

Report by the Appointments and Corporate Governance Committee

Re-election of José Maldonado Ramos as external director

3 February 2021

1. Regulatory framework and procedure

■ Regulatory framework

Article 529 *decies*.4 of the Spanish Corporate Enterprises Act sets out that it is the responsibility of the Appointments Committee to propose the re-election of members of the Board of Directors in the case of independent directors and the responsibility of the Board itself in all other cases.

Paragraph 5 of the same article also sets out that, in any case, all proposals must be accompanied by a supporting report from the Board, in which the skills, experience and merits of the candidate being proposed are assessed.

In line with the aforementioned Act, Article 5 of the Regulations of the Appointments and Corporate Governance Committee of Banco Bilbao Vizcaya Argentaria, S.A., (hereinafter **BBVA** or the **Bank**) states that it is the responsibility of this Committee to:

- Submit proposals for the re-election of independent directors to the Board of Directors and report on proposals for the re-election of the remaining directors.
- To this end, the Committee will evaluate the balance of knowledge, skills and experience of the Board of Directors, as well as the conditions that candidates must meet, assessing the dedication of time considered necessary so that they can adequately carry out their duties, according to the needs that the Bank's corporate bodies (hereinafter **Corporate Bodies**) have at any given time.
- Analyse the suitability of the members of the Board of Directors.

In accordance with Article 3 and Article 17.1c)(i) of Board of Directors Regulations, the Board of Directors is responsible for the proposal for re-election of directors to the General Shareholders' Meeting (at the proposal of the Appointments and Corporate Governance Committee, in the case of independent directors, and with the report of this Committee, in all other cases).

■ Procedure

Within the scope of its remit, the Appointments and Corporate Governance Committee has analysed the potential re-election of José Maldonado Ramos as a member of the Bank's Board of Directors, with the status of external director, so that the corresponding report may be issued given that the three-year statutory mandate for which he was last re-elected by the Annual General Shareholders' Meeting on 16 March 2018 will come to an end at the BBVA Annual General Shareholders' Meeting to be held in 2021.

In relation to this, the Committee has analysed his potential re-election, based on (i) its analysis of the structure, size and composition of the Board of Directors, carried out in accordance with the provisions of the Regulations of the Committee; (ii) the applicable regulations, including the Regulations of the Board of Directors and those of the Committee; and (iii) the BBVA Board of Directors selection, suitability and diversity policy, approved by this body (hereinafter the **Selection Policy**).

In accordance with the foregoing, the conclusions of the analysis carried out by the Committee are described in the report below (hereinafter the **Report**).

2. Structure, size and composition of the Board

Within the framework of the Board of Directors' annual evaluation exercise carried out for 2020, and in accordance with the provisions of its Regulations, the Appointments and Corporate Governance Committee has analysed the current structure, size and composition of the Corporate Bodies, taking into account that these must remain balanced and adapted to the needs of these bodies at any given time, and that the Board, as a whole, must possess the appropriate knowledge, skills and experience to be able to understand the businesses, activities and main risks of BBVA and its Group, and thus ensure its effective ability to carry out its functions in the best corporate interest.

This analysis carried out by the Committee takes place within the framework of the progressive and orderly renewal of the Corporate Bodies developed by the Board, under which individuals with different profiles and experience are appointed as often as it sees fit, in order to increase diversity, as well as to ensure an appropriate rotation of the members of the Board of Directors, which ensures a balanced presence of directors with diverse experience on the Board. This renewal has led to the appointment of seven new directors in the last three years, placing the average experience of the directors in this body at around six years.

The analysis also takes into account the forecasts and objectives with regard to the structure, size and composition of the Board, set out in the applicable legislation, the Regulations of the Corporate Bodies and the Selection Policy.

As indicated above, firstly, in its analysis, the Committee has taken into consideration that the statutory mandate of seven of the Bank's current directors will expire on the occasion of the BBVA Annual General Shareholders' Meeting in 2021.

In addition, in its analysis, the Committee has taken into account the operation and performance of the Corporate Bodies in recent years, and especially their operation during

the crisis generated by COVID-19, whereby the directors have shown great dedication to the Bank, as well as ability to adapt to the current circumstances with flexibility; and where their knowledge, both within the environment and within the Group, has served not only for the proper development of the functions of the Corporate Bodies, but has also put the Group in a strong position to deal with the crisis.

