

BBVA Global Finance Limited

(a wholly owned subsidiary of
Banco Bilbao Vizcaya Argentaria, S.A.)

Financial Statements for the year
ended December 31, 2012
with Independent Auditors' Report

INDEPENDENT AUDITORS' REPORT

To the Board of Directors of BBVA Global Finance Limited (a wholly owned subsidiary of Banco Bilbao Vizcaya Argentaria, S.A.):

We have audited the accompanying financial statements of BBVA Global Finance Limited (a wholly owned subsidiary of Banco Bilbao Vizcaya Argentaria, S.A., a Spanish banking institution), which comprise the statement of financial position as of December 31, 2012, the statement of comprehensive income, statement of changes in equity and cash flow statement for the year then ended, and a summary of significant accounting policies and other explanatory information.

Management's responsibility for the financial statements

Management is responsible for the preparation and fair presentation of these financial statements in accordance with International Financial Reporting Standards, and for such internal control as management determines is necessary to enable the preparation of financial statements that are free from material misstatement, whether due to fraud or error.

Auditors' responsibility

Our responsibility is to express an opinion on these financial statements based on our audit. We conducted our audit in accordance with International Standards on Auditing. Those standards require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance whether the financial statements are free from material misstatement.

An audit involves performing procedures to obtain audit evidence about the amounts and disclosures in the financial statements. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error. In making those risk assessments, the auditor considers internal control relevant to the entity's preparation and fair presentation of the financial statements in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the entity's internal control. An audit also includes evaluating the appropriateness of accounting policies used and the reasonableness of accounting estimates made by management, as well as evaluating the overall presentation of the financial statements.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion.

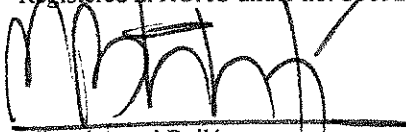
Opinion

In our opinion, the financial statements present fairly, in all material respects, the financial position of BBVA Global Finance Limited (a wholly owned subsidiary of Banco Bilbao Vizcaya Argentaria, S.A.) as of December 31, 2012, and its financial performance and its cash flow for the year then ended in accordance with International Financial Reporting Standards.

Emphasis of matter

Without qualifying our opinion, we draw attention to Notes 1 and 6 to the financial statements, which describe that since June 2003, the Company ceased issuing Euro Medium Term Notes and subordinated notes and is not planning to offer new issues. The Parent (the sole shareholder) has committed to provide adequate financial resources to the Company to allow it to continue as a going concern until the time of its liquidation.

DELOITTE, S.L.
Registered in ROAC under no. S0692



Miguel Angel Bailón
April 22, 2013

BBVA Global Finance Limited

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Banco Bilbao Vizcaya Argentaria, S.A.)

Financial Statements for the year
ended December 31, 2012

BBVA GLOBAL FINANCE LIMITED
(a wholly owned subsidiary of Banco
Bilbao Vizcaya Argentaria, S.A.)

STATEMENT OF FINANCIAL POSITION
AS AT DECEMBER 31, 2012
(Currency - United States dollars)

	2012	2011 ^(*)
ASSETS:		
Cash and cash equivalents	1,127,387	872,773
Short term assets due from Parent (Notes 2c, 3 and 4)	6,801,812	12,913,126
Long term assets due from Parent (Notes 2c, 3 and 4)	612,506,724	715,291,163
Fair value of derivative instruments (Notes 5 and 8)	8,215,122	10,060,697
Other accrual accounts	54,266	54,624
Total assets	628,705,311	739,192,383
LIABILITIES AND SHAREHOLDER'S EQUITY:		
Liabilities-		
Short term bonds and notes (Notes 2c and 6)	-	12,913,126
Long term bonds and notes (Notes 2c and 6)	615,484,787	711,287,733
Fair value of derivative instruments (Notes 5 and 8)	8,215,122	10,060,697
Other accrual accounts	8,872	28,771
Total liabilities	623,708,781	734,290,327
Shareholder's equity (Note 7)		
Common stock, \$ 100 par value; 1,000 shares authorized and 10 shares issued and outstanding	1,000	1,000
Retained earnings	4,995,530	4,901,056
Total shareholder's equity	4,996,530	4,902,056
Total liabilities and shareholder's equity	628,705,311	739,192,383

(*) Presented only for comparison purposes

The accompanying notes 1 to 11 form an integral part of these financial statements





BBVA GLOBAL FINANCE LIMITED
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Bilbao Vizcaya Argentaria, S.A.)

