

## FINAL TERMS

23 January 2019

### **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 997 USD 684,000 Combination Notes due 2022 (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](http://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.

- |           |                             |  |   |
|-----------|-----------------------------|--|---|
| <b>1.</b> | (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.   |
| <b>2.</b> | (a)                         | Series Number:   | 997   |
|           | (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<br>Annex 2: Index Linked Conditions<br>Annex 4: Fund Linked Conditions |
| <b>3.</b> | Specified Notes Currencies: | Currency or Currencies:  | US Dollar (“ <b>USD</b> ”)  |

<b>4.</b>	Aggregate Nominal Amount:	
	(a) Series:	USD 684,000
	(b) Tranche:	USD 684,000
<b>5.</b>	Issue Price:	97.50 per cent. of the Aggregate Nominal Amount
<b>6.</b>	(a) Specified Denomination(s):	USD 150,000 and integral multiples of USD 1,000 in excess thereof up to and including USD 299,000. No notes in definitive form will be issued with denomination above USD 299,000
	(b) Minimum Tradable Amount:	Not applicable
	(c) Calculation Amount:	USD 1,000
<b>7.</b>	(a) Issue Date:	23 January 2019
	(b) Interest Commencement Date:	Issue Date
<b>8.</b>	Maturity Date:	21 January 2022 or if that is not a Business Day the immediately succeeding Business Day
<b>9.</b>	Interest Basis:	Applicable
		Reference Item Linked Interest: Combination Interest  (see paragraph 16 below)
<b>10.</b>	Redemption Basis:	Combination Redemption
<b>11.</b>	Reference Item(s):	See paragraph 21(i) Index and paragraph 23(i) Fund below.
<b>12.</b>	Put/Call Options:	Not applicable
<b>13.</b>	Settlement Exchange Rate Provisions:	Not applicable
<b>14.</b>	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 an Index, the Settlement Level (as defined in the Index Linked Conditions), and if the relevant Reference Item is an Exchange Traded Fund, the Settlement Price of the Fund Share (as defined in the Fund Linked Conditions) on such Knock-in Determination Day.

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

k=1 3,068.05

k=2 USD 40.39

- (ii) Knock-in Barrier: 60 per cent.
- (iii) Knock-in Range: Not applicable
- (iv) Knock-in Determination Day(s): Redemption Valuation Date (see paragraph 34 (viii) below)
- (v) Knock-in Determination Period: Not applicable
- (vi) Knock-in Period: Not applicable

- Beginning Date:
- (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
- (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: In respect of each Interest Payment Date (from  $i=1$  to  $i=12$ ) the Rate of Interest shall be determined by the Calculation Agent in accordance with the following formula:

**Rate of Interest (xvi) – Memory**

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

**Rate (i) + Sum Rate (i);** or

(B) Otherwise:

**Zero.**

Where:

**“Barrier Count Condition”** shall be satisfied if, 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 60 per cent.

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

**“Rate”** means, in respect of a Coupon Valuation Date, 1.66 per cent.

**“Sum Rate”** means, in respect of each Coupon Valuation Date, the sum of all previous Rates for each Coupon Valuation Date since (but not including) the last occurring date on which the relevant Barrier Count Condition was satisfied (or if none the Issue Date).

**“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.

**“RI Value”** means, in respect of a Reference Item and the 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.

**“RI Closing Value”** means, in respect of a Reference Item and a Coupon Valuation Date, if the relevant Reference Item is an Index, the Settlement Level (as defined in the Index Linked Conditions), and if the relevant Reference Item is an Exchange Traded Fund, the Settlement Price of the Fund Share (as defined in the Fund Linked Conditions) on such Coupon Valuation Date

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

k=1 3,068.05

k=2 USD 40.39

- 17. **Fixed Rate Note Provisions:**
- 18. **Floating Rate Note Provisions:**
- 19. **Specified Interest Amount Note Provisions:**
- 20. **Zero Coupon Note Provisions:**
- 21. **Index Linked Interest Provisions:**

Not applicable

Not applicable

Not applicable

Not applicable

Applicable

- (i) Index/Basket of Indices:

The following Reference Item k=1 will apply:

EURO STOXX 50 Index

Composite

- (ii) Index Currency: EUR
- (iii) Exchange(s) and Index Sponsor: (a) the relevant Exchange is the principal stock exchange on which the securities comprising the Index are principally traded, as determined by the Calculation Agent  
(b) the relevant Index Sponsor is STOXX Limited
- (iv) Related Exchange: All Exchanges
- (v) Screen Page: Bloomberg Code: [SX5E] <Index>
- (vi) Strike Date: Not applicable
- (vii) Averaging: Not applicable
- (viii) Interest Payment Date(s): See table below