Furthermore, in the analysis performed for the potential re-election, the Committee has also taken into account the areas and matters that are of particular relevance to the Bank's strategy, activities and business, as well as the activities of the Corporate Bodies themselves, both at present and going forward.

Among the various sources of information used by the Committee to carry out its work, particularly noteworthy is the “matrix of skills and diversity” of the Board of Directors, developed by the Committee with a view to facilitating the identification of the skills, characteristics and experience that the Board already has, and those which could be strengthened in the future. This matrix covers skill categories and areas related to banking and finance, as well as others that are of particular relevance to the Group's strategy and activities.

In this sense, this matrix covers areas such as banking and financial services; accounting and auditing; risk management; innovation and information technology; strategy and macroeconomic environment; human resources and remuneration; institutional, legal and regulatory; and corporate governance and sustainability.

Similarly, the matrix brings together the prior professional experience and career of directors in various areas such as the company, boards of directors, public administration and academia, among others, at both national and international level; and it also indicates the percentage of women and men on the Board.

In relation to the foregoing, the Committee has been able to confirm that the Board currently includes individuals with extensive knowledge and experience in the financial and banking field along with individuals who have experience and knowledge in each of the other areas analysed; it also notes that there is a diversity in the type of training undertaken and professional experience—both national and international—gained by the directors.

This diversity of the Board's skills, knowledge and experience has been strengthened following the in-depth process to renew the Corporate Bodies, which has been developed, with the appointment of seven new directors over the last three years. As a result, individuals who have been appointed have enabled the Board to strengthen its skills, knowledge and experience in areas of particular relevance to the Bank's strategy, business and activities.

In this regard, the Board currently comprises directors with diverse experience on the Board itself, combining recently appointed members with others who have extensive experience in the Corporate Bodies, and who have significant knowledge of the strategy, business, activities, values and culture of the Group, as well as of its competitive, regulatory and supervisory environment. Similarly, their knowledge of the operational dynamics and working culture of the Corporate Bodies themselves is also noteworthy.

As such, these directors with experience on the Board facilitate the process of progressive renewal of the Corporate Bodies, which involves appointing new members with lesser knowledge of the Bank, without affecting the Board's proper functioning, facilitating the flexible and efficient appointment of new directors to the working dynamics of the Corporate Bodies, ensuring the proper performance of their duties at all times.

Thus, the importance of the presence of experienced directors on the Corporate Bodies is of particular relevance at present given that, as indicated, there has been a significant rotation of its members in recent years, since this results in an appropriate combination of profiles, promoting the diversity of these bodies and thus their better functioning.

Lastly, the current composition of the Board complies with the provisions of the applicable legislation, the Regulations of the Corporate Bodies and the objectives of the Selection Policy, updated in December 2020, in this regard. In addition to the foregoing paragraphs, it is worth noting that:

- There is adequate balance between the different types of directors;
- Non-executive directors account for 86.67% of directors (thus meeting the target of having a large majority of non-executive directors);
- Independent directors represent two thirds of the Board (thus meeting the target of having independent directors represent at least 50%); and
- Women currently represent one third of directors (thus meeting the specific target for 2020 and 2021 of having female directors represent at least 30%).

For the aforementioned reasons, in the Committee's opinion, the Board of Directors, as a whole, currently has an adequate and diverse composition with a thorough knowledge of the environment, strategy, activities, business and risks of the Bank and its Group, resulting in a balanced composition and adapted to the needs of the moment, thus contributing to ensuring that the functions of the Corporate Bodies are developed in the best corporate interest.

3. Suitability analysis

The suitability of José Maldonado Ramos for the role of member of the BBVA Board of Directors has been evaluated by the BBVA Appointments and Corporate Governance Committee in accordance with the applicable legislation, primarily Article 24 et seq. of Spanish Act 10/2014, of 26 June, on the regulation, supervision and solvency of credit institutions (*Ley de Ordenación, Supervisión y Solvencia* — hereinafter the **LOSS**) and Article 29 et seq. of Spanish Royal Decree 84/2015, of 13 February, implementing the LOSS (hereinafter **Royal Decree 84/2015**); as well as the provisions of Article 2.3 of the Regulations of the Board, in accordance with the following.

