

**SUPPLEMENT DATED 9TH NOVEMBER, 2018 TO THE OFFERING CIRCULAR DATED 2ND
AUGUST, 2018**

Banco Bilbao Vizcaya Argentaria, S.A.
(Incorporated in Spain with limited liability)

€40,000,000,000 Global Medium Term Note Programme

This Supplement (the **Supplement**) to the Offering Circular dated 2nd August, 2018 (the **Offering Circular**), which comprises a base prospectus, constitutes a supplementary prospectus for the purposes of Section 87G of the Financial Services and Markets Act 2000 and is prepared in connection with the Global Medium Term Note Programme (the **Programme**) of Banco Bilbao Vizcaya Argentaria, S.A. (the **Issuer**).

Terms defined in the Offering Circular have the same meaning when used in this Supplement. This Supplement is supplemental to, and should be read in conjunction with, the Offering Circular and any other supplements to the Offering Circular issued by the Issuer.

The Issuer accepts responsibility for the information contained in this Supplement. To the best of the knowledge of the Issuer (which has taken all reasonable care to ensure that such is the case) the information contained in this Supplement is in accordance with the facts and does not omit anything likely to affect the import of such information.

The purpose of this Supplement is to (i) incorporate by reference the Consolidated Interim Financial Statements (as defined below) (including the auditors' report thereon), (ii) incorporate by reference certain information on alternative performance measures from the Third Quarter Report (as defined below), (iii) replace the risk factors "*The Group may be materially adversely affected by developments in the emerging markets where it operates*" and "*Exposure to the real estate market makes the Group vulnerable to developments in this market*" to reflect certain developments, (iv) include a section entitled "*Recent Developments*" in the Offering Circular to reflect the appointment of the new Group Executive Chairman and the completion of the acquisition by Cerberus of the Issuer's Spanish Real Estate Business, and (v) confirm that there has been no significant change in the financial position of the Issuer or its consolidated subsidiaries (the **Group**) since 30th September, 2018.

The Consolidated Interim Financial Statements

On 30th October, 2018, the Group published its Condensed Interim Consolidated Financial Statements and Interim Consolidated Management Report corresponding to the nine month period ended 30th September 2018 (the **Third Quarter Report**), which includes, (i) on pages 3 to 48 (inclusive) thereof, the Group's unaudited consolidated interim financial statements as at and for the nine month period ended 30th September, 2018, (ii) on the page prior to the table of contents of the Third Quarter Report, the auditors' limited review report thereon (together, the **Consolidated Interim Financial Statements**) and (iii) on pages 57 to 63 (inclusive) of the Interim Consolidated Management Report included in the Third Quarter Report, certain information on alternative performance measures.

A copy of the Third Quarter Report has been filed with the Central Bank of Ireland and, by virtue of this Supplement, (i) the Consolidated Interim Financial Statements (including the auditors' limited review report) and (ii) the information on alternative performance measures on pages 57 to 63 (inclusive) of the Interim Consolidated Management Report included in the Third Quarter Report are incorporated by reference in, and form part of, the Offering Circular. The non-incorporated parts of the Third Quarter Report are either not relevant for an investor or are covered elsewhere in the Offering Circular.

Copies of all the documents incorporated by reference in the Offering Circular are available on the website of the Irish Stock Exchange plc trading as Euronext Dublin at:

http://www.ise.ie/debt_documents/BBVA%20Q3%20Financials_51c06963-1801-4e22-9807-

[7e62c63e62eb.PDF](#) and can also be obtained from the Issuer and the Principal Paying Agent in London as described on page 52 of the Offering Circular.

Update to Risk Factors

By virtue of this Supplement, the risk factor headed:

- (a) *“The Group may be materially adversely affected by developments in the emerging markets where it operates”* shall be deleted and replaced by the following:

“The economies of some of the emerging markets where the Group operates, mainly Latin America and Turkey, experienced significant volatility in recent decades, characterised, in some cases, by slow or declining growth, declining investment, volatile interest rates, volatile currency values, hyperinflation and political tension.

Emerging markets are generally subject to greater risks than more developed markets. For example, there is typically a greater risk of loss in operating in emerging markets from unfavourable political and economic developments, both global and domestic, social and geopolitical instability, changes in economic policies (such as monetary, fiscal and macroprudential policies) or governmental decisions, including expropriation, nationalisation, international ownership legislation, interest-rate caps, currency and exchange controls and tax policies and political unrest, such as those related to the two-year state of emergency entitling the exercise of additional powers by the Turkish government that was first declared on 20th July, 2016.

In particular, Argentina, where the Issuer operates through BBVA Banco Francés, and Turkey, where it operates through Garanti, have recently experienced exchange rate volatility (for example, the Argentine peso has lost more than half of its value against the U.S. dollar during the course of 2018), rapidly-increasing interest rates, and deteriorating economic conditions.

