

First Quarter Results 2007

Madrid, 25th April 2007



Forward-Looking Statements

This document may include “forward-looking statements” within the meaning of the “safe harbor” provisions of the United States Private Securities Litigation Reform Act of 1995. Forward-looking statements may be identified by the use of words such as “anticipate,” “believe,” “expect,” “estimate,” “plan,” “outlook,” and “project” and other similar expressions that predict or indicate future events or trends or that are not statements of historical matters. Investors are cautioned that such forward-looking statements with respect to revenues, earnings, performance, strategies, prospects and other aspects of the businesses of Banco Bilbao Vizcaya Argentaria, S.A. (“BBVA”), Compass Bancshares, Inc. (“Compass”) and the combined group after completion of the proposed transaction are based on current expectations that are subject to risks and uncertainties. A number of factors could cause actual results or outcomes to differ materially from those indicated by such forward-looking statements. These factors include, but are not limited to, the following risks and uncertainties: those set forth in BBVA’s and Compass’s filings with the Securities and Exchange Commission (“SEC”), the failure to obtain and retain expected synergies from the proposed transaction, failure of Compass stockholders to approve the transaction, failure of BBVA stockholders to approve the related capital increase, delays in obtaining, or adverse conditions contained in, any required regulatory approvals, failure to consummate or delay in consummating the transaction for other reasons, changes in laws or regulations and other similar factors. Readers are referred to BBVA’s and Compass’s most recent reports filed with the SEC. BBVA and Compass are under no obligation to (and expressly disclaim any such obligation to) update or alter their forward-looking statements whether as a result of new information, future events or otherwise.

Additional Information and Where to Find It

This filing may be deemed to be solicitation material in respect of the proposed transaction involving BBVA and Compass. In connection with the proposed transaction, BBVA has filed with the SEC a registration statement on Form F-4 (File no. 333-141813) (the “Registration Statement”) to register the BBVA ordinary shares to be issued in the proposed transaction and that includes a proxy statement of Compass that also constitutes a prospectus of BBVA. BBVA and Compass have also filed, and intend to continue to file, additional relevant materials with the SEC. The Registration Statement and the related proxy statement/prospectus contain and will contain important information about BBVA, Compass, the proposed transaction and related matters. SHAREHOLDERS OF COMPASS ARE URGED TO READ THE REGISTRATION STATEMENT AND ANY OTHER RELEVANT DOCUMENTS FILED WITH THE SEC, INCLUDING THE PROXY STATEMENT/PROSPECTUS, BECAUSE THEY CONTAIN IMPORTANT INFORMATION ABOUT THE PROPOSED TRANSACTION. The final proxy statement/prospectus will be mailed to shareholders of Compass. Investors and security holders may obtain a free copy of the disclosure documents (including the Registration Statement) and other documents filed by BBVA and Compass with the SEC at the SEC’s website at www.sec.gov, from BBVA’s Investor Relations department or from Compass’s Investor Relations department. BBVA will also file certain documents with the Spanish Comisión Nacional del Mercado de Valores in connection with its shareholders’ meeting to be held in connection with the proposed transaction, which will be available on the CNMV’s website at www.cnmv.es.

Participants in the Transaction

BBVA, Compass and their respective directors and executive officers and other members of management and employees may be deemed to be participants in the solicitation of proxies in respect of the proposed transactions. Information regarding BBVA’s directors and executive officers is available in BBVA’s annual report on Form 20-F, which was filed with the SEC on March 30, 2007, and information regarding Compass’s directors and executive officers is available in Compass’s proxy statement for its 2006 annual meeting of shareholders, which was filed with the SEC on March 17, 2006. Additional information regarding the interests of such potential participants is also included in the Registration Statement (and will be included in the definitive proxy statement/prospectus for the proposed transaction) and the other relevant documents filed with the SEC.

Group results for 1Q07

Results by business area

Spain & Portugal

Global Businesses

Mexico & USA

South America

Conclusions

Strong business growth reflected in a positive evolution of net interest income

Transformation plans lead to new improvements in cost/income ratio

Record quarter for operating profit ...

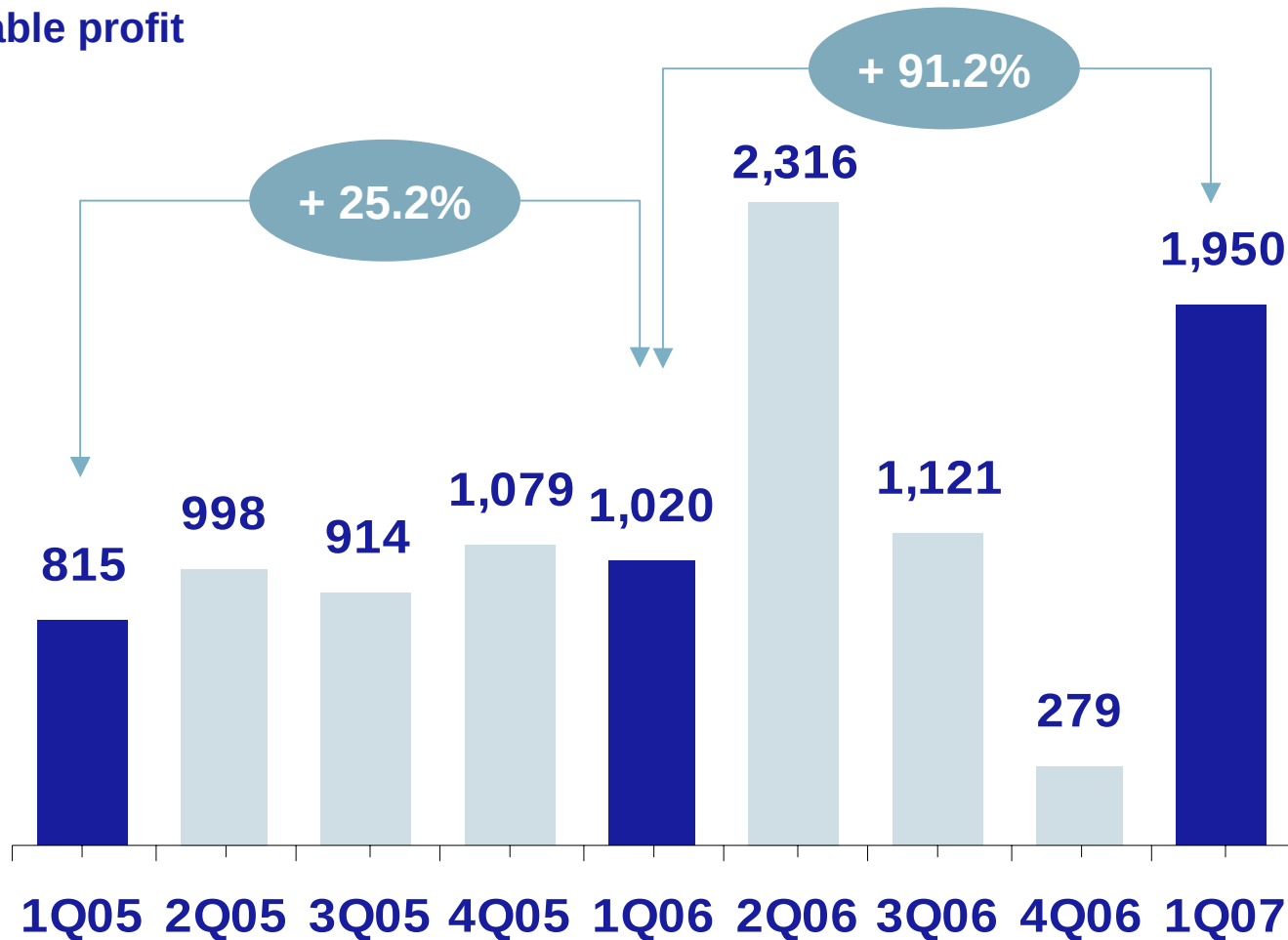
... extending to all Business Areas

Sharp increase in net attributable profit, despite currency volatility

A quarter marked by new strategic operations

Another excellent quarter for BBVA Group

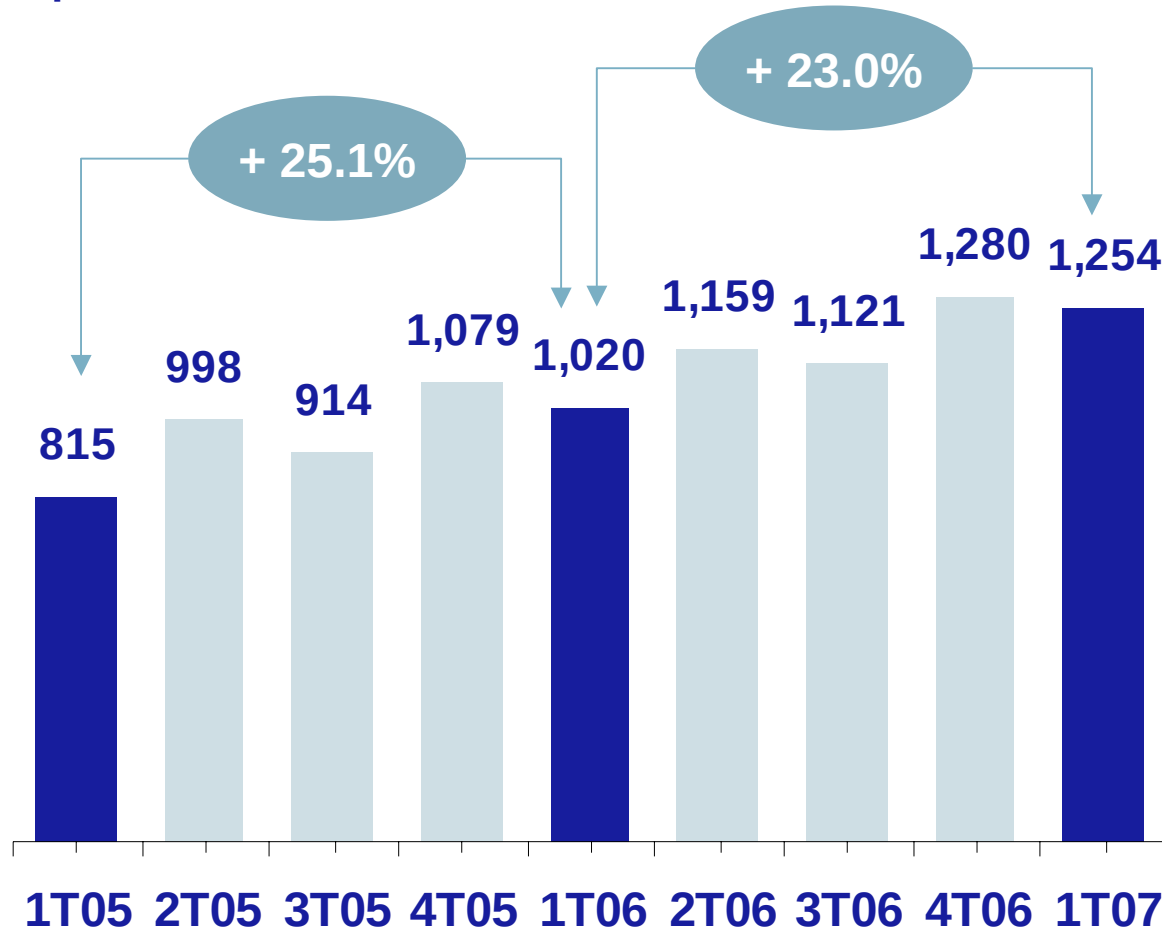
Net attributable profit
(€m)



EPS without one-off items: €0.35 (+17.4%)

Strong growth of net attributable profit excluding one-off items

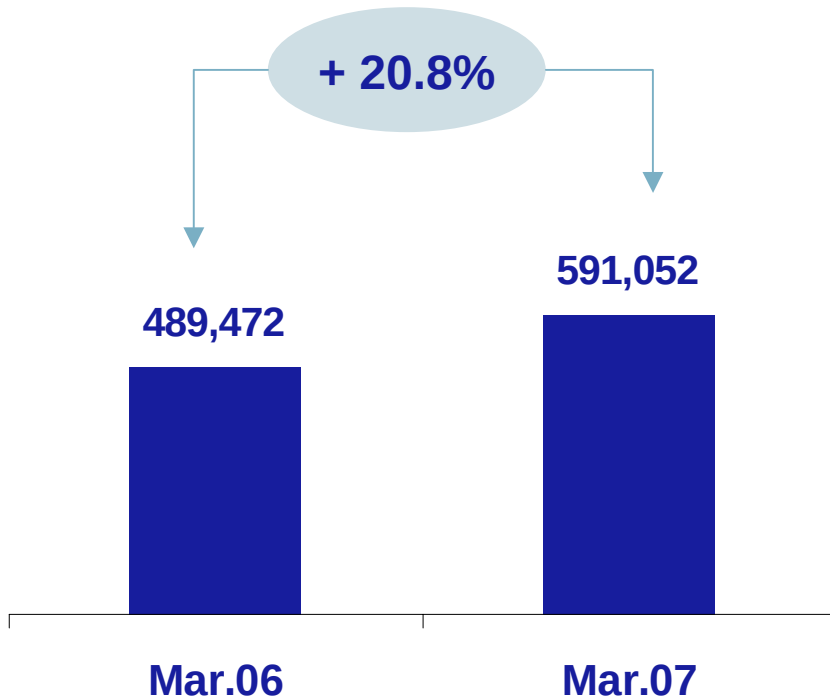
Net attributable profit excl. one-offs
(€m)



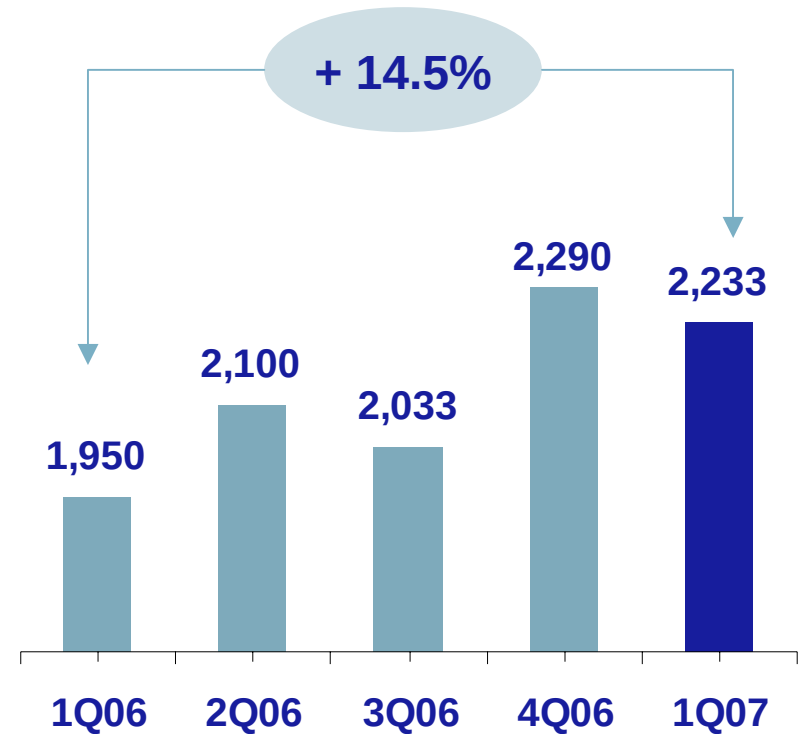
+31.1% in constant euros

Growth sustained by business strength and generation of revenues...