3.1. Knowledge and experience

The Committee has analysed the knowledge, skills and experience of José Maldonado Ramos, in light of the information available to it, both in relation to his experience outside the Bank, described in his curriculum vitae attached to this Report as an **Annex** (which will be made available to the Bank's shareholders when the next Annual General Shareholders' Meeting is called), as well as that demonstrated to the Corporate Bodies in the years that he has served as a member of the Board.

Firstly, the Committee highly values his first-rate training and excellent professional experience gained prior to his appointment to the Bank's Board of Directors, notably that he is a Bachelor of Law and joined the Spanish State Counsel Corps (*Cuerpo de Abogados del Estado*). He has held a number of positions of significant responsibility in the fields of legal advice, general secretariat and corporate governance during his career, having led the legal services and secretariat of the board of directors of relevant companies, in various sectors, including banking, all as indicated in the Annex.

In his activity linked to the Bank, it stands out that he was appointed Director and General Secretary of Argentaria in April 1997, Director and General Secretary of BBVA on 28 January 2000 and, once he had taken early retirement as an executive in December 2009, he continued as a member of the Board of Directors, with the status of external director, a position he still currently holds.

Mr. Maldonado's track record shows a very broad knowledge of BBVA's strategy, businesses, activities, risks, regulatory environment and culture, from the different perspectives that are the subject of analysis by the Corporate Bodies.

Furthermore, Mr. Maldonado has in-depth knowledge of the Bank's corporate governance system, the dynamics and functioning of the Corporate Bodies, the external and internal

regulations that affect them, as well as the regulatory and supervisory environment of the Group.

Notably, he is also currently a member of the Executive Committee and the Appointments and Corporate Governance Committee.

Thus, in the years in which he has been part of the Bank's Corporate Bodies, Mr. Maldonado has contributed his extensive knowledge and experience in areas of particular importance, such as the institutional, legal and regulatory field, corporate governance, strategy and the macroeconomic environment, risk management, or the banking field itself, among others.

Mr. Maldonado has also contributed his dedication and availability to the Corporate Bodies, and has shown objectivity and independence of judgement in matters submitted to them for consideration over the years. He has therefore contributed to the proper functioning and performance of the duties of the Corporate Bodies.

Additionally, Mr. Maldonado has an extensive knowledge and understanding of the Bank's culture and values, which facilitates their dissemination to both the Group's executives who interact with the Corporate Bodies, as well as to new members of the Board of Directors itself, having, in this regard, promoted the proper development of the process of progressive rotation of the Board of Directors, making his knowledge and experience regarding the functioning and work culture of the Corporate Bodies available to new directors.

Finally, in the Committee's opinion, all of the foregoing is of particular importance for the proper performance of the duties of the Corporate Bodies in their decision-making and supervision and control of the Bank's strategy, business, activities and risks in the complex global situation and current economic environment.

Consequently, the Committee deems Mr. Maldonado to have the appropriate knowledge and experience to be a member of the Bank's Board of Directors.

3.2. Capacity to exercise good governance

With regard to his capacity to exercise good governance over the Bank, the Committee notes that, in relation to José Maldonado Ramos:

- He is not aware of any circumstances or situations that could lead to potential conflicts of interest, which could constitute an impediment or difficulty in performing the role of BBVA director, in accordance with the provisions of the applicable legislation and the Regulations of the Board.

- As previously mentioned, in his career at the Bank he has shown a high level of dedication in the performance of his duties and full availability to serve in his post.

3.3. Commercial and professional repute

José Maldonado Ramos is registered in the Bank of Spain's Registry of Senior Officers and his commercial and professional repute has been continuously verified and confirmed by the Board of Directors, which has continuously found that Mr. Maldonado Ramos is of renowned commercial and professional repute.

In addition, when making the re-election under review in this Report, the Appointments and Corporate Governance Committee has carried out a new analysis of the fulfilment of the conditions of commercial and professional repute required of Mr. Maldonado Ramos, concluding that he meets the necessary conditions to continue holding his position.

