per cent.; or

(B) Otherwise:

100 per cent.; or

(C) If the Final Redemption Condition is not satisfied in respect of the Redemption Valuation Date and a Knock-in Event has occurred:

Min [100 per cent.; FR Value]

For these purposes:

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

A “**Knock-in Event**” will occur if the RI Value on the Knock-in Determination Day is less than 75 per cent.

“**Knock-in Determination Day**” means the Redemption Valuation Date

“**Redemption Valuation Date**” means 20 October 2020

“**RI Initial Value**” means EUR 17.22

“**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 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 Additional Rate)

For these purposes:

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

“**AER Value**” means RI Value.

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

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

“**AER Rate MT**” means the product of (a) 2.50% per cent. and (b) the number of Automatic Early Redemption Valuation Dates from the Issue Date to and including the date of the relevant Automatic Early Redemption Valuation Date.

“**Automatic Early Redemption Valuation Date**” means:

j	<u>Automatic</u> <u>Early</u> <u>Redemption</u> <u>Valuation</u> <u>Date</u>
1	22 January 2018
2	20 April 2018
3	20 July 2018
4	22 October 2018
5	22 January 2019
6	23 April 2019
7	22 July 2019
8	21 October 2019
9	21 January 2020
10	20 April 2020
11	20 July 2020

“**Automatic Early Redemption Date**” means

j	<u>Automatic</u> <u>Early</u> <u>Redemption</u> <u>Date</u>
1	29 January 2018
2	27 April 2018
3	27 July 2018
4	29 October 2018
5	28 January 2019
6	29 April 2019
7	29 July 2019

		<p>8 28 October 2019</p> <p>9 27 January 2020</p> <p>10 27 April 2020</p> <p>11 27 July 2020</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:	<p>Not applicable</p> <p>[ZSL1]</p>
C.11	Listing and admission to trading:	<p>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.</p>
C.15	Description of how the value of the Note is affected by the value of the underlying asset:	<p>The 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 (A description of the type of the underlying and where the information of the underlying can be found) below.</p> <p>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 RI Value on the Redemption Valuation Date is below 75 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:	<p>The Maturity Date of the Notes is 27 October 2020, subject to adjustment.</p>
C.17	Settlement procedure of derivative securities:	<p>The Notes will be settled on the applicable Maturity Date or relevant delivery date at the relevant amount per Note.</p>
C.18	Return on derivative securities:	<p>For variable redemption Notes, the return is illustrated in Element C.9 (Payment Features) above</p> <p>These Notes are derivative securities and their value may go down as well as up.</p>
C.19	Exercise price/final reference price of the underlying:	<p>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</p>
C.20	A description of the type of	<p>The underlying is a Share</p>

the underlying and where the information of the underlying can be found:	Unicredit Spa see Bloomberg Code: UCG IM<Equity>
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Section D – Risks

Element	Title
D.2	<p data-bbox="319 533 699 600">Key risks regarding the Issuer and the Guarantor:</p> <p data-bbox="699 533 1407 1064">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 data-bbox="699 1097 1407 1131">Risk Factors relating to the Issuer</p> <ul data-bbox="699 1153 1407 1332" style="list-style-type: none"> <li data-bbox="699 1153 1407 1220">• Issuer's dependence on the Guarantor to make payments on the Notes. <li data-bbox="699 1243 1407 1332">• Certain considerations in relation to the forum upon insolvency of the Issuer. <p data-bbox="699 1366 1407 1433">Factors that may affect the Guarantor's ability to fulfil its obligations under the Guarantee</p> <p data-bbox="699 1456 1407 1489">Macroeconomic Risks</p> <ul data-bbox="699 1523 1407 1993" style="list-style-type: none"> <li data-bbox="699 1523 1407 1624">• 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. <li data-bbox="699 1657 1407 1758">• 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. <li data-bbox="699 1792 1407 1892">• Any decline in the Kingdom of Spain's sovereign credit ratings could adversely affect the Group's business, financial condition and results of operations. <li data-bbox="699 1926 1407 1993">• 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

		<ul style="list-style-type: none"> • 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 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.
- 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

		<p>Item.</p> <ul style="list-style-type: none"> • 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. <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 (“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:	The Notes have been sold by the Dealer to a third party distributor at a discount to the specified issue price. For specific and detailed information on the nature and quantity of such discount, 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.