As of June 2018, Garanti was recorded with a book-value amounting €4,793 million, of which €433 million corresponded to Garanti’s goodwill, and BBVA Banco Francés recorded a book-value amounting €686 million. The Issuer follows a multiple-point-of-entry strategy, with self-sufficient subsidiaries and no liquidity transfers between the parent company and the subsidiaries or among subsidiaries (including Garanti and BBVA Banco Francés), mitigating contagion risk.

The impact of the depreciation of exchange rates of foreign currencies (including TL and Argentine Peso in the case of Garanti and BBVA Banco Francés respectively) is recognised every quarter in the Group’s equity.

In addition, emerging markets are affected by conditions in other related markets or in global financial markets (such as U.S. interest rates and the U.S. dollar exchange rate) generally and some are also particularly affected by commodities price fluctuations, which in turn may affect financial market conditions through exchange rate fluctuations, interest rate volatility and deposits volatility. Although global economic growth has remained strong, there are increasing risks of deterioration that might be triggered by a full blown trade war, geopolitical events or changes in financial risk appetite. If global economic conditions deteriorate, the business, financial condition, operating results and cash flows of the Issuer’s subsidiaries in emerging economies, mainly in Latin America and Turkey, may be materially adversely affected.

Furthermore, financial turmoil in any particular emerging market could negatively affect other emerging markets or the global economy in general. Financial turmoil in a particular emerging market tends to adversely affect exchange rates, stock prices and debt securities prices of other emerging markets as investors move their money to more stable and developed markets, and may reduce liquidity to companies located in the affected markets. An increase in the perceived risks

associated with investing in emerging economies in general, or the emerging markets where the Group operates in particular, could dampen capital flows to such economies and adversely affect such economies.

In addition, any changes in laws, regulations and policies pursued by the U.S. Government may adversely affect the emerging markets in which the Group operates, particularly Mexico due to the trade and other ties between Mexico and the United States. See “—The Group’s business could be adversely affected by global political developments, particularly with regard to U.S. policies that affect Mexico” below.

If economic conditions in the emerging market economies where the Group operates deteriorate, the Group’s business, financial condition and results of operations could be materially adversely affected.”; and

- (b) “*Exposure to the real estate market makes the Group vulnerable to developments in this market*” shall be deleted and replaced by the following:

“The Group has substantial exposure to the real estate market, mainly in Spain. The Group is further exposed to the real estate market due to the fact that real estate assets secure many of its outstanding loans and due to the significant amount of real estate assets held on its balance sheet and its stakes in real estate companies such as Metrovacesa, S.A. and Testa Residencial SOCIMI, S.A. (**Testa**). Any deterioration of real estate prices could materially and adversely affect the Group’s business, financial condition and results of operations.

On 14th September, 2018, the Issuer (together with other relevant shareholders of Testa) signed a purchase and sale agreement with Tropic Real Estate Holding, S.L. (a company which is advised and managed by a private equity investment group controlled by Blackstone Group International Partners LLP) under which the Issuer has, subject to the completion of the transaction, transferred its 25.24 per cent. interest in Testa to Tropic Real Estate Holding, S.L. Completion of the transaction is expected to take place by 31st December, 2018”.

Recent Developments

On page 145 of the Offering Circular, a new section entitled “*Recent Developments*” shall be added as follows:

“Recent Developments

Appointment of a new Group Executive Chairman

On 26th September, 2018, the Board of Directors of BBVA confirmed that Mr. Carlos Torres Vila will replace Mr. Francisco González Rodríguez as the Group Executive Chairman. Such appointment will take effect at the same time as the current Group Executive Chairman, Mr. Francisco González Rodríguez leaves office, which is expected to be on 31st December, 2018 subject to the relevant authorisations having been obtained.

The completion of the acquisition by Cerberus of BBVA’s Spanish Real Estate Business

On 10th October, 2018, after obtaining all the required authorisations, BBVA completed the transfer of its real estate business in Spain (the **Spanish Real Estate Business**) to Cerberus. This resulted in the sale of 80 per cent. of the shares of Divarian Propiedad, S.A. (**Divarian**) to an entity managed by Cerberus. The Group had previously transferred the Spanish Real Estate Business to Divarian but the transfer of several real estate assets remains subject to the fulfilment of certain conditions.”.

General

There has been no significant change in the financial position of the Issuer or the Group since 30th September, 2018.

To the extent that there is any inconsistency between (a) any statement in this Supplement or any statement incorporated by reference into the Offering Circular by this Supplement and (b) any other statement in or incorporated by reference in the Offering Circular, the statements in (a) above will prevail.

Save as disclosed in this Supplement there has been no other significant new factor, material mistake or inaccuracy relating to information included in the Offering Circular since the publication of the Offering Circular.

If documents which are incorporated by reference or attached to this Supplement themselves incorporate any information or other documents therein, either expressly or implicitly, such information or other documents will not form part of this Supplement for the purposes of the Prospectus Directive (Directive 2003/71/EC) except where such information or other documents are specifically incorporated by reference or attached to this Supplement.