4. Other matters considered by the Committee

■ Status of non-executive and external director

José Maldonado Ramos was appointed a member of BBVA's Board of Directors on 28 January 2000, with the status of executive, and in December 2009 he ceased to be an executive, then becoming an external director of the Bank. As stated, his last re-election took place on 16 March 2018.

In accordance with the provisions of Article 1.2 of the Regulations of the Board, in view of his previous status as executive director and his experience as a director of the Bank for more than twelve years, the Committee has considered that, in the event that Mr. Maldonado Ramos were re-elected, this would be under with his current status as an external director.

It should be pointed out in this regard that, as a non-executive director, Mr. Maldonado contributes to the Board's large majority of non-executive directors, helping to ensure compliance with the provisions of the Selection Policy in this regard.

■ Absence of incompatibilities, prohibitions or limitations

Finally, according to the information available to the Committee, it would not appear that José Maldonado Ramos is in any situation of incompatibility, prohibition or limitation that would prevent him from acting as a member of the Bank's Board of Directors.

5. Conclusions

As a result of the analysis carried out by the Appointments and Corporate Governance Committee, and in response to the needs of the Corporate Bodies in terms of their adequate structure, size and composition, as well as the provisions of the Selection Policy, the Appointments and Corporate Governance Committee finds that José Maldonado Ramos:

- Meets the requirements for recognised commercial and professional repute, knowledge and experience and capacity to exercise good governance established in the LOSS, Royal Decree 84/2015 and Regulations of the Board to be a member of the Bank's Board of Directors and to perform his duties.
- He possesses the appropriate knowledge, skills and experience, which favour diversity on the Board of Directors, contributing to strengthen its overall suitability and ensuring its alignment with the current needs of the Corporate Bodies.
- He has the status of external director, strengthening the presence of non-executive directors on the Board, and he is not known to be involved in any situation of incompatibility, prohibition or limitation that would prevent him from serving as a director of the Bank.

Consequently, the Appointments and Corporate Governance Committee has agreed to submit its favourable report to the Board of Directors to propose to the Annual General Shareholders' Meeting of the Bank the re-election of José Maldonado Ramos as a member of the Board of Directors, for the statutory period of three years, with the status of external director.

Annex: CV

Mr. José Maldonado Ramos
Director

Born in 1952

Spanish national

Graduated in Law from Universidad Complutense de Madrid, winning the extraordinary prize.

Professional Background:

In 1978 he passed State Exams and joined Spanish State Counsel Corps (*Cuerpo de Abogados del Estado*).

He was appointed Technical General Secretary to the Ministry of Territorial Administration, becoming Undersecretary to the same Department in 1982.

He has been Board Secretary and Director of Legal Services for Empresa Nacional para el Desarrollo de la Industria Alimentaria, S.A. (Endiasa); Astilleros Españoles, S.A.; and Iberia Líneas Aéreas de España, S.A.

He has also been Board Secretary for various companies, including: Astilleros y Talleres del Noroeste, S.A. (Astano); Aplicaciones Técnicas Industriales, S.A. (Ateinsa); Oleaginosas Españolas, S.A. (Oesa); Camping Gas, S.A. and Aviación y Comercio, S.A. (Aviaco); he has rendered services as Legal Counsel for Banco Exterior, S.A.; Legal Counsel for Banco Internacional de Comercio, S.A. and Banco Central Hispanoamericano S.A., as well as Director and Secretary of Sindibank, S.B.

He was appointed Director and General Secretary of Argentaria in April 1997 and Director and General Secretary of Banco Bilbao Vizcaya Argentaria, S.A. on 28 January 2000. Took early retirement as Bank executive in December 2009, continuing as member of the Board of Directors.

Board of Directors' Report

Re-election of José Maldonado Ramos as external director

15 March 2021

1. Introduction

In accordance with Article 3 of the Regulations of the Board of Directors of Banco Bilbao Vizcaya Argentaria, S.A. (hereinafter, **BBVA** or the **Bank**), and in compliance with Article 529 *decies* of the Spanish Corporate Enterprises Act, the Board of Directors is responsible for proposing the re-election of members of the Bank's Board of Directors who are not categorised as independent directors, following a report from the Appointments and Corporate Governance Committee.