STATEMENT OF COMPREHENSIVE INCOME
FOR THE YEAR ENDED DECEMBER 31, 2012
(Currency - United States dollars)

	2012	2011 ^(*)
Interest income from Parent	37,056,882	49,250,767
Net (gains) losses from foreign currency transactions	-	(668)
Interest expense to noteholders	(36,781,666)	(49,100,981)
Financial margin	275,216	149,118
General and administrative expenses	(180,742)	(192,659)
Net income / (loss)	94,474	(43,541)
Incomes / losses per common share	9,447	(4,354)
Average number of common shares outstanding	10	10

(*) Presented only for comparison purposes

The accompanying notes 1 to 11 form an integral part of these financial statements





BBVA GLOBAL FINANCE LIMITED
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STATEMENT OF CHANGES IN SHAREHOLDER'S EQUITY
FOR THE YEAR ENDED DECEMBER 31, 2012
(Currency - United States dollars)

	2012	2011 ^(*)
Number of authorized shares-		
Balance at the beginning and at the end of the year	10	10
Number of issued shares-		
Balance at the beginning and at the end of the year	10	10
Par value per share at end of year-	\$ 100	\$ 100
Capital stock		
Balance at the beginning and at the end of the year	\$ 1,000	\$ 1,000
Retained earnings-		
Balance at the beginning of the year	4,901,056	4,944,597
Net income / (loss) for the year	94,474	(43,541)
Balance at the end of the year	4,995,530	4,901,056
Shareholders equity, end of the year	4,995,530	4,901,056

(*) Presented only for comparison purposes

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BBVA GLOBAL FINANCE LIMITED
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STATEMENT OF CASH FLOW
FOR THE YEAR ENDED DECEMBER 31, 2012
(Currency - United States dollars)

	2012	2011 ^(*)
Cash flow from operating activities:		
Net income / (loss)	94,474	(43,541)
Adjustments to reconcile net income to net cash provided by (used in) operating activities -		
Amortization of differences between initial amount and maturity amount on assets due from Parent and bonds and notes		
Accrued interest payable	177,400	177,400
(Increase) / decrease in accrued interest receivable from Parent	2,045,080	45,294,274
(Increase) / decrease in interest payable to noteholders	(1,894,505)	(45,295,626)
(Increase) / decrease in other accrual accounts	359	(361)
Increase / (decrease) in other liabilities	(20,467)	7,082
Net cash provided by operating activities	402,341	139,228
Cash flow from investing activities:		
Increase / (decrease) in loan from Parent	97,300,472	123,639,345
Net cash (provided by) used in investing activities	97,300,472	123,639,345
Cash flow from financing activities:		
(Increase) / decrease in bonds and notes	(97,300,472)	(123,639,345)
Net cash used in (provided by) financing activities	(97,300,472)	(123,639,345)
Net increase in cash and cash equivalents	402,341	139,228
Effect of currency translations	(147,727)	(707)
Cash and cash equivalents at beginning of the year	872,773	734,252
Cash and cash equivalents at the end of the year	1,127,387	872,773

(*) Presented only for comparison purposes

The accompanying notes 1 to 11 form an integral part of these financial statements

BBVA Global Finance Limited

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Notes to the Financial Statements
for the year ended December 31, 2012
(Currency-United States dollars)

1. Group affiliation, principal activity and tax regulation

Bilbao International Limited, which was incorporated on June 23, 1983, in the Cayman Islands, changed its name to BBV International Finance Limited on August 21, 1990 and to BBVA Global Finance Limited (the "Company") on April 17, 2001 and is a wholly owned subsidiary of Banco Bilbao Vizcaya Argentaria, S.A., (the "Bank" or the "Parent") a Spanish banking institution headquartered in Bilbao, Spain.

