

## **ANNUAL GENERAL SHAREHOLDERS' MEETING**

**BANCO BILBAO VIZCAYA ARGENTARIA, S.A.**

**BILBAO, MARCH 15, 2024**

### **CALL NOTICE**

*The Board of Directors of Banco Bilbao Vizcaya Argentaria, S.A. (hereinafter, the Company, BBVA or the Bank), at its meeting held on February 6, 2024, has agreed to call the Company's Annual General Shareholders' Meeting, which will be held in Bilbao, at Palacio Euskalduna, 4 Avenida Abandoibarra, on March 14, 2024, at 12:00 pm, on first call, and on March 15, 2024, at the same location and time, on second call, in accordance with the following:*

### **AGENDA**

**ONE**.- *Annual financial statements, allocation of results and corporate management:*

- 1.1. Approval of the annual financial statements and management reports of Banco Bilbao Vizcaya Argentaria, S.A. and its consolidated Group for the financial year ended 31 December 2023.*
- 1.2. Approval of the non-financial information report of Banco Bilbao Vizcaya Argentaria, S.A. and that of its consolidated Group for the financial year ended 31 December 2023.*
- 1.3. Approval of the allocation of results for the 2023 financial year.*
- 1.4. Approval of the corporate management during the 2023 financial year.*

**TWO**.- *Adoption of the following resolutions on the re-election and appointment of members to the Board of Directors:*

- 2.1. Re-election of José Miguel Andrés Torrecillas.*
- 2.2. Re-election of Jaime Félix Caruana Lacorte.*
- 2.3. Re-election of Belén Garijo López.*
- 2.4. Re-election of Ana Cristina Peralta Moreno.*
- 2.5. Re-election of Jan Paul Marie Francis Verplancke.*
- 2.6. Appointment of Enrique Casanueva Nárdiz.*
- 2.7. Appointment of Cristina de Parias Halcón.*

*Pursuant to paragraph 2 of Article 34 of the Bylaws, determination of the number of directors in the number resulting from the resolutions adopted under this item of the Agenda, which will be reported to the Annual General Meeting for all due effects.*

**THREE**.- *Approval of the reduction of the share capital of the Bank, in up to a maximum amount of 10% of the share capital as of the date of the resolution, through the redemption of own shares purchased for the purpose of being redeemed, delegating to the Board of Directors the implementation of the share capital reduction, totally or partially, on one or more occasions.*

**FOUR**.- *Approval of a maximum level of variable remuneration of up to 200% of the fixed component of the total remuneration for a certain group of employees whose professional activities have a*

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significant impact on Banco Bilbao Vizcaya Argentaria, S.A.'s or on its Group's risk profile.

**FIVE.-** Delegation of powers to the Board of Directors, with the authority to substitute, in order to formalise, amend, interpret and execute the resolutions adopted by the Annual General Meeting.

**SIX.-** Consultative vote on the Annual Report on the Remuneration of Directors of Banco Bilbao Vizcaya Argentaria, S.A.

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## **SUPPLEMENT TO THE CALLING AND PRESENTATION OF PROPOSED RESOLUTIONS**

Pursuant to the Corporate Enterprises Act, shareholders representing, at least, three percent of the share capital may: (i) request the publication of a supplement to the calling of the Meeting, including one or more items on the agenda, provided that the new items are accompanied by substantiation or, as appropriate, a substantiated proposed resolution; and (ii) submit substantiated proposed resolutions on matters already included or that should be included on the agenda.

These rights must be exercised by duly certified notice to the Company, which must be received at the registered office, at Plaza de San Nicolás, 4, 48005, Bilbao, within five days following publication of this calling.

## **ATTENDANCE**

Pursuant to the Company's Bylaws, holders of 500 or more shares are entitled to attend the General Meeting when these shares are on record in the corresponding accounting register at least five days before the scheduled date of the General Meeting.

As the Annual General Meeting is likely to be held on second call, pursuant to Article 517 of the Corporate Enterprises Act, shareholders must have shares registered in their name no later than March 10, 2024, in order to be able to participate in and vote at the Meeting.

The Company will issue a personalized attendance card indicating the number of shares held to each shareholder entitled to attend who so requires it, giving them access to the venue where the General Meeting is to be held. Requests may be sent to the Shareholder Office, or made via the Company's corporate website ([www.bbva.com](http://www.bbva.com)) or at any BBVA branch office in Spain.