Business volumes^(*)
(€m)



Net interest income
(€m)

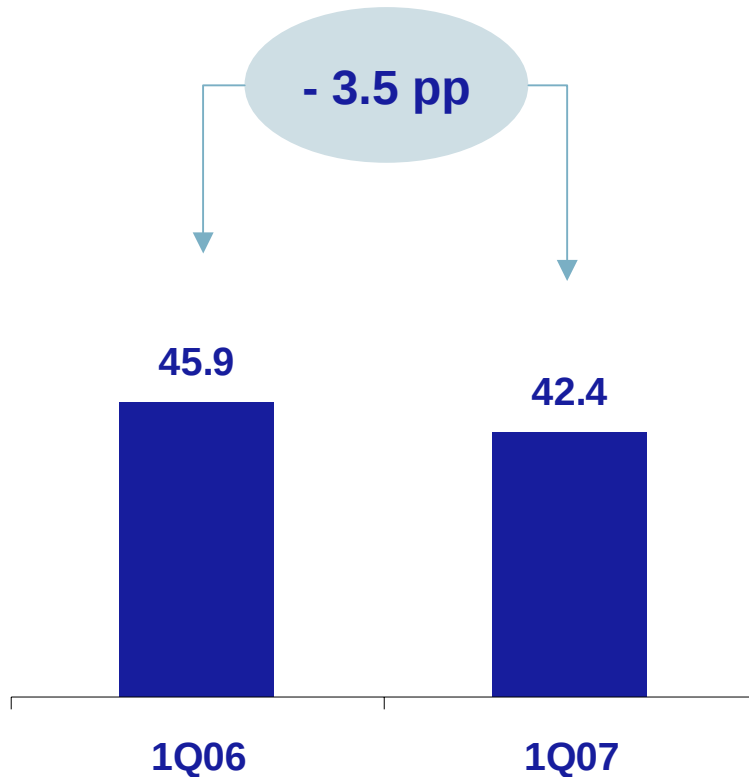


(*) Excluding off-balance sheet

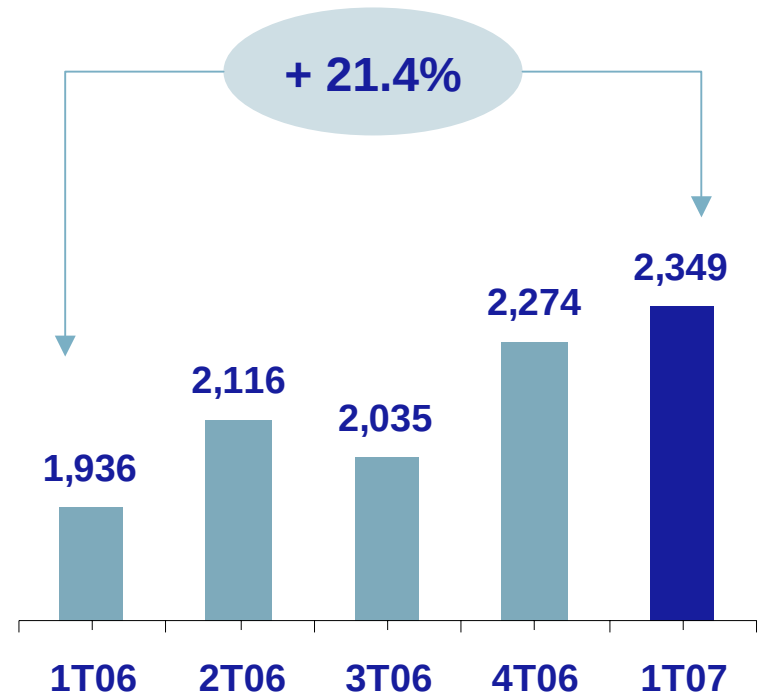
Ordinary Revenues: +12.3%

... and cost control, resulting in solid operating profit

Cost/income ratio incl. deprec.
excl. one-off items
(%)



Operating profit excl. one-off items
(€m)



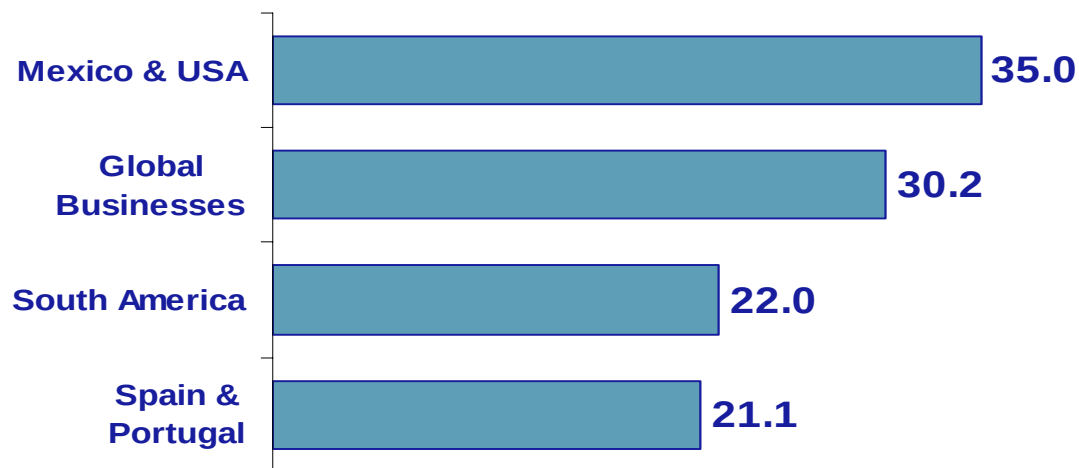
1Q07: record operating profit in a single quarter

With all business areas contributing (new reporting structure)

New organisation structure



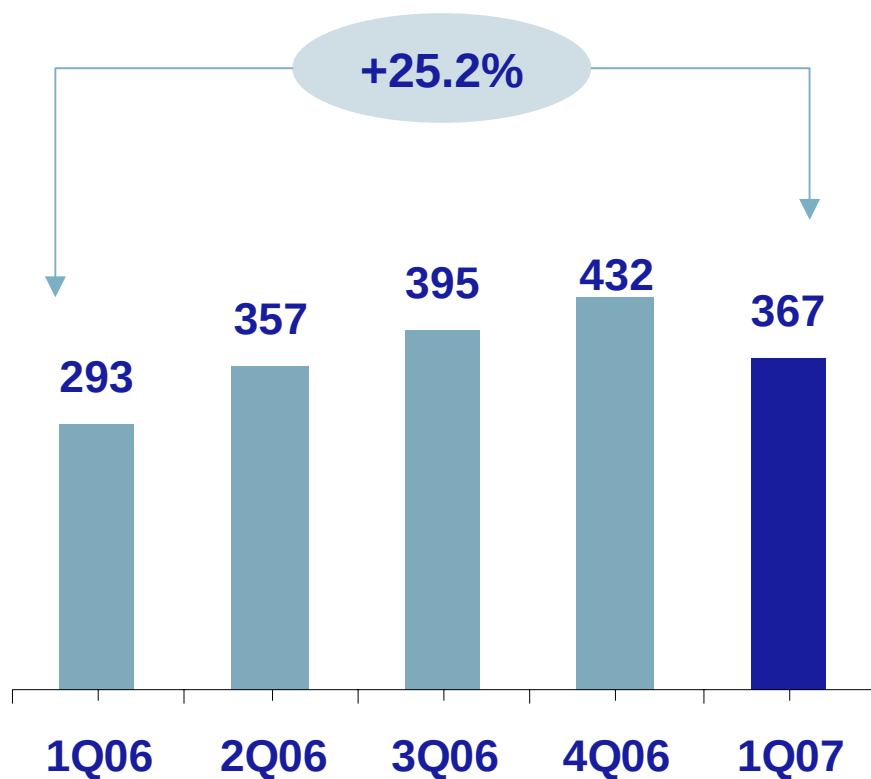
Operating profit Cum. change (% , € constant)



**All Business Areas grow above 20% at the
operating profit level**

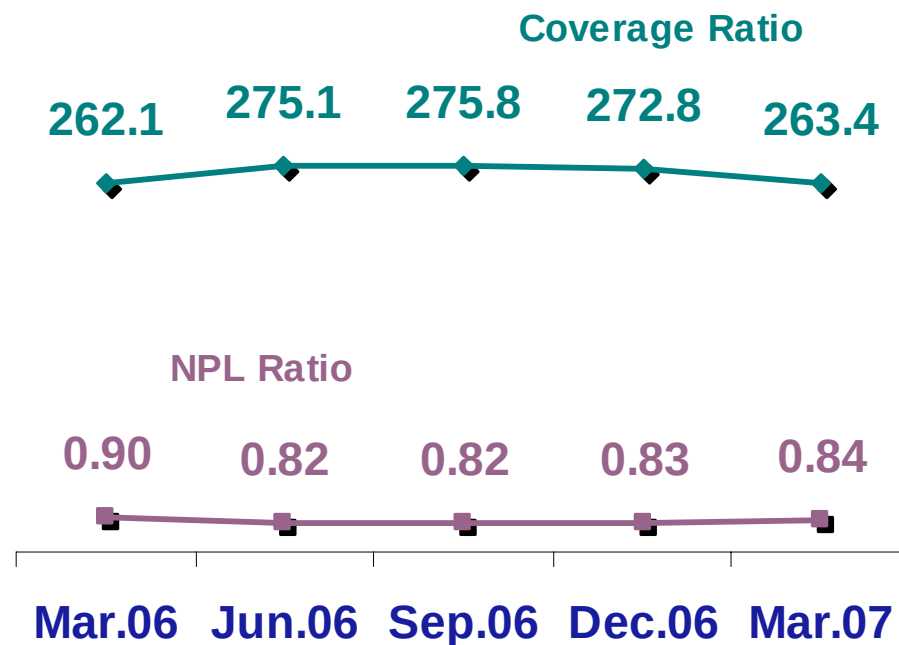
Appropriate risk management

Loan-loss provisions
(€m)



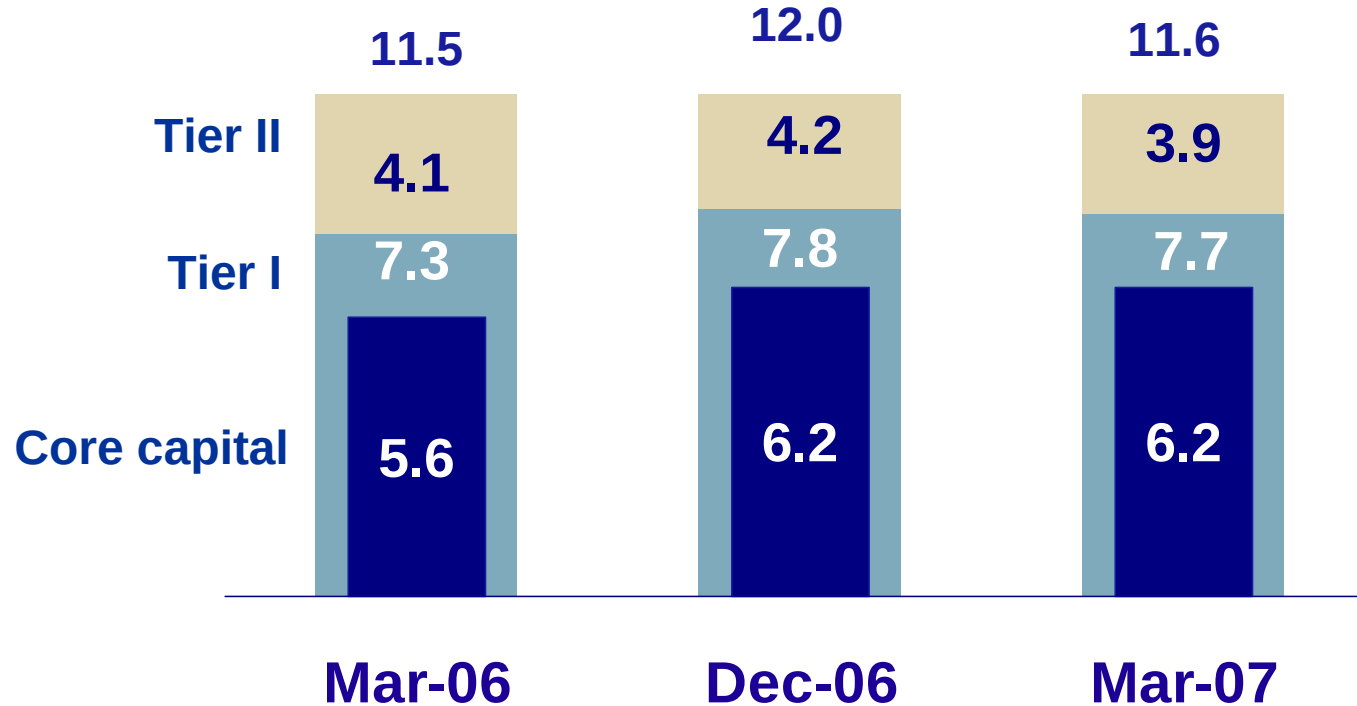
73.3% of provisions are generic

NPL and coverage ratios
(%)