The Company's principal activity is to act as a financing entity for the Bank. The objectives for which the Company is established are to issue debt obligations and to lend the proceeds received to its Parent, and to borrow funds from its Parent and to lend the proceeds to any subsidiary of its Parent, and any other activities incidental to the borrowing and lending of such funds.

The Company uses the United States of America ("U.S.") dollar ("U.S. \$") as its presentation currency and the euro ("EUR") as its functional currency.

The Company is economically dependent on the Parent (Note 4) and its continuing existence is based solely on the ability of the Parent to fulfill its obligations to the Company for the interest and maturity of the deposits and guarantee of the redemption value of the notes.

Since June 2003, the Company ceased issuing Euro Medium Term Notes and subordinated notes due to the revised legal regulatory framework applicable to the Parent.

Certain notes are listed on the London and Luxembourg stock exchange.

2. Significant accounting policies

Accounting principles

The financial statements of the Company are prepared in accordance with International Financial Reporting Standards as adopted by International Accounting Standards Board ("IFRS-IASB") with significant policies applied below.

a) Recognition of revenues and expenses

For accounting purposes, revenues and expenses are recorded on the accrual basis of accounting as they are earned or incurred. Revenues include interest earned by assets due from Parent and expenses include interest incurred by bonds, notes and deposits.

b) Use of estimates

The preparation of financial statements in conformity with IFRS requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities and disclosure of contingent assets and liabilities at the date of the financial statements and the reported amounts of revenues and expenses during the reporting period. Actual results could differ from those estimates.

c) Euro Medium Term Notes and assets due from Parent

Euro Medium Term Notes and assets due from Parent recorded as loans and receivables are recognized at amortized cost, which represents the received amount, plus or minus the cumulative amortization using the effective interest rate of any difference between that initial amount and the maturity amount.

The effective interest rate is the rate that discounts estimated future cash payments or receipts through the expected life of the financial instrument, considering all contractual terms of the financial instruments, transaction costs, and all other premiums or discounts.

Issuing notes, sometimes, involves incurring costs and commissions in relation to the offering. These fees and costs are considered as transaction costs in calculating the effective interest rate.

d) Impairment of (financial) assets-

The Company determines at each reporting period whether there is objective evidence that a financial asset is impaired. A financial asset is impaired and impairment losses are recognized if, and only if, there is objective evidence of impairment as a result of one or more events that occurred after the initial recognition of the assets and prior to the balance sheet date ('a loss event') and that event adversely impacts estimated future cash flows of the financial asset.

When the estimates used to determine the recoverable amount have changed since the last time an impairment loss was recognised and these changes then results in an increase of the recoverable amount such an increase represents a reversal of some of the impairment losses in the statement of comprehensive income.

During 2012 the Company did not recognize any impairment of financial assets. The Company's total assets are held with Banco Bilbao Vizcaya Argentaria, S.A. the sole shareholder of the Company.

e) Recognition and derecognition-

Financials assets and liabilities are recognized when the Company enters into the contractual agreements and derecognized when settled or transferred to third parties.

f) Foreign currency transactions

Assets and liabilities in foreign currencies have been translated to U.S. dollars at the year-end exchange rate. Revenues and expenses in foreign currencies have been translated to U.S. dollars at the average exchange rates in each year.

g) Derivative financial instruments

The Company enters into various derivative financial instruments to hedge the risk exposure of the note issue arrangements.

The derivatives held by the Company are classified as held for trading financial instruments. Hybrid financial instruments simultaneously include a non-derivative host contract and a financial derivative known as an embedded derivative, that cannot be transformed separately and some of the cash flows of hybrid contract vary in a way similar to a stand-alone derivative.

Embedded derivatives, which are initially recognized by the value of the "options premiums" from the deposits/issues, will be recorded at their fair value (notes 5 and 8). The changes in the mentioned fair value will be recorded in the accompanying statement of comprehensive income.

On certain occasions, the Company arranges interest rate swaps to cover possible losses which might arise from fluctuations in the indices to which the note and bond issues are referenced with respect to the interest rate earned on its deposits at the Bank.