<b>i</b>	<b>Coupon Valuation Dates</b>	<b>Interest Payment Dates</b>
1	15 April 2019	22 April 2019
2	15 July 2019	22 July 2019
3	14 October 2019	21 October 2019
4	14 January 2020	21 January 2020
5	14 April 2020	21 April 2020
6	14 July 2020	21 July 2020
7	14 October 2020	21 October 2020
8	14 January 2021	21 January 2021
9	14 April 2021	21 April 2021
10	14 July 2021	21 July 2021
11	14 October 2021	21 October 2021
12	14 January 2022	21 January 2022

- (ix) Coupon Valuation Date(s): See table above



- (x) Coupon Valuation Scheduled Closing Time  
Time:
- (xi) Observation Date(s): Not applicable
- (xii) Exchange Business (Cross Asset Basis)  
Day:
- (xiii) Scheduled Trading (Cross Asset Basis)  
Day:
- (xiv) Index Correction As set out in Index Linked Condition  
Period: 7
- (xv) Disrupted Day: As set out in the Index Linked  
Conditions  
  
Specified Maximum Days of  
Disruption will be equal to three.
- (xvi) Index Adjustment As set out in Index Linked Condition  
Event: 2
- (xvii) Additional Disruption As per the Index Linked Conditions  
Events:  
  
The Trade Date is 14 January 2019
- (xviii) Market Disruption: As set out in Index Linked Condition  
7

**22. Equity Linked Interest Provisions** Not applicable

**23. Fund Linked Interest Provisions:** Applicable

- (i) Fund: The following Reference Item k=2  
will apply:  
  
See table below

<b>k</b>	<b>Fund</b>	<b>Bloomberg Code</b>	<b>ISIN</b>	<b>Exchange(s)</b>
2	iShares MSCI Emergin Markets Fund	EEM UP <Equity>	US4642872349	NYSE ARCA

The Fund is an Exchange Traded Fund

- (ii) Fund Shares: See table above

(iii)	Exchange	See table above
(iv)	Related Exchange:	All Exchanges
(v)	Exchange Business Days:	(Cross Asset Basis)
(vi)	Scheduled Trading Day:	(Cross Asset Basis)
(vii)	Strike Date:	Not applicable
(viii)	Averaging:	Not applicable
(ix)	Interest Payment Date(s)	See table in paragraph 21(viii) above
(x)	Coupon Valuation Date	See table in paragraph 21(viii) above
(xi)	Valuation Time:	As per Fund Linked Condition 7
(xii)	Observation Date(s):	Not applicable
(xiii)	Fund Service Provider:	As set out in Fund Linked Condition 7
(xiv)	Fund Documents:	As set out in Fund Linked Condition 7
(xv)	Fund Business Day:	(Single Fund Share Basis)
(xvi)	Initial Calculation Date:	Not applicable
(xvii)	Final Calculation Date:	Not applicable
(xviii)	Calculation Date(s):	Not applicable
(xix)	Exchange Rate:	Not applicable
(xx)	NAV Barrier:	Not applicable
(xxi)	NAV Trigger Percentage:	Not applicable
(xxii)	NAV Trigger Period:	Not applicable
(xxiii)	Number of NAV Publication Days:	Not applicable
(xxiv)	Basket Trigger Level:	Not applicable
(xxv)	Disrupted Day:	As set out in Fund Linked Condition 7
		Specified Maximum Days of Disruption will be equal to three
(xxvi)	Market Disruption:	As set out in Fund Linked Condition 7

(xxvii)	Extraordinary Fund Event:	As set out in Fund Linked Condition 4
(xxviii)	Additional Extraordinary Fund Event:	As per the Fund Linked Conditions The Trade Date is 14 January 2019
(xxix)	Delayed Payment Cut-Off:	As set out in Fund Linked Condition 6
<b>24.</b>	<b>Inflation Linked Interest Provisions:</b>	Not applicable
<b>25.</b>	<b>Foreign Exchange (FX) Rate Linked Interest Provisions:</b>	Not applicable
<b>26.</b>	<b>Reference Item Rate Linked Interest:</b>	Not applicable
<b>27.</b>	<b>Combination Note Interest:</b>	Applicable