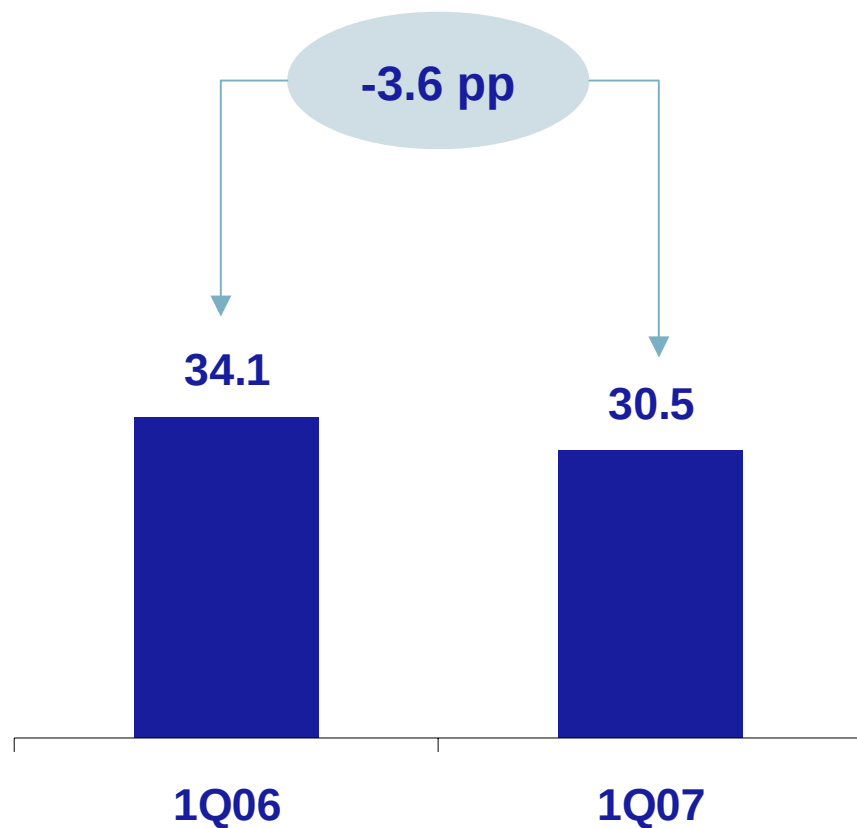
With adequate levels of solvency

Capital base: BIS Ratio
(%)



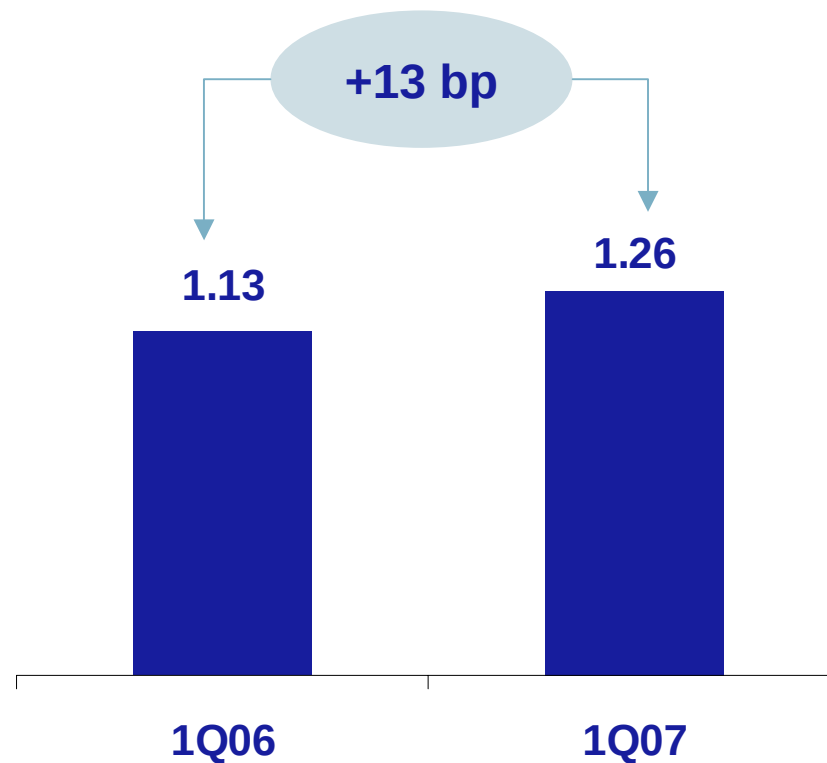
... and high levels of profitability

ROE excl. one-offs
(%)



Influenced by the Nov.06
rights issue

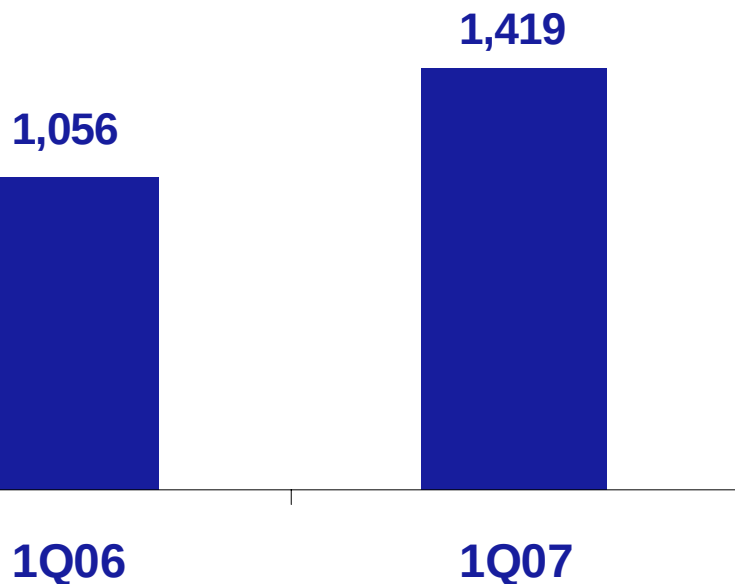
ROA excl. one-offs
(%)



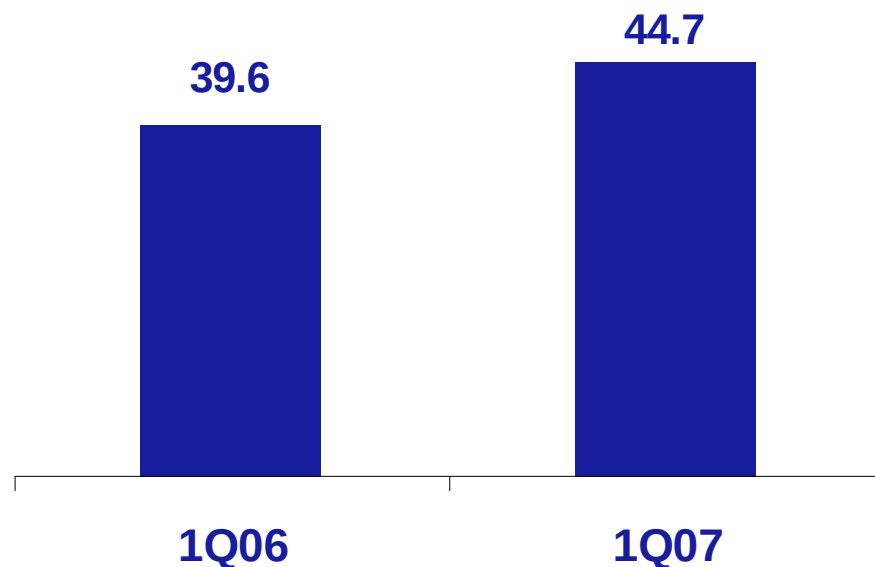
RORWA (excl. one-offs)
2.08% (+23bp)

With new metrics reflecting creation of value for shareholders

Economic Profit (€m)



RAROC (%)



A new advance in the disciplined use of capital

BBVA Group: 1Q07 results

(€m)

BBVA Group	1Q07	Annual Growth		06/05
		Abs	%	
Net Interest Income	2,233	283	14.5%	16.2%
Core Revenues	3,564	316	9.7%	16.3%
Ordinary Revenues	4,957	1,298	35.5%	20.6%
Operating Profit	3,196	1,260	65.1%	30.2%
Net Attributable Profit	1,950	931	91.2%	24.4%

Net attrib. profit excl. one-offs: €1,254m (+23.0%)

BBVA Group: 1Q07 results excluding one-offs

(Constant €m)

BBVA Group	1Q07	Annual Growth		06/05
		Abs	%	
Net Interest Income	2,233	405	22.1%	16.6%
Core Revenues	3,564	503	16.4%	16.7%
Ordinary Revenues	4,110	652	18.9%	17.0%
Operating Profit	2,349	529	29.0%	22.8%
Net Attributable Profit	1,254	297	31.1%	20.8%

Contents

Group results for 1Q07

Results by business area

Spain & Portugal

Global Businesses

Mexico & USA

South America

Conclusions

Reporting structure

Financial services

CBB

Business Area results

Operating profit

+21.1%

Cost/income

38.1%

Attributable profit

+26.9%

NPL ratio

0.59%

ROE

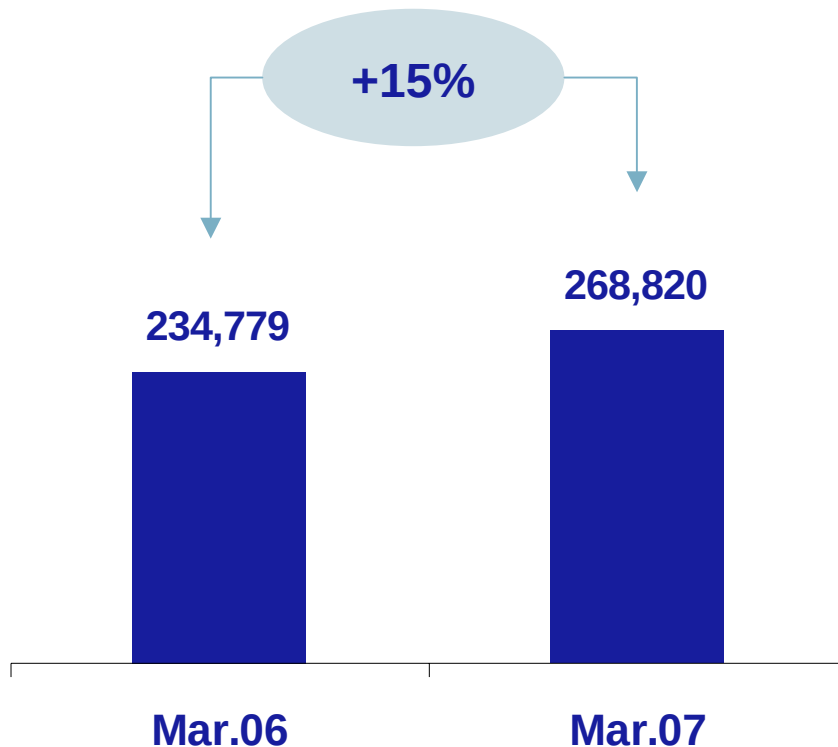
38.7%

Coverage

296.3%

Solid growth of business volumes . . .

Business volumes(*)
(€m)



(*) Excluding off-balance sheet

Business (loans & cust. funds)
Year-on-year growth of total stock
(Average balances)

Mortgages +18.5%

Consumer + cards +22.1%

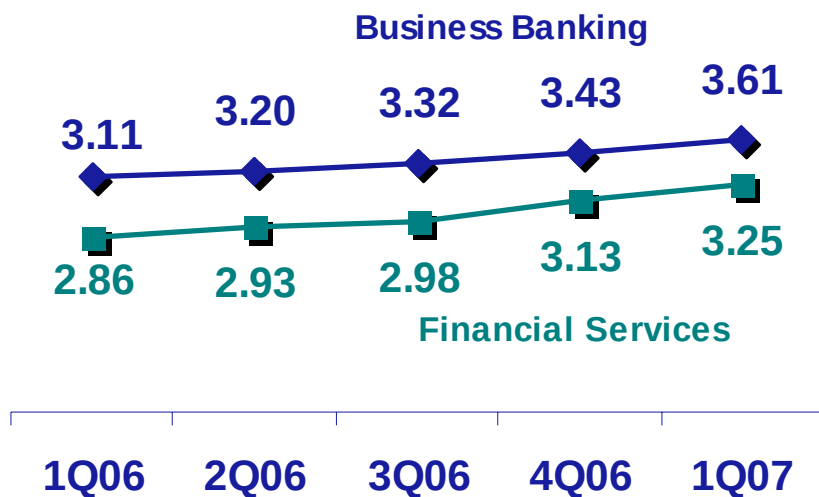
Small businesses +19.7%

SMEs and corporates +17.8%

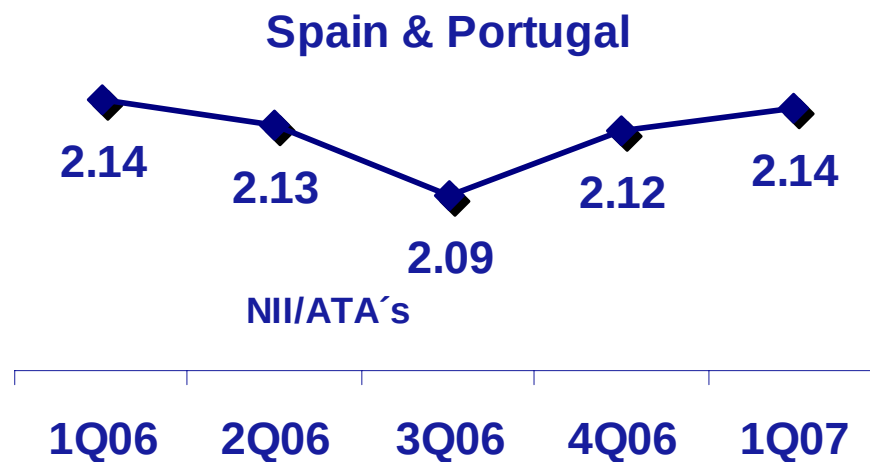
Time deposits +35.9%

... compatible with good price management ...