Holders of a lower number of shares may group together to reach at least that number of shares, appointing a representative. To do this, shareholders must request the corresponding group card, available at any BBVA branch office in Spain.

In order to confirm the identity of shareholders, or their valid proxies, on entering the venue where the General Meeting is to be held, attendees will be asked to present their attendance card, documents verifying their status as proxy, where applicable, and their Spanish national identity document or any other official document generally accepted for such purposes.

## **REMOTE ATTENDANCE**

The Company has agreed that, in accordance with Article 21 of its Company's Bylaws, attendance to the General Meeting may also take place via remote means.

Remote attendance will take place through the Remote Attendance Portal, accessible via the Company's corporate website ([www.bbva.com](http://www.bbva.com)) and online banking website ([www.bbva.es](http://www.bbva.es)), in accordance with the timeframes and in the format described below. It is envisaged that the General Meeting will be broadcasted live on the Company's corporate website ([www.bbva.com](http://www.bbva.com)).

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*In order to verify the identity of the attendees at the General Meeting, and to guarantee that shareholders can properly exercise their rights, shareholders—or their valid proxies—who wish to attend the General Meeting remotely (hereinafter, remote attendees) must register and confirm their identity—and that of their proxy, where applicable—on the Remote Attendance Portal prior to the start of the Meeting (hereinafter, the Accreditation process), as follows:*

- a) Remote attendees who are BBVA electronic banking users (who have a multichannel contract with the Bank) may confirm their identity through the online banking website ([www.bbva.es](http://www.bbva.es)) by entering the password they use to access and carry out transactions in the online banking website ([www.bbva.es](http://www.bbva.es)).*
- b) Remote attendees who are not users of BBVA electronic banking may confirm their identity on the Bank's corporate website ([www.bbva.com](http://www.bbva.com)), under section "2024 General Meeting/Remote Attendance", making use of their Electronic National Identity Document (DNle) or their digital certificate for natural persons issued by the Royal Mint of Spain (Fábrica Nacional de Moneda y Timbre-Real Casa de la Moneda — FNMT-RCM) or, in the case of a legal entity, their current and valid electronic certificate of legal entity proxy.*

*The Accreditation process via Remote Attendance Portal will be enabled on March 1, 2024, and will be closed at 11:00 am on the day on which the General Meeting is held. However, to ensure the correct processing of the supporting documentation verifying their identity and legitimacy, it is recommended that all shareholders—or their proxies—who wish to attend using remotely complete the Accreditation process sufficiently in advance, with it being recommendable to do so no later than March 14, 2024.*

*In order for the General Meeting to take place in an orderly manner and for the proper management of the remote attendance, once the Accreditation process is completed in due time and form, remote attendees must access the Remote Attendance Portal between 9:00 am and 11:30 am on the scheduled day of the Meeting, as follows:*

- a) via the online banking website ([www.bbva.es](http://www.bbva.es)) for remote attendees who are BBVA electronic banking users, entering their online banking password;*
- b) via the Bank's corporate website ([www.bbva.com](http://www.bbva.com)), under section "2024 General Meeting/Remote Attendance" for remote attendees who are not BBVA electronic banking users, using the credentials generated in the Accreditation process.*

*Only remote attendees who have completed the Accreditation process in due time and form and have accessed the Remote Attendance Portal between the indicated times may exercise their rights remotely on the day of the General Meeting.*

*Remote attendees who, in exercise of the shareholder rights provided for in the Corporate Enterprises Act, wish to request any information or clarification which they deem necessary in relation to items on the agenda, publicly available information that the Company has submitted to the National Securities Market Commission since the last General Meeting, or in connection with the auditor's report; or who wish to submit written proposals under the terms of, and in accordance with, the Corporate Enterprises Act, may do so through the Remote Attendance Portal, on the scheduled day of the General Meeting from 9:00 am until the General Secretary finishes reading (complete or summarized) the proposed resolutions submitted to the General Meeting.*

*In accordance with the provisions of the Corporate Enterprises Act, valid requests for information or clarification submitted by remote attendees will be answered by the Meeting Panel during the meeting, or in writing within seven days of the General Meeting taking place.*

*Remote attendees' right to vote shall be exercised through the Remote Attendance Portal and in accordance with the provisions of the Bank's General Meeting Regulations. Remote attendees will be able to vote on the proposed resolutions on the agenda items from the moment they access the Remote*