**PROVISIONS RELATING TO REDEMPTION**

<b>28.</b>	<b>Final Redemption Amount:</b>	Calculation Amount * Final Payout
<b>29.</b>	<b>Final Payout:</b>	Applicable

**Redemption (vii)-Knock-in**

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

**100 per cent.; or**

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

**FR Value**

Where:

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

**“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 an Index, the Settlement Level (as defined in the Index Linked Conditions), and if the relevant Reference Item is an Exchange Traded Fund, the Settlement Price of the Fund Share (as defined in the Fund Linked Conditions) on such Coupon Valuation Date on such Redemption Valuation Date

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

k=1 3,068.05

k=2 USD 40.39

**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=11), 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 an Index, the Settlement Level (as defined in the Index Linked Conditions) ), and if the relevant Reference Item is an Exchange Traded Fund, the Settlement Price of the Fund Share (as defined in the Fund Linked Conditions) on such Automatic Early Redemption Valuation Date

**“RI Initial Value”** means in respect of a reference Item:

k=1 3,068.05

k=2 USD 40.39

(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

<b>j</b>	<b>Automatic Early Redemption Valuation Dates</b>	<b>Automatic Early Redemption Dates</b>
1	15 April 2019	22 April 2019
2	15 July 2019	22 July 2019

3	14 October 2019	21 October 2019
4	14 January 2020	21 January 2020
5	14 April 2020	21 April 2020
6	14 July 2020	21 July 2020
7	14 October 2020	21 October 2020
8	14 January 2021	21 January 2021
9	14 April 2021	21 April 2021
10	14 July 2021	21 July 2021
11	14 October 2021	21 October 2021

(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
<b>31.</b>	<b>Issuer Call Option:</b>	Not applicable
<b>32.</b>	<b>Noteholder Put:</b>	Not applicable
<b>33.</b>	<b>Early Redemption Amount:</b>	As set out in General Condition 6
<b>34.</b>	<b>Index Linked Redemption:</b>	Applicable
(i)	Basket of Indices:	See paragraph 21(i) above
(ii)	Index Currency:	See paragraph 21(ii) above
(iii)	Exchange(s) and Index Sponsor:	See paragraph 21(iii) above
(iv)	Related Exchange:	All Exchanges
(v)	Screen Page:	See paragraph 21(v) above
(vi)	Strike Date:	Not applicable
(vii)	Averaging:	Not applicable
(viii)	Redemption Valuation Date(s):	14 January 2022

(ix)	Valuation Time:	Scheduled Closing Time
(x)	Observation Date(s):	Not applicable
(xi)	Exchange Business Day:	(Cross Asset Basis)
(xii)	Scheduled Trading Day:	(Cross Asset Basis)
(xiii)	Index Correction Period:	As set out in Index Linked Condition 7
(xiv)	Disrupted Day:	As set out in the Index Linked Conditions  Specified Maximum Days of Disruption will be equal to three
(xv)	Index Adjustment Event:	As set out in Index Linked Condition 2
(xvi)	Additional Disruption Events:	As per the Index Linked Conditions  The Trade Date is 14 January 2019
(xvii)	Market Disruption:	As set out in Index Linked Condition 7
<b>35.</b>	<b>Equity Linked Redemption:</b>	Not applicable
<b>36.</b>	<b>Fund linked Redemption:</b>	Applicable
(i)	Fund:	See paragraph 23(i)
(ii)	Fund Shares:	See paragraph 23(ii)
(iii)	Exchange:	See paragraph 23(iii)
(iv)	Related Exchange:	All Exchanges
(v)	Exchange Business Days:	(Cross Asset Basis)
(vi)	Scheduled Trading Day:	(Cross Asset Basis)
(vii)	Strike Date:	Not applicable
(viii)	Averaging:	Not applicable
(ix)	Observation Date:	Not applicable
(x)	Redemption Valuation Date(s)/Period(s):	See paragraph 34(viii)