**Customer spread
(%)**

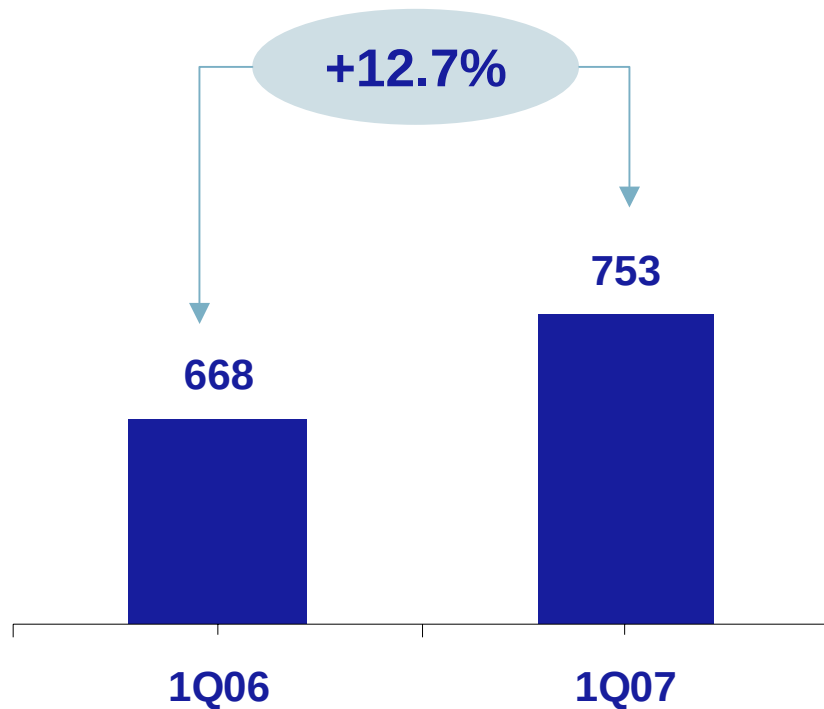


**Net Interest Income / Average total assets
(%)**

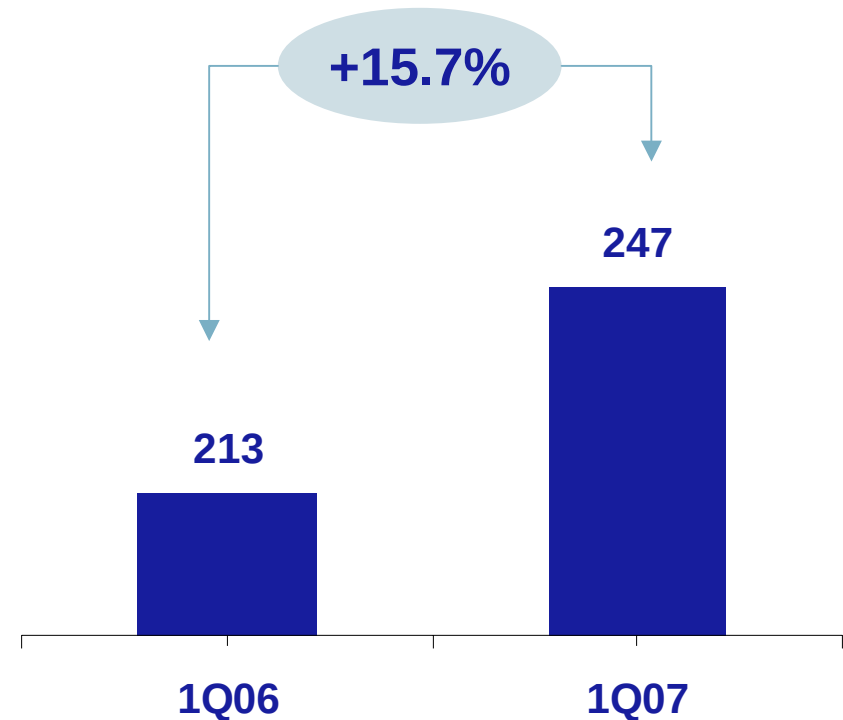


... causing net interest income to accelerate sharply ...

Net interest income
Retail Financial services
(€m)



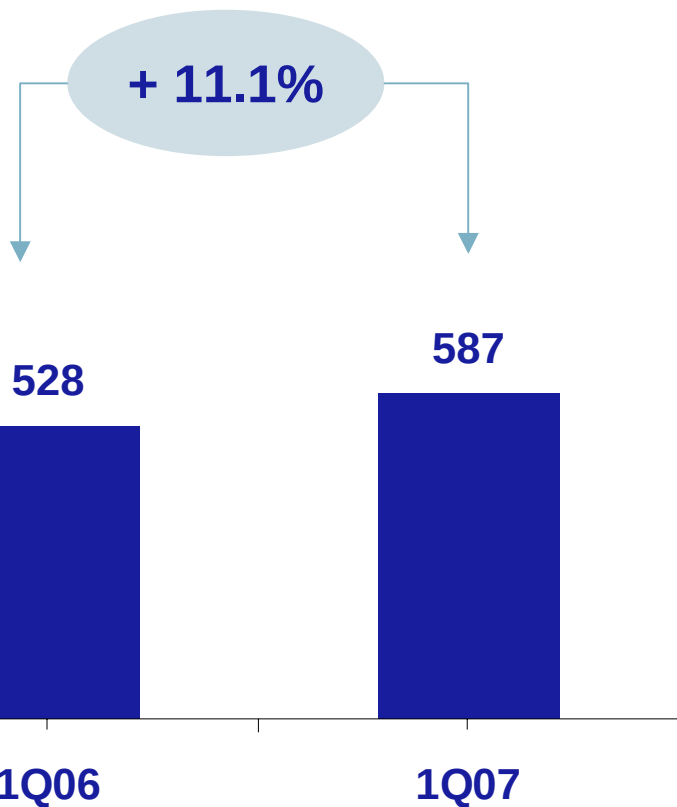
Net interest income
CBB
(€m)



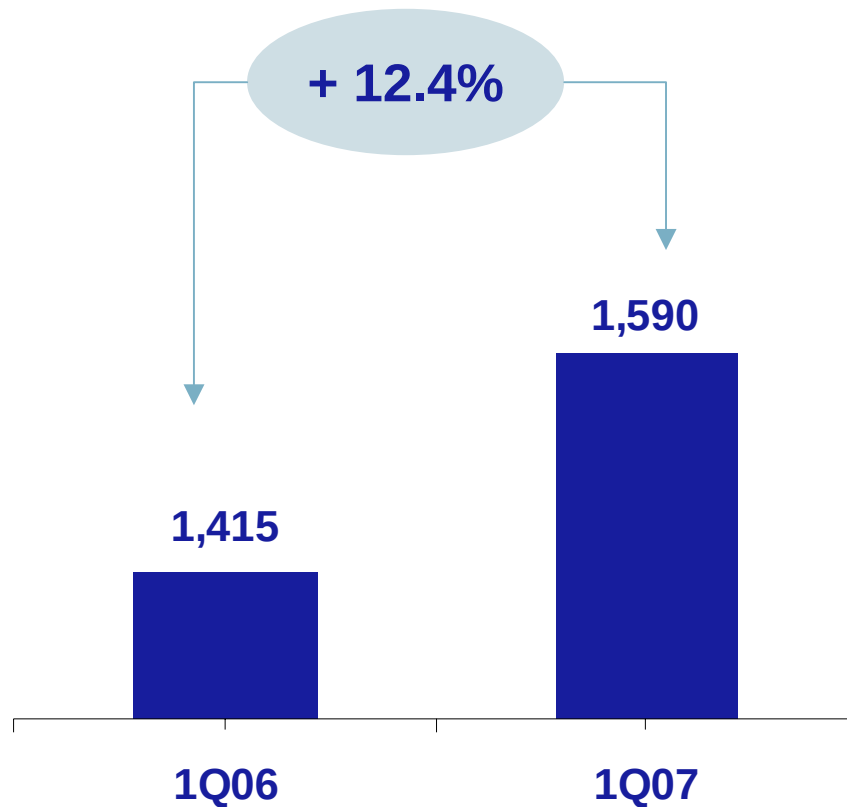
Net interest income Spain & Portugal: +13.2%

Good performance from other revenues streams

Other revenues
(€m)



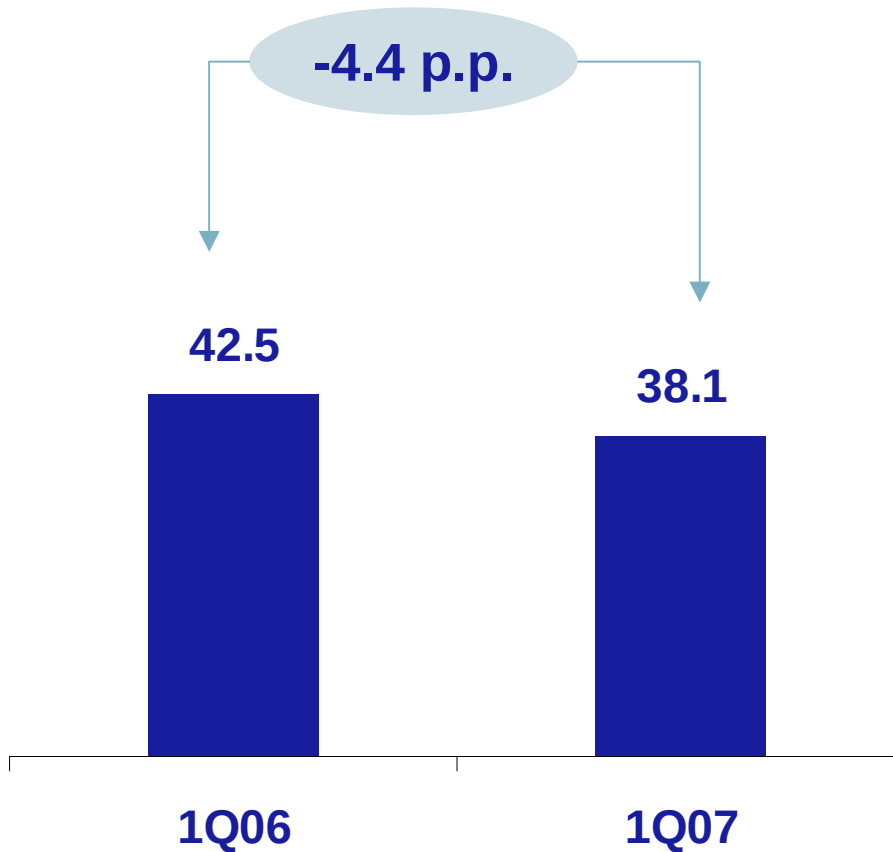
Ordinary revenues
(€m)



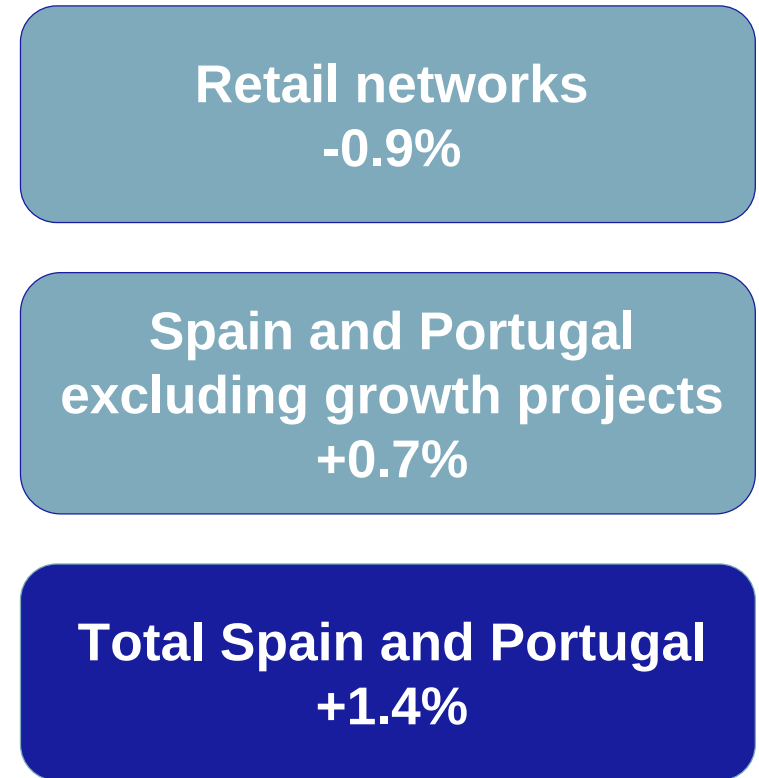
Insurance +20.2%

And improvements in efficiency ...

**Cost/income including depreciation
(%)**

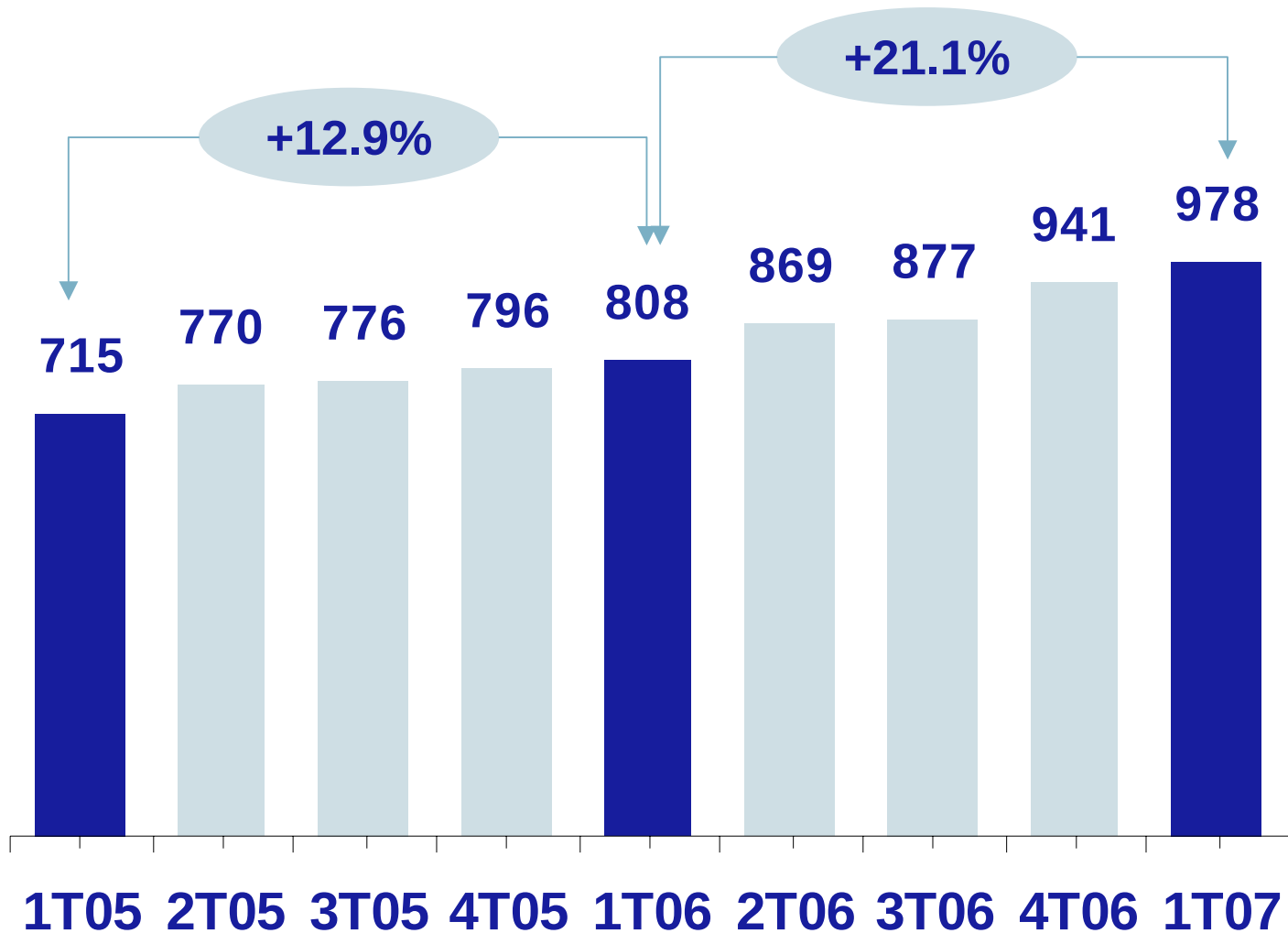


**Variations in expenses
(%)**



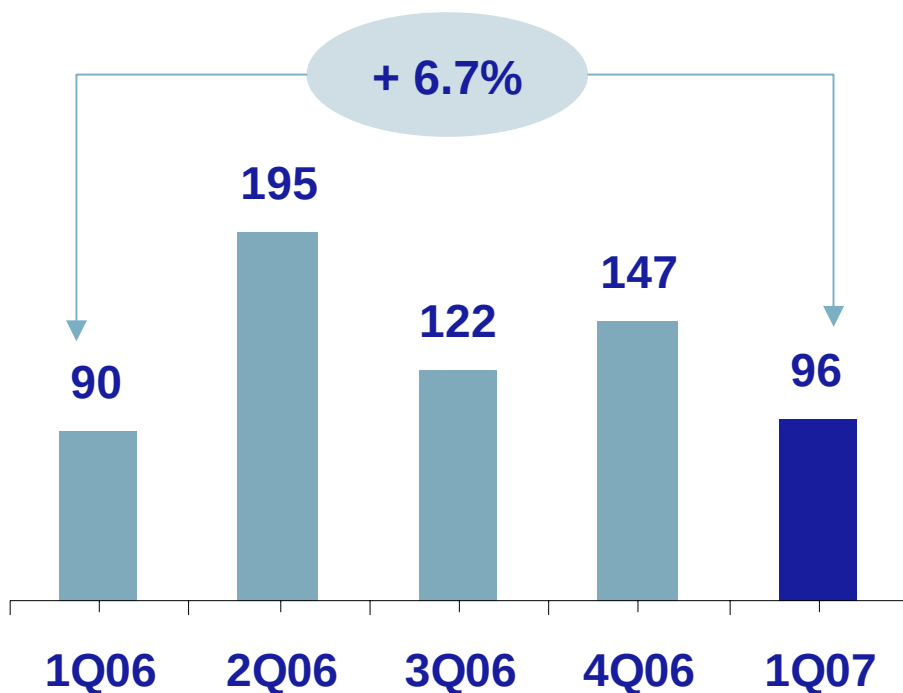
... reflected in operating profit

Operating profit Spain & Portugal
(€m)