The abovementioned article of BBVA's Regulations of the Board of Directors, in accordance with the Spanish Corporate Enterprises Act, also states that proposals must always be accompanied by a supporting report from the Board of Directors assessing the skills, experience and merits of the proposed candidate, which will be attached to the minutes of the General Shareholders' Meeting or of the Board of Directors meeting.

In order to comply with the foregoing, the Bank's Board of Directors has prepared this report, which accompanies the proposal to re-elect José Maldonado Ramos as a member of the Bank's Board of Directors as an external director, to be submitted to BBVA's Annual General Shareholders' Meeting (hereinafter, the **Report**).

2. Report by the Appointments and Corporate Governance Committee

In order to produce this Report, the Board of Directors considered the report of the BBVA Appointments and Corporate Governance Committee, which was drafted in accordance with Article 529 *decies* 6 of the Spanish Corporate Enterprises Act and Article 3 of the Bank's Regulations of the Board of Directors, following an analysis of the current structure, size and composition of the Board.

Within the framework of the Board of Directors' annual evaluation exercise, in accordance with the provisions of its Regulations, the Appointments and Corporate Governance Committee has analysed the current structure, size and composition of the Corporate Bodies, taking into account that these must remain balanced and adapted to the needs of these bodies at any given time, and that the Board, as a whole, must possess the

appropriate knowledge, skills and experience to be able to understand the businesses, activities and main risks of BBVA and its Group, and thus ensure its effective ability to develop its functions in the corporate interest.

This analysis carried out by the Committee takes place within the framework of the progressive and orderly renewal of the Corporate Bodies developed by the Board, under which individuals with different profiles and experience are appointed as often as it sees fit, in order to increase diversity, as well as to ensure an appropriate rotation of the members of the Board of Directors, which ensures a balanced presence of directors with diverse experience on the Board. This renewal has led to the appointment of seven new directors in the last three years, placing the average experience of the directors in this body at around six years.

The analysis performed by the Committee also takes into account the forecasts and objectives set out in the applicable regulations, the regulations of the Corporate Bodies and in the BBVA Board of Directors selection, suitability and diversity policy (the **Selection Policy**).

As part of its analysis, the Committee takes into account the duration of the statutory mandate of the members of the Board and, in particular, that of the seven directors of the Bank whose mandate will expire on the occasion of the 2021 BBVA Annual General Shareholders' Meeting.

In addition, in its analysis, the Committee has taken into account the operation and performance of the Corporate Bodies in recent years, and especially its operation during the crisis generated by COVID-19, whereby the directors have shown great dedication to the Bank and where their knowledge, both within the environment and within the BBVA Group, has served not only for the proper development of the functions of the Corporate Bodies, but has also put the Group in a strong position to deal with the crisis.

Furthermore, in the analysis performed for the potential re-election, the Committee has also taken into account the areas and matters that are of particular relevance to the Bank's strategy, activities and business, as well as the activities of the Corporate Bodies themselves, both at present and going forward.

Among the various sources of information used by the Committee to carry out its work, particularly noteworthy is the “matrix of skills and diversity” of the Board of Directors, developed by the Committee with a view to facilitating the identification of the skills, characteristics and experience that the Board already has, and those which could be

strengthened in the future. This matrix covers skill categories and areas related to banking and finance, as well as others that are of particular relevance to the Group's strategy and activities.

In this sense, this matrix covers areas such as banking and financial services; accounting and auditing; risk management; innovation and information technology; strategy and macroeconomic environment; human resources and remuneration; institutional, legal and regulatory; and corporate governance and sustainability.

Similarly, the matrix brings together the prior professional experience and career of directors in various areas such as the company, boards of directors, public administration and academia, among others, at both national and international level; and it also indicates the percentage of women and men on the Board.

In relation to the foregoing, the Committee has been able to confirm that the Board currently includes individuals with extensive knowledge and experience in the financial and banking field along with individuals who have experience and knowledge in each of the other areas analysed; it also notes that there is a diversity in the type of training undertaken and professional experience—both national and international—gained by the directors.