(xi)	Valuation Time:	As set out in Fund Linked Condition 7
(xii)	Fund Service Provider:	As set out in Fund Linked Condition 7
(xiii)	Fund Documents:	As set out in Fund Linked Condition 7
(xiv)	Fund Business Day:	(Single Fund Share Basis)
(xv)	Initial Calculation Date:	Not applicable
(xvi)	Final Calculation Date:	Not applicable
(xvii)	Calculation Date(s):	Not applicable
(xviii)	Exchange Rate:	Not applicable
(xix)	NAV Barrier:	Not applicable
(xx)	NAV Trigger Percentage:	Not applicable
(xxi)	NAV Trigger Period	Not applicable
(xxii)	Basket Trigger Level:	Not applicable
(xxiii)	Number of NAV Publication Days:	Not applicable
(xxiv)	Disrupted Day:	As set out in Fund Linked Condition 7 Specified Maximum Days of Disruption will be equal to three
(xxv)	Market Disruption:	As set out in Fund Linked Condition 7
(xxvi)	Extraordinary Events:	As set out in Fund Linked Condition 4
(xxvii)	Additional Extraordinary Fund Event:	As per the Fund Linked Conditions  The Trade Date is 14 January 2019
(xxviii)	Delayed Payment Cut-Off Date:	As set out in Fund Linked Condition 6
<b>37.</b>	<b>Inflation Linked Redemption:</b>	Not applicable
<b>38.</b>	<b>Credit Linked Redemption:</b>	Not applicable
<b>39.</b>	<b>Foreign Exchange (FX) Rate Linked Redemption:</b>	Not applicable
<b>40.</b>	<b>Reference Item Rate Linked Redemption:</b>	Not applicable
<b>41.</b>	<b>Combination Note Redemption:</b>	Applicable
<b>42.</b>	<b>Provisions applicable to</b>	Not applicable



**Instalment Notes:**

- |            |  |   |
|------------|--|---|
| <b>43.</b> | <b>Provisions applicable to Physical Delivery:</b>   | Not applicable  |
| <b>44.</b> | <b>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:</b> | Not applicable  |
| <b>45.</b> | <b>Variation of Settlement:</b>  | The Issuer does not have the option to vary settlement in respect of the Notes as set out in General Condition 5(b)(ii) |
| <b>46.</b> | <b>Payment Disruption Event</b>  | Not applicable  |

**GENERAL PROVISIONS APPLICABLE TO THE NOTES**

- |            |  |  |
|------------|--|--|
| <b>47.</b> | <b>Form of Notes:</b>  | Bearer Notes:<br><br>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 |
| <b>48.</b> | <b>New Global Note:</b>  | No   |
| <b>49.</b> | <b>(i) Financial Centre(s):</b>  | Not applicable   |
|            | <b>(ii) Additional Business Centre(s):</b>   | Not applicable   |
| <b>50.</b> | <b>Talons for future Coupons or Receipts to be attached to definitive Notes (and dates on which such Talons mature):</b> | No   |
| <b>51.</b> | <b>Redenomination, renominalisation and reconventioning provisions:</b>  | Not applicable   |
| <b>52.</b> | <b>Prohibition of Sales to EEA</b>   | Applicable   |

**Retail Investors:**

**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 Molensen

Duly authorised  
**Authorised Signatory**  
**Firma Autorizada**

Signed on behalf of the Guarantor:

By: 

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

## PART B-OTHER INFORMATION

### 1 Listing and Admission to trading

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

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

### 4 Estimated Net Proceeds and Total Expenses

- (i) Estimated net proceeds: USD 666,900
- (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 Index, performance of Fund, Explanation of Effect on Value of Investment and Other Information concerning the Underlying

The past and future performance, the volatility and background information about the Index and the Fund can be obtained from the corresponding Bloomberg Screen Page as set out in paragraph 21(v) and 23(i) above

For a description of any adjustments and disruption events that may affect the Index and any adjustment rules in relation to events concerning the Index (if applicable) please see Annex 2 (*Additional Terms and Conditions for Index Linked Notes*) in the Issuer's Base Prospectus.

For a description of any adjustments and disruption events that may affect the Fund and any adjustment rules in relation to events concerning the Fund (if applicable) please see Annex 4 (*Additional Terms and Conditions for Fund Linked Notes*) in the Issuer's Base Prospectus.

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

### 6 Operational Information

- (i) ISIN Code: XS1938401756
- (ii) Common Code: 193840175
- (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

**7 Distribution**

7.1 Method of distribution: Non-syndicated

7.3 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.

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Reg. S Compliance Category 2; TEFRA D

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

7.5 Non-Exempt Offer: Not applicable

## **8 Benchmark Regulation**

Amounts payable under the Notes may be calculated by reference to EURO STOXX 50 Index. EURO STOXX 50 Index is provided by STOXX Limited.

As at the date of these Final Terms, STOXX Limited does not appear in the register of administrators and benchmarks established and maintained by European Securities and Markets Authority (ESMA) pursuant to article 36 of the Benchmark Regulation.

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## **9 Index Disclaimer**

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