*Attendance Portal, on the day on which the Meeting is held, until the General Meeting Panel declares the Meeting to be over. The vote on proposed resolutions which, by legal mandate, do not need to be included on the Meeting's agenda and must be put to a vote, shall take place once these proposals are read out by the General Meeting Panel.*

*For any matters not explicitly covered in this call notice, remote attendance at the General Meeting will be subject to the provisions set out in the General Meeting Regulations and to the rules set out on the Company's corporate website ([www.bbva.com](http://www.bbva.com)), on the "2024 Annual General Meeting/Remote Attendance" section.*

*In any event, shareholders' physical attendance at the venue where the General Meeting is to be held will nullify any actions carried out remotely via the Remote Attendance Portal.*

## **REMOTE VOTING AND PROXIES PRIOR TO THE MEETING**

*Those shareholders who do not wish to attend the General Meeting in person can submit their vote or proxy remotely by electronic or written means, prior to the General Meeting being held, as indicated below.*

### **ELECTRONIC VOTING AND PROXIES**

*Shareholders can exercise their voting and proxy delegation rights by electronic means via the participation applications rolled out on the Bank's corporate website ([www.bbva.com](http://www.bbva.com)), the online banking website ([www.bbva.es](http://www.bbva.es)) or the most up-to-date version of the mobile banking application BBVA España (hereinafter, the BBVA España app), which is available free of charge at the Play Store and App Store.*

*In order to prove their identity, and to guarantee the proper exercise of their rights, shareholders who wish to vote or delegate a proxy by electronic means must register and confirm their identity in the following way:*

- a) Shareholders who use BBVA electronic banking (who have a multichannel contract with the Bank) can confirm their identity to vote or delegate a proxy electronically, by entering the passcode they use to access and carry out transactions in the online banking website ([www.bbva.es](http://www.bbva.es)) or the BBVA España app.*
- b) Shareholders who do not use BBVA electronic banking and shareholders who are legal entities, through their valid proxy, can verify their identity to vote or delegate a proxy electronically through the use of their Electronic National Identity Document (DNle) or their digital certificate for natural persons issued by the Royal Mint of Spain (Fábrica Nacional de Moneda y Timbre-Real Casa de la Moneda — FNMT-RCM) or, in the case of a legal entity, their current and valid electronic certificate of legal entity proxy.*

*Shareholders may exercise their voting and delegation rights by electronic means, prior to the General Meeting, from February 16, 2024 until 12:00 pm on the day before the General Shareholders' Meeting is held on first call, i.e. 12:00 pm on March 13, 2024, as follows:*

- a) for shareholders who use BBVA electronic banking, through the online banking website([www.bbva.es](http://www.bbva.es)) or the BBVA España app; and*
- b) for shareholders who do not use BBVA electronic banking and shareholders who are legal entities, via the "2024 Annual General Meeting/Electronic Vote and Proxy" section of the Company's corporate website ([www.bbva.com](http://www.bbva.com)).*

*In both cases, shareholders must fill in the relevant forms and follow the instructions provided in each case in order to exercise each of these rights.*

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*All information relating to remote voting and/or delegation of proxies will be available for its consultation on the “2024 General Meeting” section of the Company’s corporate website ([www.bbva.com](http://www.bbva.com)).*

## **WRITTEN VOTING AND PROXIES**

*Shareholders who do not wish to attend the General Meeting in person, can also remotely cast their vote or submit a proxy delegation in writing, using the voting or delegation form included on the attendance card, which can be requested and submitted at any BBVA branch office in Spain. In this regard, it is hereby stated that any shareholder entitled to attend may be represented at the General Meeting by another person, who need not necessarily be a shareholder.*

*Shareholders wishing to vote by post may apply to the Company, as from the date of publication of this call notice for the General Meeting, through the Shareholder Office or at any BBVA branch office in Spain, requesting the issue of the relevant document for postal voting in their name. Once completed according to its instructions and within the deadlines established, it must be sent by registered post with acknowledgment of receipt to the Shareholder Office at calle Azul 4, 28050 Madrid, to be processed and counted.*

*In order to be processed, remotely cast proxies and votes must be received, at least, 24 hours prior to the scheduled date of the General Meeting on first call. Any proxies or votes that arrive after this time will not be counted.*