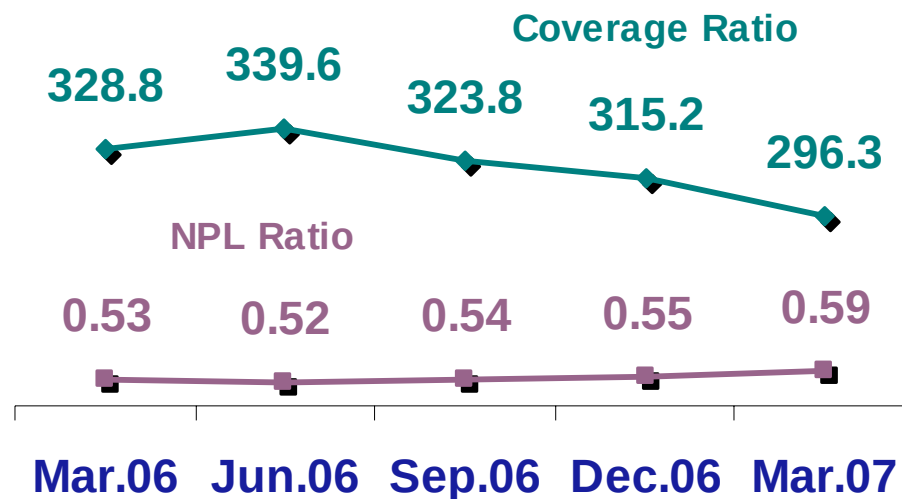
Solid asset quality

Loan-loss provisions
(€m)



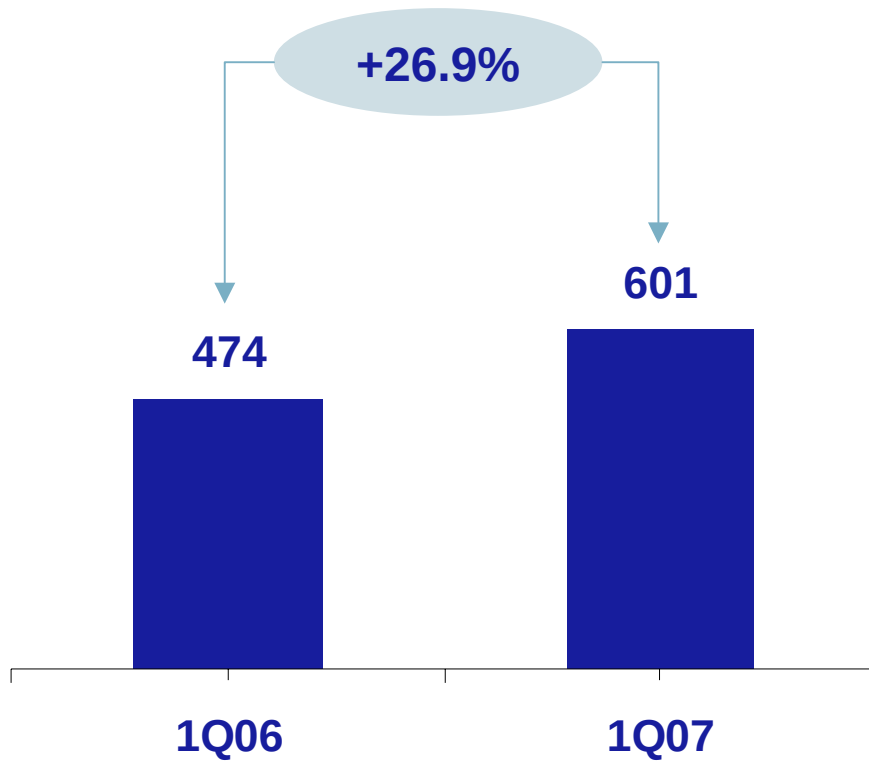
82.9% of provisions are generic

NPL and coverage ratios
(%)

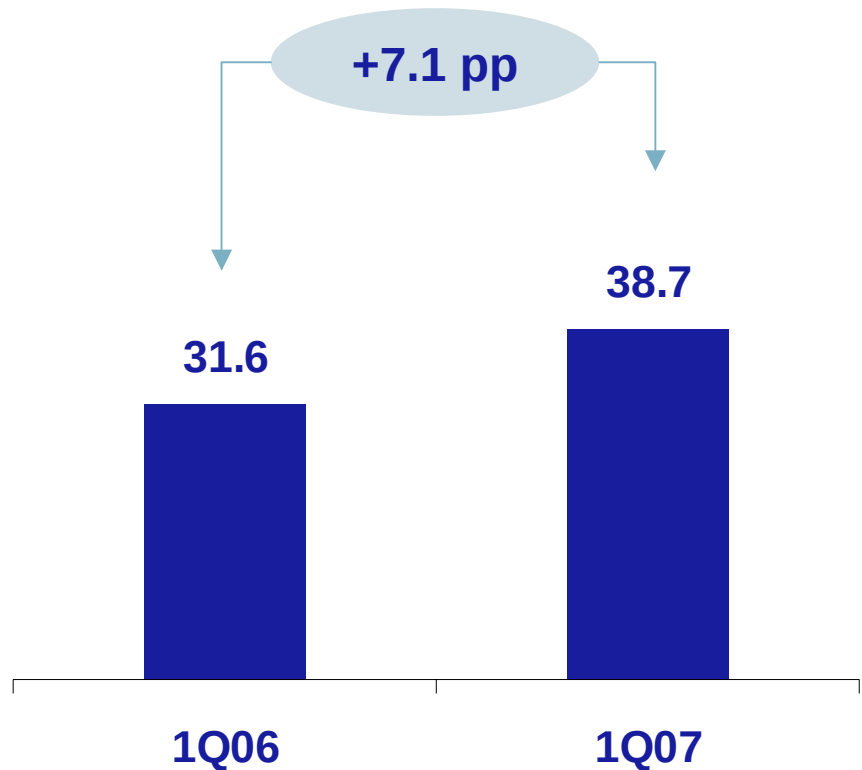


Spain and Portugal: attributable profit and profitability

Net attributable profit
(€m)



ROE
(%)



Spain and Portugal: 1Q07 results

(€m)

SPAIN & PORTUGAL	1Q07	Annual Growth	
		Abs	%
Net Interest Income	1,004	117	13.2%
Core Revenues	1,529	153	11.1%
Ordinary Revenues	1,590	175	12.4%
Operating Profit	978	171	21.1%
Net Attributable Profit	601	127	26.9%

Spain and Portugal: 1Q07 highlights

Strong business activity in consumer finance, mortgages, small businesses and SMEs

Good price management results in an excellent evolution of net interest margin

Solid improvement in cost/income ratio following higher revenues and lower costs (transformation plan)

In summary, an excellent quarter for Retail Financial Services and Corporate & Business Banking

Contents

Group results for 1Q07

Results by business area

Spain & Portugal

Global Businesses

Mexico & USA

South America

Conclusions

Reporting structure

**Global Customers & Markets
and Asia**

**Asset Management and
Private Banking**

Business Area results

Operating profit

+30.2%

Attributable profit

+29.5%

ROE

33.3%

Cost/Income

31.4%

NPL ratio

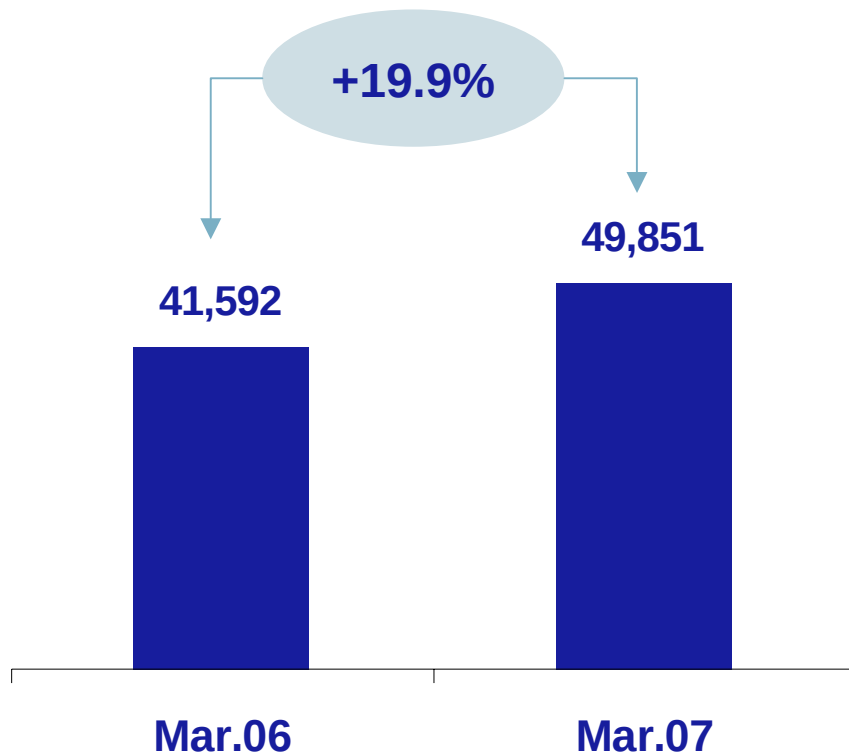
0.03%

Coverage

4,498.4%

Global Businesses: lending and customer funds

Business volumes (*)
(€m)



(*) Excluding Markets

Business (loans & cust. funds)
Year-on-year growth of total stock
(Average balances)

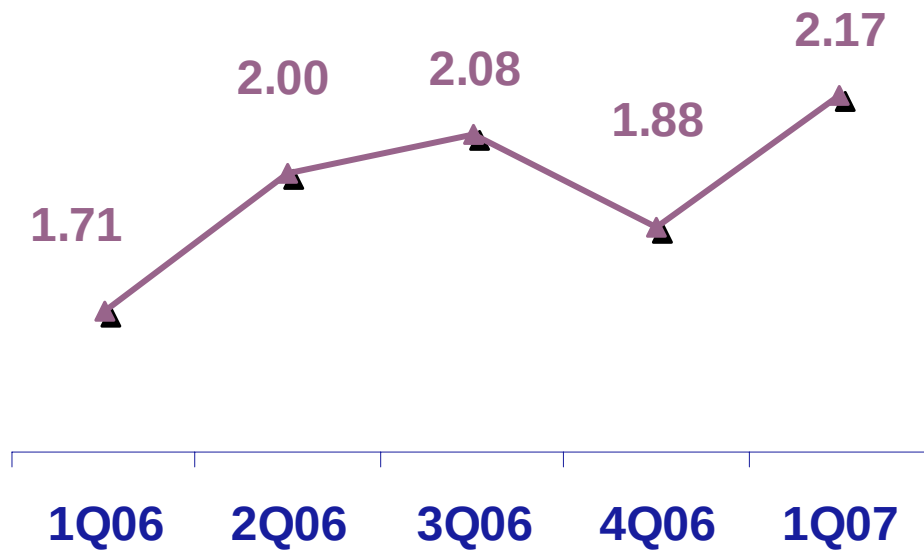
Global Customers +26.0%

Asia +92.1%

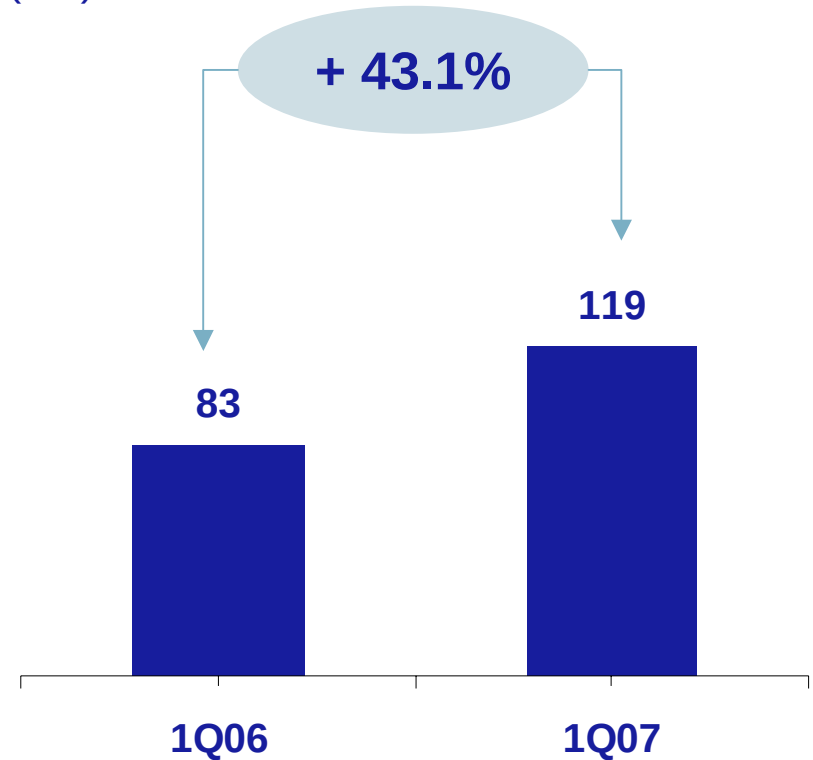
AM&PB +11.5%

All Global Customers revenue streams are up

Ordinary revenues / Average total assets
Global Customers
(%)