This diversity of the Board's skills, knowledge and experience has been strengthened following the in-depth process to renew the Corporate Bodies, which has been developed, with the appointment of seven new directors over the last three years. As a result, individuals who have been appointed have enabled the Board to strengthen its skills, knowledge and experience in areas of particular relevance to the Bank's strategy, business and activities.

In this regard, the Board currently comprises directors with diverse experience on the Board itself, combining recently appointed members with others who have extensive experience in the Corporate Bodies and who have significant knowledge of the strategy, business, activities, values and culture of the Group, as well as of its competitive, regulatory and supervisory environment. Similarly, their knowledge of the operational dynamics and working culture of the Corporate Bodies themselves is also noteworthy.

As such, these directors with experience on the Board facilitate the process of progressive renewal of the Corporate Bodies, which involves appointing new members with lesser knowledge of the Bank, without affecting the Board's proper functioning, facilitating the flexible and efficient appointment of new directors to the working dynamics of the Corporate Bodies, ensuring the proper performance of their duties at all times.

Thus, the importance of the presence of experienced directors on the Corporate Bodies is of particular relevance at present given that, as indicated, there has been a significant rotation of its members in recent years, since this results in an appropriate combination of profiles, promoting the diversity of these bodies and thus their better functioning.

Lastly, the Committee has verified that the current composition of the Board complies with the provisions of the applicable legislation, the Regulations of the Corporate Bodies and the objectives of the Selection Policy, updated in December 2020, in this regard. In addition to the foregoing paragraphs, it is worth noting that:

- There is adequate balance between the different types of directors;
- Non-executive directors account for 86.67% of directors (thus meeting the target of having a large majority of non-executive directors);
- Independent directors represent two thirds of the Board (thus meeting the target of having independent directors represent at least 50%); and
- Women currently represent one third of directors (thus meeting the specific target for 2020 and 2021 of having female directors represent at least 30%).

For the aforementioned reasons, in the Committee's opinion, the Board of Directors, as a whole, currently has an adequate and diverse composition with a thorough knowledge of the environment, strategy, activities, business and risks of the Bank and its Group, resulting in a balanced composition and adapted to the needs of the moment, thus contributing to ensuring that the functions of the Corporate Bodies are developed in the best corporate interest.

Based on the foregoing analysis, the Committee has considered the fact that the 3-year statutory mandate for which Mr Maldonado Ramos was last re-elected as director on 16 March 2018 will expire in the 2021 financial year, and has determined that it is pertinent to consider the appropriateness of his re-election to that role for a new statutory period of 3 years.

In this regard, the Committee has again analysed the knowledge, skills and experience of Mr Maldonado Ramos, his capacity to exercise good governance, his recognised commercial and professional repute, his status as a non-executive director, as well as the absence of any incompatibilities, prohibitions or limitations to fulfil this role.

Thus, in view of the current needs of the Corporate Bodies, and as a result of what is indicated in the previous paragraphs, the Appointments and Corporate Governance Committee deems José Maldonado Ramos to have the appropriate knowledge, skills and experience to hold the position of Board member; with the capacity to exercise good governance of the Bank; as well as with the other suitability requirements required of him. It also finds that he contributes to diversity on the Board of Directors and to ensuring that it has a large majority of non-executive directors.

In view of the foregoing, the Committee has agreed to favourably inform his re-election as an external director of the Bank.

3. Skills, experience and merits

In order to issue this Report, and as set out in the aforementioned regulations, the Board of Directors has assessed the skills, experience, merits, and knowledge of Mr Maldonado Ramos, to which end it has analysed both his curriculum vitae, which is attached as **an Annex** to this Report, and the director's activity in the Corporate Bodies in the years during which he has served as a member of the Board.

Firstly, the Committee highly values his first-rate training and excellent professional experience gained prior to his appointment to the Bank's Board of Directors, notably that he is a Bachelor of Law and joined the Spanish State Counsel Corps (*Cuerpo de Abogados del Estado*). He has held a number of positions of significant responsibility in the fields of legal advice, general secretariat and corporate governance during his career, having led the legal services and secretariat of the board of directors of relevant companies, in various sectors, including banking, all as indicated in the Annex.