*In any case, shareholders must fill in the relevant forms and follow the instructions printed on the attendance card in order to exercise each of these rights.*

## **REVOCATION OF VOTE OR PROXY**

*Shareholders’ personal or remote attendance at the General Meeting will revoke any vote or proxy previously submitted.*

*Additionally, proxies may be revoked at any time by the same means used to delegate them.*

## **RIGHT TO INFORMATION**

*Shareholders may request, up to five days before the scheduled date of the General Meeting, that directors provide any information or clarifications that they may deem necessary, or submit written queries regarding items on the agenda, information accessible to the public as provided by the Company to the National Securities Market Commission since the previous General Meeting and regarding the auditor’s report.*

*Shareholders wishing to exercise their right to information may do so in writing, addressing their correspondence to the Shareholder Office at calle Azul 4, 28050 Madrid, Spain; or by email to the address given in the “Right to Information” section of the “2024 General Meeting” page of the Company’s corporate website ([www.bbva.com](http://www.bbva.com)), following the instructions therein.*

*From the time of this calling, any shareholder may request at the registered office (Plaza de San Nicolás, 4, Bilbao, Spain) or review on the Company’s corporate website ([www.bbva.com](http://www.bbva.com)), on the “2024 General Meeting” page, the full texts of the proposed resolutions submitted for the approval of the General Meeting and the directors’ reports on the agenda items where legally required, if so desired; the annual financial statements and management reports, both individual and consolidated, for the 2023 financial year, which include the non-financial information report of the Bank and its consolidated Group, and which will be submitted for the approval of the General Meeting, together with the corresponding statutory auditors’ reports; the Annual Corporate Governance Report for the 2023 financial year; the curriculum vitae, category (status) and mandatory proposals and reports on the re-election and appointment of directors proposed under agenda item Two; the Board of Directors’ report on the proposals submitted under agenda items Three and Four; and the Annual Report on BBVA Directors’*

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*Remuneration for the 2023 financial year, as well as the remaining legal documentation related to the General Meeting.*

*In addition, shareholders will have access to the reports of the directors and the independent expert/statutory auditor—who is appointed by the Commercial Registry and is distinct from the Company's auditor—that have been issued since the previous General Meeting regarding the use of the delegation to issue contingently convertible securities ("CoCos"), which will also be presented to the General Meeting and which have been published and made available to shareholders at the time of their issuance.*

*Shareholders may obtain and request all the aforementioned documents be delivered or sent to them immediately and free of charge.*

*Likewise, between the time of publication of this calling and the General Meeting, all documents and information relating to the Annual General Shareholders' Meeting will be available for its consultation in the "2024 General Meeting" section of the Company's corporate website ([www.bbva.com](http://www.bbva.com)).*

### **ONLINE SHAREHOLDER FORUM**

*Pursuant to the provisions of Article 539.2 of the Corporate Enterprises Act, for the calling of the General Meeting, BBVA has set up an Online Shareholders Forum (hereinafter, the Forum) on the Company's corporate website ([www.bbva.com](http://www.bbva.com)), for the legally established purpose, which individual shareholders and duly authorized voluntary associations of shareholders may access with due protections, in accordance with Article 539.4 of the Corporate Enterprises Act.*

*The Forum may be used to publish proposals that are intended to be submitted as supplements to the agenda listed in the calling, requests to second these proposals, initiatives to achieve the percentage of votes required to exercise the minority right established by Law and offers or calls for voluntary proxies, in accordance with the instructions published on the Bank's corporate website ([www.bbva.com](http://www.bbva.com)) for this calling.*

*The Forum is not a channel for communication between the Company and its shareholders and is intended solely to facilitate communication between BBVA shareholders for the calling of the General Meeting before it is held. As such, the Forum is not a channel to be used for attending the General Meeting remotely.*

*In order to prove their identity, shareholders who wish to access and use the Forum must have a passcode. In so doing, shareholders must follow the relevant rules and instructions provided on the "2024 General Meeting" section of the Bank's corporate website ([www.bbva.com](http://www.bbva.com)).*

*To register in the Forum, shareholders who are electronic banking users (who have a multichannel contract with the Bank) may log on via the online banking web page ([www.bbva.es](http://www.bbva.es)), entering the same credentials they use to access the online banking website ([www.bbva.es](http://www.bbva.es)) and use its online banking features.*