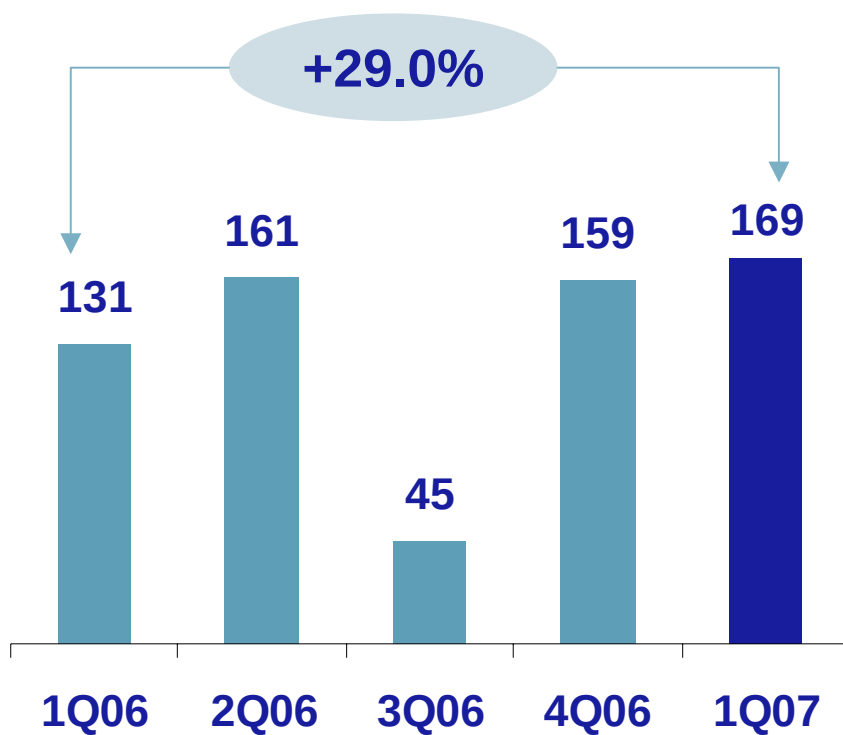
Ordinary revenues
Global Customers
(€m)



Net fee income
+32.6%

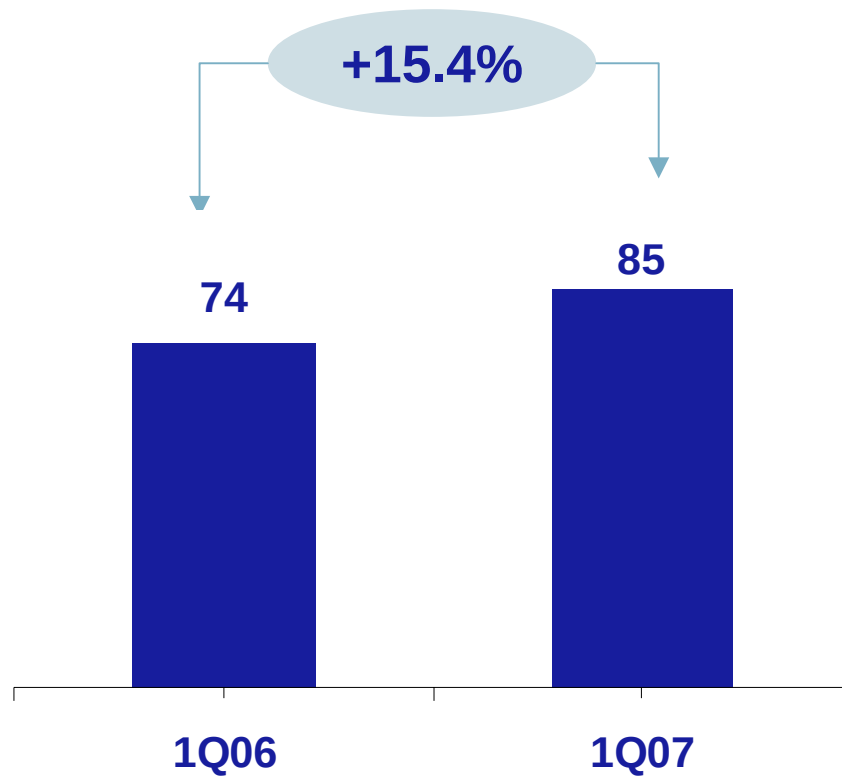
Markets and Asset Management, good results

Ord. revenues of GM&D, Europe
(€m)



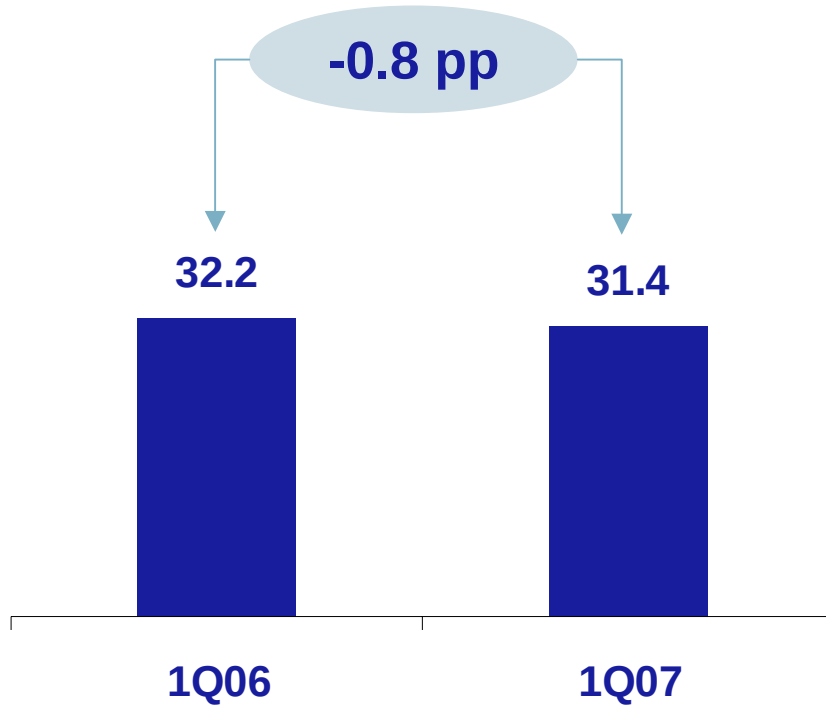
Customer franchise:
+73.6%

Ord. revenues of Asset Mgt and Priv. Bkg.
(€m)



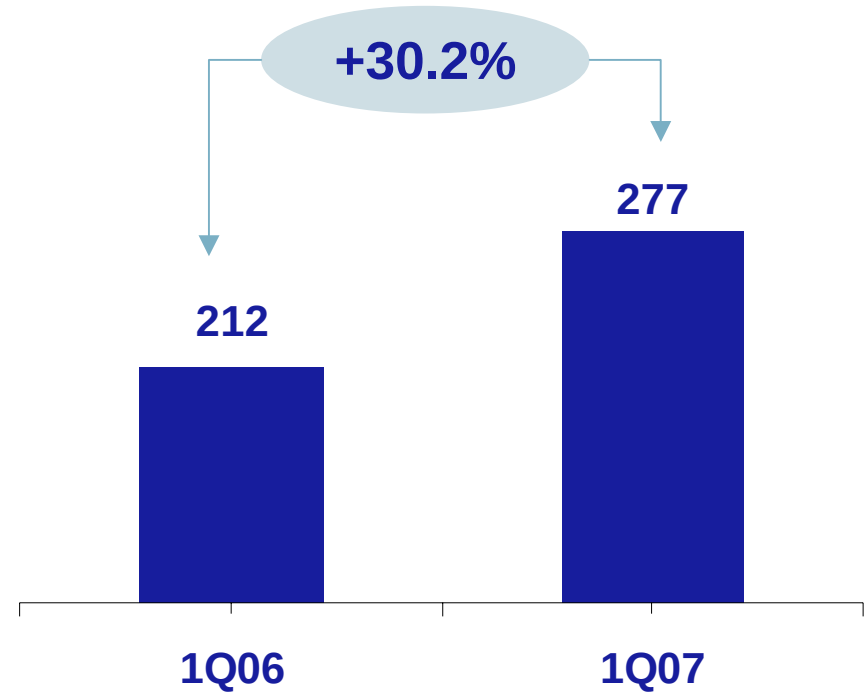
Global Businesses: operating profit boosted by improvement in efficiency

Cost/income ratio incl. depreciation (%)



Total expenses: (+25.0%)
Expenses excl. growth projects: (+4.5%)

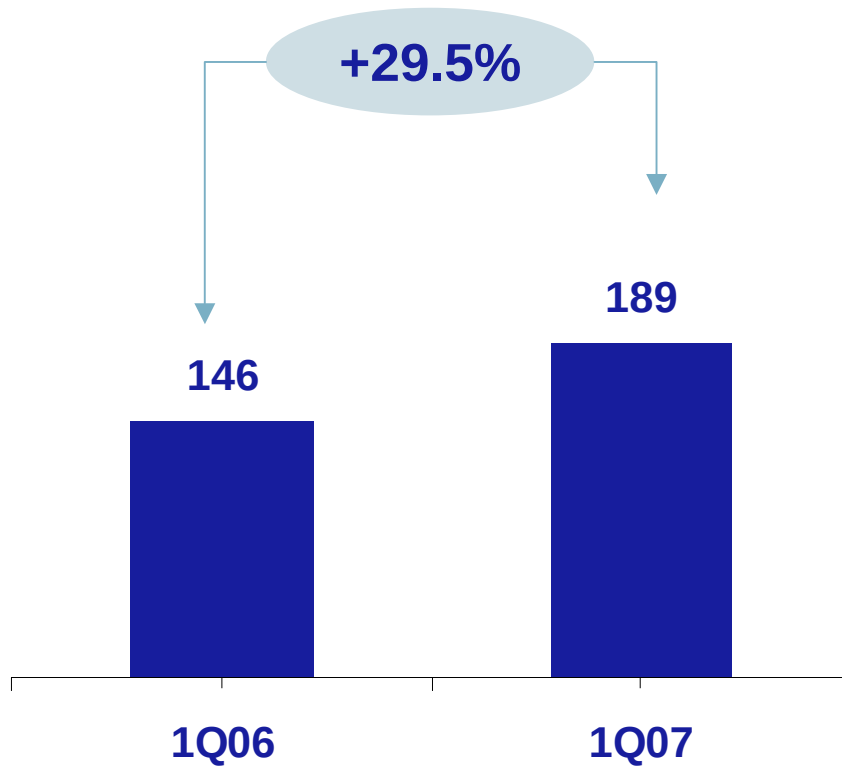
Operating profit (€m)



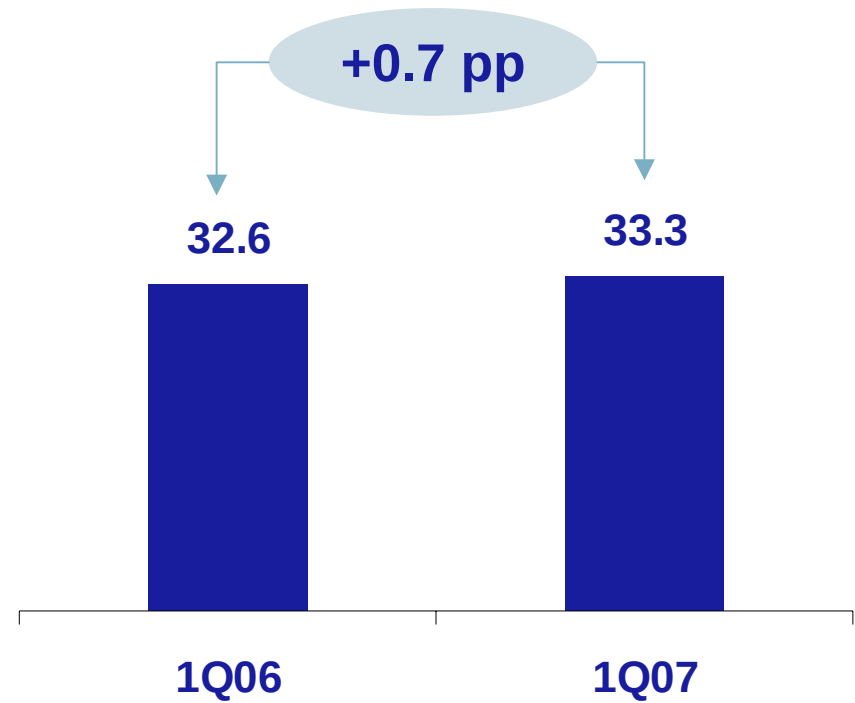
NPL ratio: 0.03%
Coverage: n.s.