In his activity linked to the Bank, he was appointed as Director and General Secretary of Argentaria in April 1997, Director and General Secretary of BBVA on 28 January 2000 and, after taking early retirement as an executive in December 2009, he continued as a member of the Board of Directors, with the status of external director, a position he still currently holds.

Mr Maldonado's track record shows a very broad knowledge of BBVA's strategy, businesses, activities, risks, applicable regulation and culture, from the different perspectives that are the subject of analysis by the Corporate Bodies.

Furthermore, Mr Maldonado has in-depth knowledge of the Bank's corporate governance system, the dynamics and functioning of the Corporate Bodies, the external and internal regulations that affect them, as well as the regulatory and supervisory environment of the Group.

Notably, he is also currently a member of the Executive Committee and the Appointments and Corporate Governance Committee.

Accordingly, in the years in which he has been part of the Bank's Corporate Bodies, Mr Maldonado has contributed his extensive knowledge and experience them in particularly important areas such as the institutional, legal and regulatory field, corporate governance, strategy and the macroeconomic environment, risk management and the banking field, among others.

Mr Maldonado has also contributed his dedication and availability to the Corporate Bodies, and has shown objectivity and independence of judgement in matters submitted to them for consideration over the years. He has therefore contributed to the proper functioning and performance of the duties of the Corporate Bodies.

Moreover, Mr Maldonado has an extensive knowledge and understanding of the Bank's culture and values, which facilitates their dissemination to both the Group's executives who interact with the Corporate Bodies and to new Board members. In this regard, he has promoted the proper development of the process of progressive rotation of the Board, offering to new directors his knowledge and experience in the functioning of the Corporate Bodies and their working culture.

In the Board's opinion, all of the foregoing is of particular importance for the proper performance of the duties of the Corporate Bodies in their decision-making and supervision and control of the Bank's strategy, business, activities and risks in the complex global situation and current economic environment.

In addition, the re-election of Mr Maldonado would directly contribute to the attainment of the objective set out in the Selection Policy of having a large majority of non-executive directors.

Consequently, the Board deems Mr Maldonado to have the right knowledge, experience and merits to be a member of the Bank's Board of Directors.

4. Conclusion

As a result of the foregoing, taking into account the report issued for this purpose by the Bank's Appointments and Corporate Governance Committee, and in order to propose to the Bank's Annual General Shareholders' Meeting his re-election as a member of the Board of Directors as an external director, for the statutory period of three years, the Board of Directors considers that José Maldonado Ramos possesses the necessary skills, experience and merits to be a member of BBVA's Board of Directors.

To this end, the Board of Directors issues this Report, in light of the requirements established by Article 529 *decies* of the Spanish Corporate Enterprises Act.

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Annex: CV

Mr. José Maldonado Ramos Director

Born in 1952

Spanish national

Graduated in Law from Universidad Complutense de Madrid, winning the extraordinary prize.

Professional Background:

In 1978 he passed State Exams and joined Spanish State Counsel Corps (*Cuerpo de Abogados del Estado*).

He was appointed Technical General Secretary to the Ministry of Territorial Administration, becoming Undersecretary to the same Department in 1982.

He has been Board Secretary and Director of Legal Services for Empresa Nacional para el Desarrollo de la Industria Alimentaria, S.A. (Endiasa); Astilleros Españoles, S.A.; and Iberia Líneas Aéreas de España, S.A.

He has also been Board Secretary for various companies, including: Astilleros y Talleres del Noroeste, S.A. (Astano); Aplicaciones Técnicas Industriales, S.A. (Ateinsa); Oleaginosas Españolas, S.A. (Oesa); Camping Gas, S.A. and Aviación y Comercio, S.A. (Aviaco); he has rendered services as Legal Counsel for Banco Exterior, S.A.; Legal Counsel for Banco Internacional de Comercio, S.A. and Banco Central Hispanoamericano S.A., as well as Director and Secretary of Sindibank, S.B.

He was appointed director and General Secretary of Argentaria in April 1997 and Director and General Secretary of Banco Bilbao Vizcaya Argentaria, S.A. on 28 January 2000. Took early retirement as Bank executive in December 2009, continuing as member of the Board of Directors.