*Shareholders who do not use electronic banking and shareholders who are legal entities, through their valid proxy, may register and obtain a passcode to log on to the Forum, through the Bank's corporate website ([www.bbva.com](http://www.bbva.com)), under section "2024 General Meeting/Electronic Shareholder Forum", by using their Electronic National Identity Document (DNle) or their digital certificate for natural persons issued by the Royal Mint of Spain (Fábrica Nacional de Moneda y Timbre-Real Casa de la Moneda — FNMT-RCM) or, in the case of a legal entity, their current and valid electronic certificate of legal entity proxy.*

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## **SUSPENSION OF ELECTRONIC SYSTEMS**

*The Bank will not be liable for any damages that may be incurred by shareholders or their proxies as a result of any breakdowns, overloads, line failures, connection faults or other eventualities of the same or similar sort, beyond the Bank's control, that may prevent the use of the mechanisms enabled for shareholders to exercise, via remote means of communication, their rights regarding the General Meeting.*

*The foregoing applies notwithstanding the adoption of the measures required in each situation, in particular when this is advisable or necessary for technical or security reasons, trying to ensure that shareholders or their proxies can exercise their rights.*

## **GENERAL INFORMATION**

Shareholders may consult the Company's Bylaws and the General Meeting Regulations on the Company's corporate website ([www.bbva.com](http://www.bbva.com)) for information relating to the General Meeting that is not provided in this notice.

*Likewise, for more information, shareholders can contact the Shareholder Office at calle Azul, 4, 28050, Madrid, Spain, from 09:00 am to 06:00 pm, Monday through Friday; telephone the Shareholder Helpline at (+34) 91 224 98 21 from 08:00 am to 10:00 pm, Monday through Friday; or send an email to the mailbox [accionistas@bbva.com](mailto:accionistas@bbva.com).*

Shareholders are informed that the Company's corporate website ([www.bbva.com](http://www.bbva.com)) will be kept up-to-date with the measures that may be taken for holding the General Meeting and may be of interest to shareholders or their representatives.

## **NOTARY PUBLIC AT THE GENERAL MEETING**

The Board of Directors has resolved to require the presence of a notary public to record the minutes of the General Meeting, pursuant to Article 203 of the Corporate Enterprises Act and Article 101 of the Commercial Registry Regulations.

## **PERSONAL DATA PROCESSING**

In accordance with the provisions of Organic Law 3/2018, of 5 December, on Personal Data Protection and digital rights guarantee, BBVA will process the shareholders' personal data and, where applicable, that of its proxies in accordance with the provisions of the document on processing of personal data which can be consulted at the following link: [accionistaseinversores.bbva.com/PTDA](http://accionistaseinversores.bbva.com/PTDA). Rights to access, amend, oppose, suppress, transfer and limit processing may be exercised in accordance with the aforementioned document.

## **NOTE**

Shareholders are informed that, in the event that, between the calling and the scheduled date for holding the Meeting, there are extraordinary circumstances—beyond the Company's control—which make impossible holding the General Meeting at the planned venue referred to in this call notice, or at a different venue to the one initially envisaged within the same municipal district, the General Meeting would be held entirely remotely, this is, without the physical attendance of the shareholders or their proxies, in accordance with the means, timeframes and procedures already established in the "Remote Attendance" section of this call notice, supplemented by the additional requirements set forth in the applicable legal and statutory provisions applicable to this type of meetings, which have been published on the "2024 Annual General Meeting/Remote Attendance" section of the Company's corporate website ([www.bbva.com](http://www.bbva.com)).

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*The Company, in this case, will inform shareholders, through the Company's corporate website ([www.bbva.com](http://www.bbva.com)) and the daily press, as soon as it were reasonably possible, of the existing extraordinary circumstances and the measures adopted in relation to the holding of the General Meeting.*

*Shareholders are informed that the General Meeting will be streamed on the Company's corporate website ([www.bbva.com](http://www.bbva.com)).*

*THE GENERAL MEETING IS SCHEDULED TO BE HELD, ON SECOND CALL, ON MARCH 15, 2024 AT THE TIME AND PLACE INDICATED, UNLESS SHAREHOLDERS ARE NOTIFIED OTHERWISE THROUGH THE DAILY PRESS AND THE BANK'S CORPORATE WEBSITE ([www.bbva.com](http://www.bbva.com)).*

*Bilbao, February 9, 2024, the General Secretary and Secretary of the Board of Directors.*