Attributable profit and profitability

Net attributable profit
(€m)



ROE
(%)



Global Businesses: 1Q07 results

(€m)

GLOBAL BUSINESS	1Q07	Annual Growth	
		Abs	%
Ordinary Revenues	364	60	19.7%
Operating Profit	277	64	30.2%
Net Attributable Profit	189	43	29.5%



Development of global franchise continues



Consistent growth in all units, supported by new growth projects



Operating profit and net attributable profit growing around 30%



**Further progress of Asian expansion plan.
Citic investment takes shape**

Group results for 1Q07

Results by business area

Spain & Portugal

Global Businesses

Mexico & USA

South America

Conclusions

Reporting structure

Banking businesses

Pensions & Insurance

Business Area results

Operating profit

+35.0%

Net Attributable Profit

+26.1%

ROE

50.5%

Cost/income

37.6%

NPL ratio

2.28%

Coverage

238.9%

Lending and customer funds remain very strong in Mexico

Lending

Year-on-year growth
(Average balances)

Product	Mar.06	Dec.06	Mar.07
Consumer + Cards	77.3%	47.3%	39.0%
SMEs	16.5%	29.0%	40.1%
Mortgages	60.8%	55.7%	53.6%
TOTAL	29.0%	32.0%	28.0%

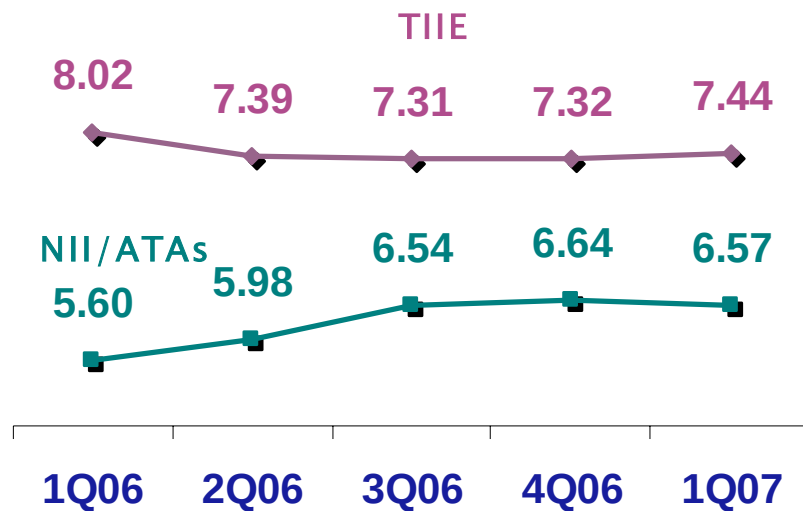
Customer funds

Year-on-year growth
(Average balances)

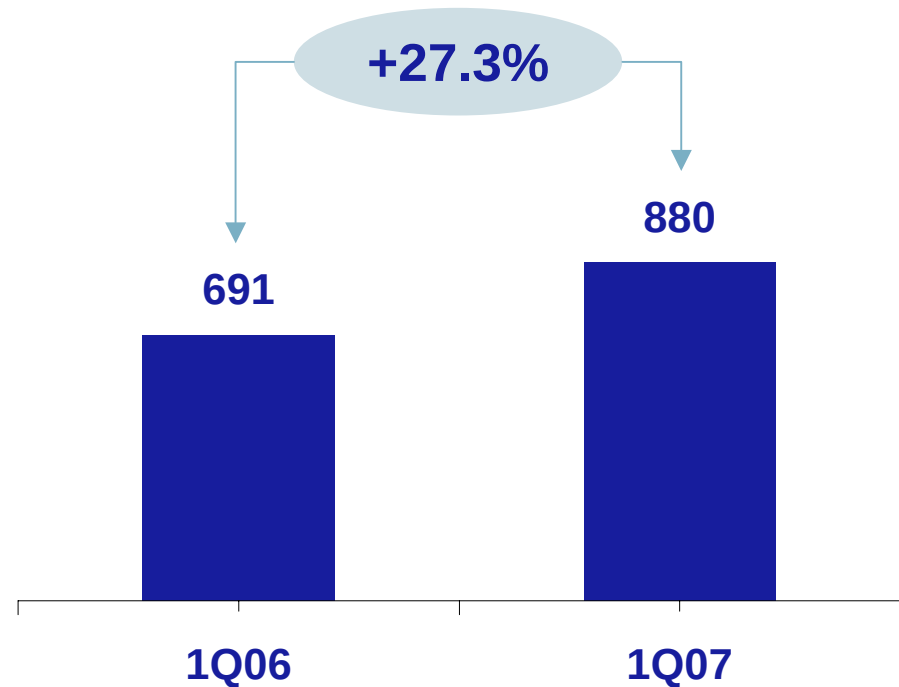
Product	Mar.06	Dec.06	Mar.07
Current and saving acc.	14.3%	15.4%	12.2%
Term + Repos + Mutual F.	10.6%	16.3%	13.7%
TOTAL	11.9%	14.6%	12.1%

... leading to powerful growth in net interest income

Spread and NII / ATAs for Bancomer BG
(%)

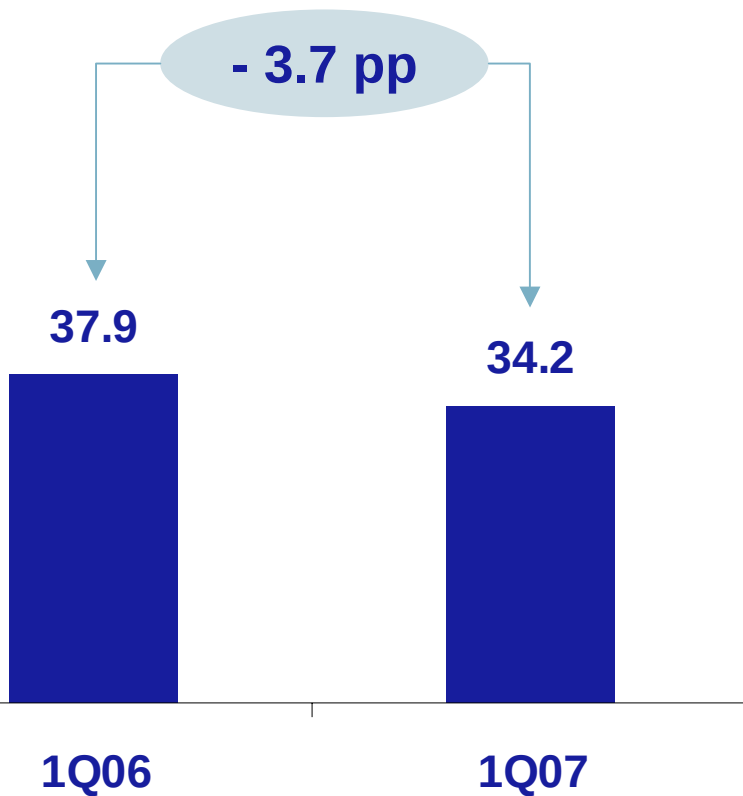


Net interest income
Bancomer BG
(Constant €m)

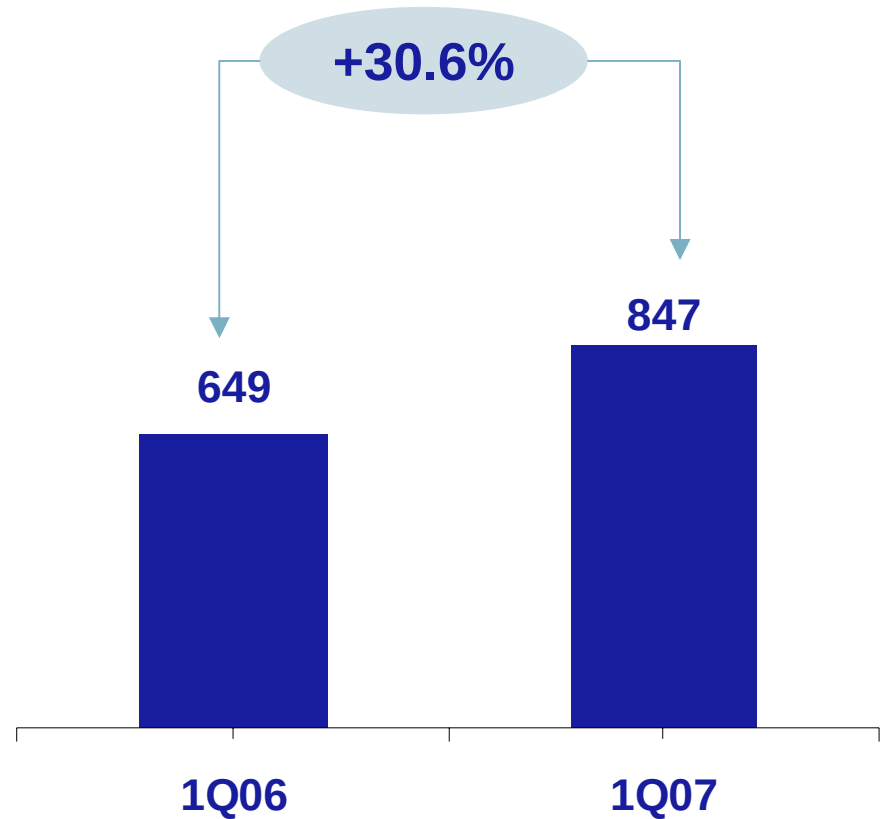


New improvement in efficiency boosts operating profit

Cost/income ratio incl. deprec.
Mexico
(%)

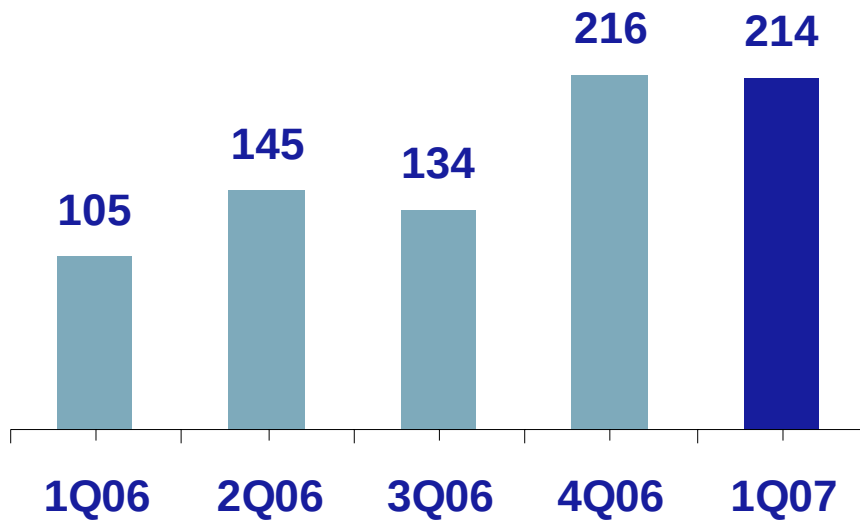


Operating profit
Mexico
(Constant €m)



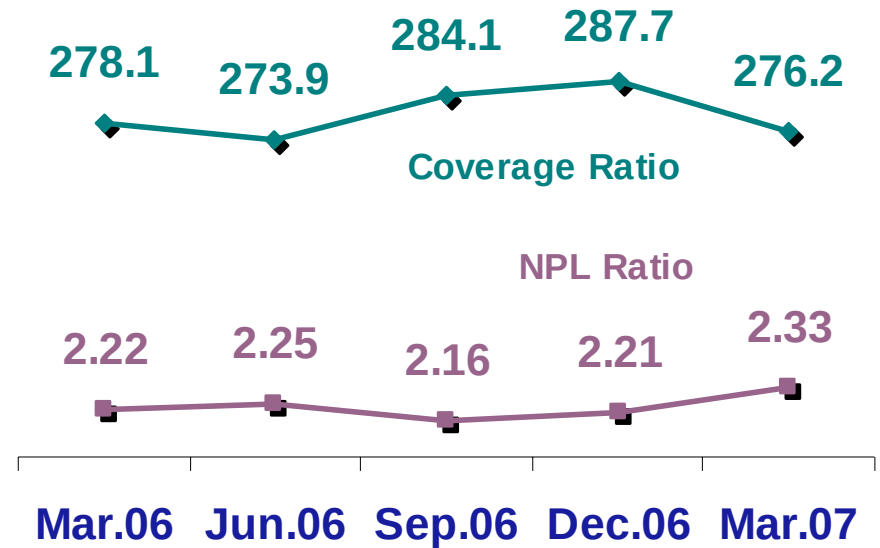
With risk management policies based on risk-adjusted returns

Loan-loss provisions
Mexico
(Constant €m)



53.1% of provisions are generic

NPL and coverage ratios
Mexico
(%)

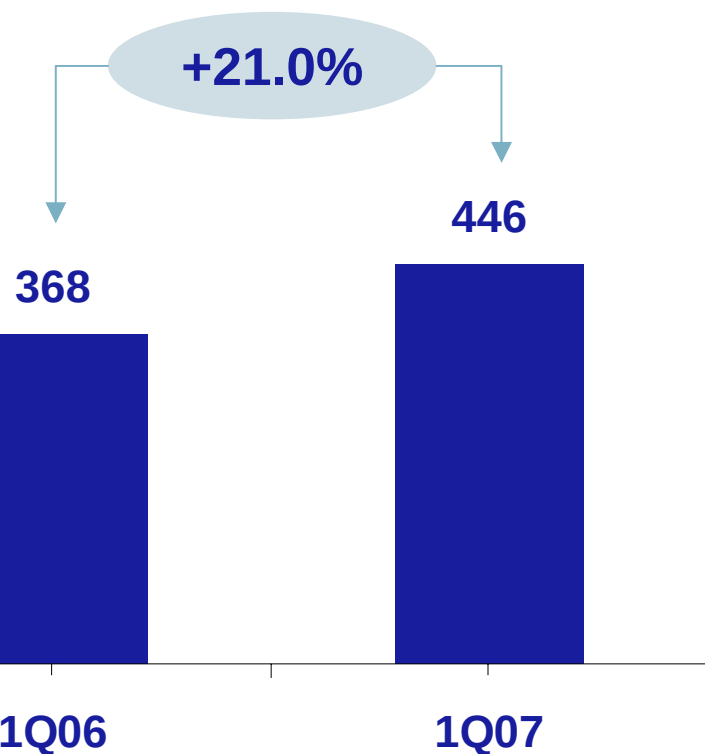


Stability of NII-provisions/ATAs

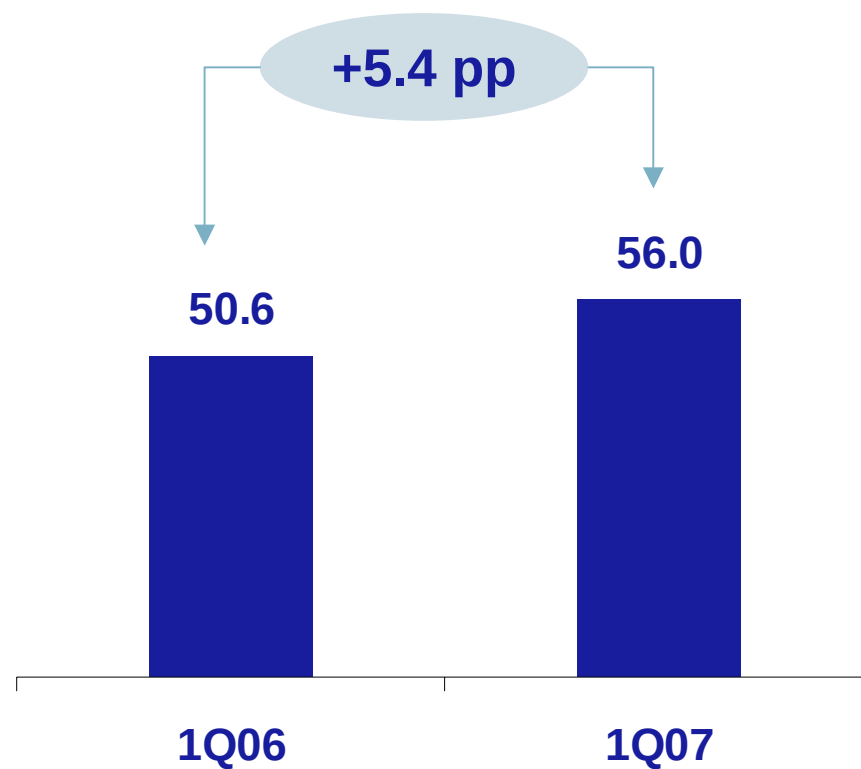
Mexico:

Attributable profit and profitability

Net attributable profit
Mexico
(Constant €m)



ROE
Mexico
(%)



USA: creating a large franchise

(Constant €m)

USA	1Q07	Annual Growth Abs
Ordinary Revenues	174	85
Operating Profit	64	38
Net Attributable Profit	38	23

State National integrated in 1Q07

Closing of Compass transaction moving ahead

Mexico & USA: 1Q07 results

(Constant €m)

MEXICO & USA	1Q07	Annual Growth	
		Abs	%
Net Interest Income	1,005	254	33.9%
Core Revenues	1,450	327	29.1%
Ordinary Revenues	1,502	337	28.9%
Operating Profit	911	236	35.0%
Net Attributable Profit	484	100	26.1%



**Solid growth in mortgages, consumer finance
and SMEs**



**New progress in banking penetration with a more
efficient model**



Pricing policies adjusted for risk



Building a unique platform in the Sunbelt

Contents

Group results for 1Q07

Results by business area

Spain & Portugal

Global Businesses

Mexico & USA

South America

Conclusions

Structure

Banking businesses

Argentina

Paraguay

Colombia

Peru

Pensions and Insurance

Chile

Uruguay

Panama

Venezuela

Business Area results

Operating profit

+22.0%

Attributable Profit

+20.1%

ROE

38.2%

Cost/income

44.9%

NPL ratio

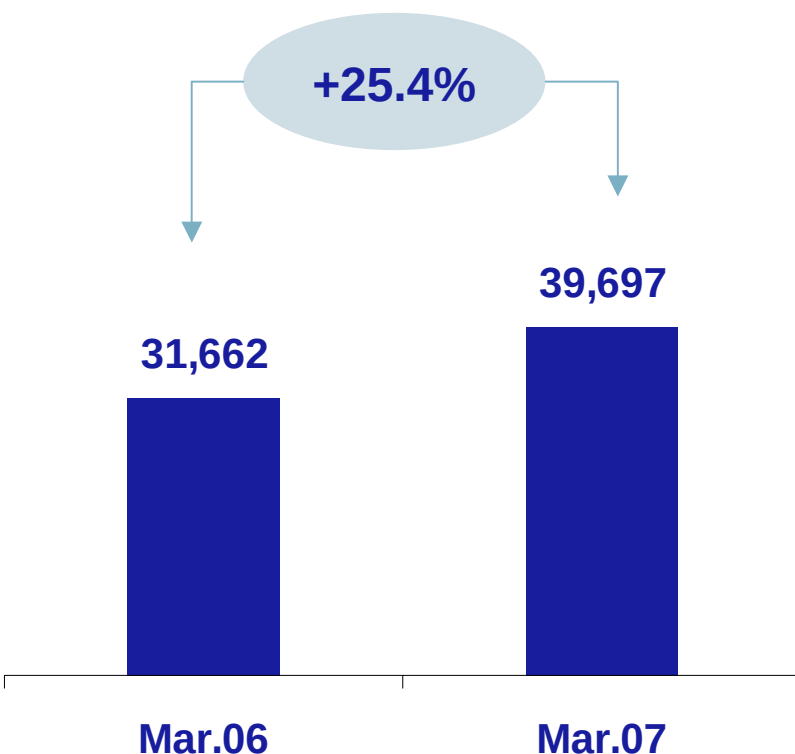
2.62%

Coverage

133.4%

High growth maintained in lending and customer funds

Business volumes(*) (Constant €m)



(*) Excluding off-balance sheet

Business (loans & customer funds)

Year-on-year growth of total stock
(Average balances)

Consumer + cards +58.9%

Mortgages +15.4%

Businesses +32.0%

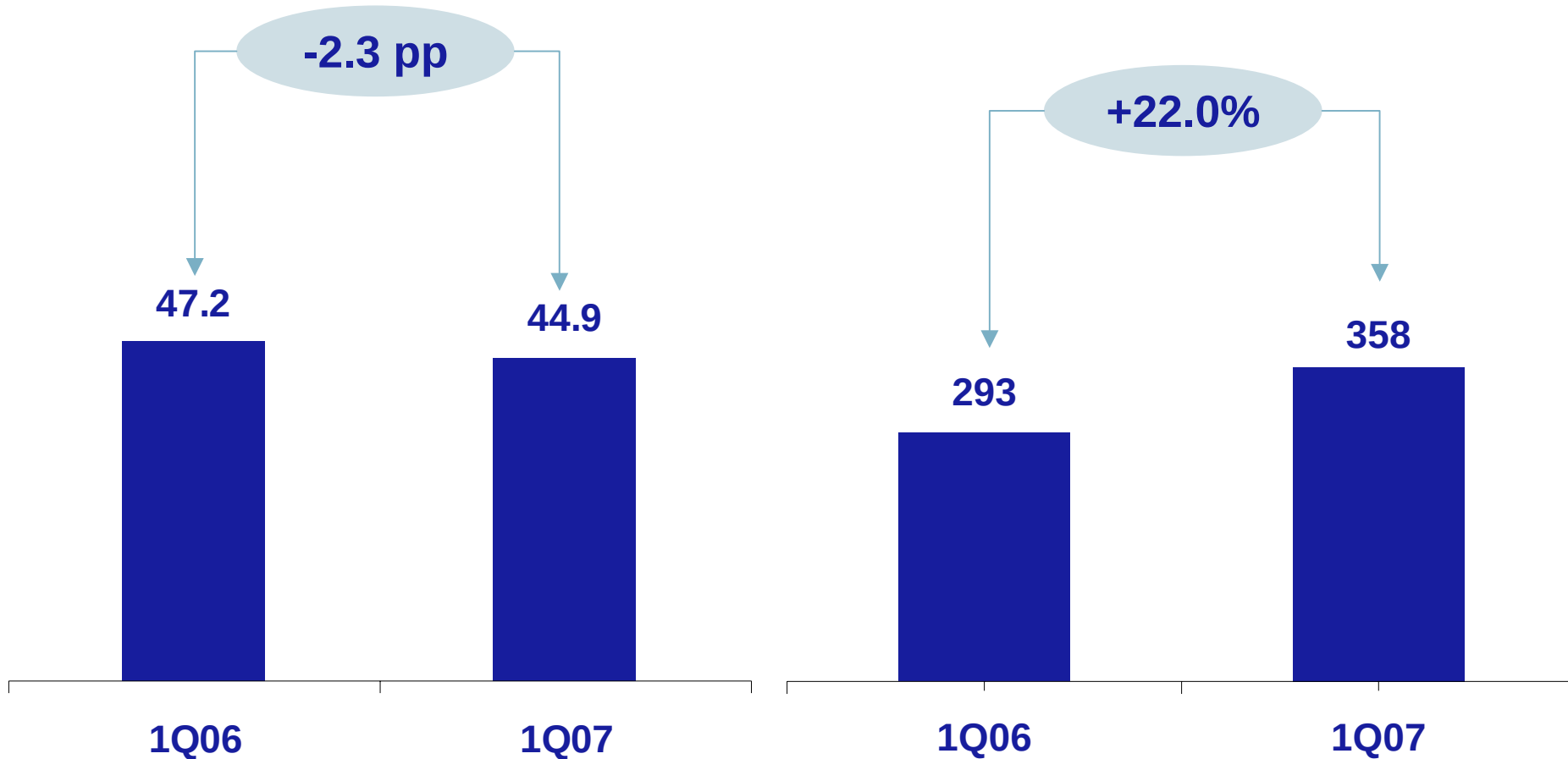
**Current+Savings accounts
+31.5%**

Time deposits +8.9%

With improvements in efficiency boosting operating profit

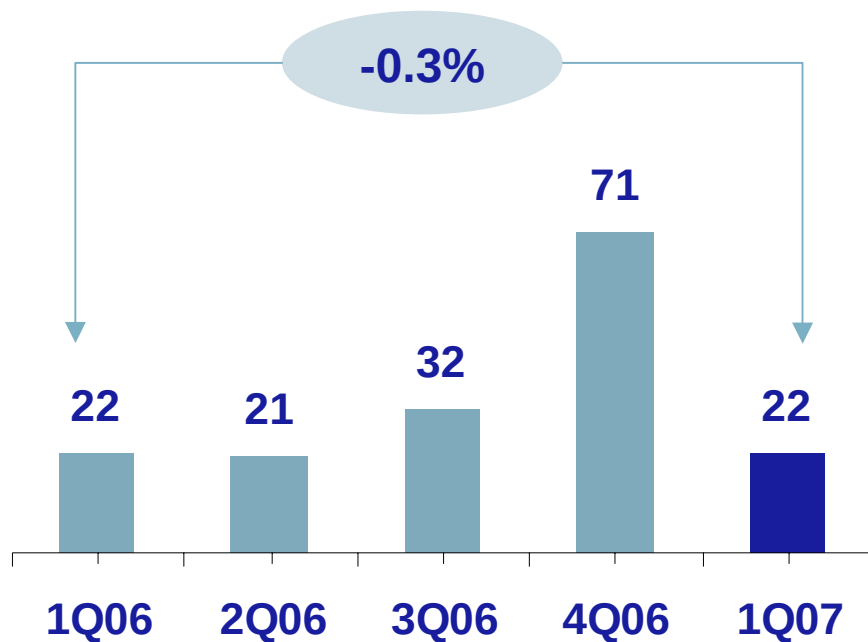
Cost/income ratio incl. depreciation
(%)

Operating profit
(Constant €m)



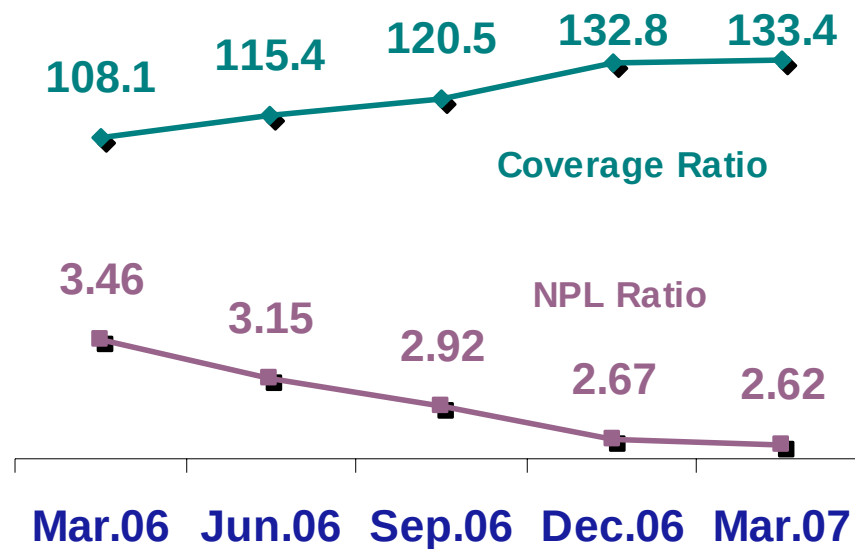
Strict control of lending risk

Loan-loss provisions
(Constant €m)



52.9% of provisions are generic

NPL and coverage ratios
(%)



South America: attributable profit and profitability

Net attributable profit
(Constant €m)

ROE
(%)

+20.1%

139

166

1Q06

1Q07

-2.1 pp

40.3

38.2

1Q06

1Q07

South America: 1Q07 results

(Constant €m)

SOUTH AMERICA	1Q07	Annual Growth	
		Abs	%
Net Interest Income	367	76	26.2%
Core Revenues	577	94	19.5%
Ordinary Revenues	669	94	16.3%
Operating Profit	358	64	22.0%
Net Attributable Profit	166	28	20.1%

South America: 1Q07 highlights

Strong growth of lending and customer funds is maintained in most countries

Excellent activity in high and mid-income customer segments and also in SME banking

Costs under control despite marketing campaigns to launch consumer finance and credit cards

Highly positive improvement in NPL ratio

Contents

Group results for 1Q07

Results by business area

Spain & Portugal

Global Businesses

Mexico & USA

South America

Conclusions

An excellent start to the year with high levels of lending and customer funds

Strong growth based on recurrent revenues and cost control

Record quarter for operating profit with strong contributions from all business areas

New improvements in fundamentals

Conclusions

Revenue growth

+13.2%

Excl. one-offs

Record operating profit

€2,349m

Excl. one-offs

Net attributable profit

+23.0%

Excl. one-offs

Cost/income ratio

42.4%

NPL ratio

0.84%

Coverage

263.4%

EPS excl. one-offs

+17.4%

€0.35

ROE

30.5%

Core capital

6.2%

First Quarter Results 2007

Madrid, 25th April 2007



Appendix



Spain & Portugal: Lending and Customer Funds

Lending

Year-on-year growth
(Average balances)

Spain & Portugal	Mar.06	Dec.06	Mar.07
Retail Businesses	19.2%	17.8%	17.8%
Mortgages	21.8%	18.3%	18.5%
Consumer + Cards	14.6%	23.0%	22.1%
Small Businesses	24.7%	19.6%	19.7%
Corporates & Businesses	11.6%	8.6%	12.3%
SMEs and Corporates	17.3%	15.0%	17.8%
Institutions	1.9%	-4.4%	0.8%
TOTAL	16.3%	14.4%	15.8%

Customer funds

Year-on-year growth
(Average balances)

Spain & Portugal	Mar.06	Dec.06	Mar.07
Liquid funds	10.2%	13.2%	7.5%
Term deposits	17.2%	33.9%	35.9%
On-Balance Sheet Funds	11.3%	14.3%	13.6%
Mutual & Pension Funds	8.5%	0.0%	-2.5%
Mg'd portfolios	63.4%	41.5%	29.8%
Off-Balance Sheet Funds	10.2%	2.5%	0.1%
TOTAL	10.8%	8.9%	7.3%

Global Businesses: Lending and Customer Funds

Lending

Year-on-year growth
(Average balances)

Unit	Mar.06	Dec.06	Mar.07
Global Customers and Investment Banking	40.0%	59.1%	26.0%
Spain	11.3%	72.7%	31.8%
Europe	52.9%	52.6%	26.9%
New York	57.0%	45.5%	44.0%
Asia	373.4%	81.6%	92.1%
Asset Mgmt and Private Bkg	47.3%	26.2%	65.7%
Asset Management	-86.7%	-4.1%	-17.2%
Private Banking	201.8%	56.7%	106.1%
International Private Bkg	-16.9%	-12.8%	-0.5%
TOTAL	44.3%	58.0%	30.7%

Customer funds

Year-on-year growth
(Average balances)

Unit	Mar.06	Dec.06	Mar.07
Global Customers and Investment Banking	23.4%	-4.0%	-0.6%
Spain	11.7%	30.7%	23.8%
Europe	14.2%	2.1%	5.8%
New York	42.7%	-17.4%	-16.1%
Asia	-6.9%	38.4%	148.5%
Asset Mgmt and Private Bkg	17.2%	7.6%	11.5%
Asset Management	14.2%	6.2%	6.2%
Private Banking	56.8%	17.2%	39.1%
International Private Bkg	-3.7%	4.0%	10.3%
TOTAL	19.4%	2.9%	8.1%