On certain occasions, the Company arranges notes referenced to stock indices. These notes contain embedded options. The premiums of these options are accounted for at fair value at the issue date. The host contract is accounted for based on generally accepted accounting principles applicable to instruments of that type that do not contain embedded options.

The risk of these notes is being hedged with deposits. These deposits have the same characteristics of the notes hedged so the embedded options and host contract of these deposits are accounted for the same way as those that are being hedged.

h) Cash and cash equivalents

Cash and cash equivalents represent all highly liquid instruments with a maturity of three months or less when acquired or generated.

i) Income taxes

No income taxes are levied on corporations by the Cayman Islands government and, therefore, no income tax provision is reflected in the accompanying financial statements.

j) Statement of Comprehensive Income

The Company has elected to present a single statement of comprehensive income. The Company does not have separate components of other comprehensive income; therefore, comprehensive income is equal to the profit/(loss) reported for all periods presented.

k) Related party transactions-

The Company is a wholly-owned subsidiary of Banco Bilbao Vizcaya Argentaria, S.A. and enters into transactions with related parties in the normal course of business. This includes amongst others cash deposits agreements. All the outstanding amounts have been disclosed in the notes to each separate account balance when applicable.

No remuneration is paid by the Company to the managing directors as they are not employed by The Company. Remunerations to the managing directors of The Company are paid by the Parent Company.

l) Adoption of New and Revised International Financial Reporting Standards ('IFRS') and Interpretations-

In the current period, the Company has adopted all of the new and revised Standards and Interpretations issued by the International Accounting Standards Board ('IASB') and the International Financial Reporting Interpretations Committee ('IFRIC') of the IAS that are relevant to its operations and effective for accounting periods beginning on or after January 1, 2012. The adoption of these new and revised Standards and Interpretations has not resulted in major changes to the Company's records.

Mandatory Standards, amendments and Interpretations

Standards, amendments and Interpretations to existing standards that became mandatory for the first time for the 2012 financial statements:

The following modifications to the IFRS or their interpretations (hereinafter "IFRIC") came into force in 2012. Their integration in the Company has not had a significant impact on these financial statements:

- Amended IFRS 7 – "Disclosures – Transfer of financial assets".
- Amended IAS 12 – "Income Taxes – Deferred Tax: recovery of underlying assets".

Future changes in accounting policies: IFRS standards not yet effective

Some accounting policies and amendments have been published by the IASB as of December 31, 2012. Some have been adopted and others have not yet been adopted by the European Union.

New International Financial Reporting standards together with their interpretations (IFRIC) have been published at the date of close of these financial statements. These were not obligatory as of December 31, 2012. Although in some cases the IASB permits early adoption before they enter into force, the Company and the Group has not done so as of this date. The future impacts that the adoption of these standards have not

been analysed to the date, however future effects from the adoption of these standards are not expected to be material.

- IFRS 9 - "Financial instruments - classification and measurement".
- IFRS 10 - "Consolidated financial statements".
- IFRS 11 - "Joint arrangements".
- IFRS 12 - "Disclosure of interests in other entities".
- IFRS 13 - "Fair value measurement".
- Amended IAS 1 - "Presentation of financial statements".
- Amended IAS 19 - "Employee benefits".
- Amended IAS 32 - "Financial Instruments: Presentation".
- Amended IFRS 7 - "Financial Instruments: Information to be disclosed".
- IAS 27 - "Consolidated and separate financial statements" and IAS 28 - "Investments in associates and joint ventures".

Additionally, fourth IFRS Annual Improvements project introduces small modifications and clarifications to IAS 1 - Presentation of financial statements, IAS 16 - Property, plant and equipment, IAS 32 - Financial instruments: presentation and IAS 34 - Interim financial reporting. The modifications will be applicable retrospectively to the accounting years starting on or after January 1, 2013.

3. Risk Exposure

The use of financial instruments may involve the assumption or transfer of one or more types of risk. The risks associated with financial instruments are:

- Credit risk: this is the risk that one of the parties to the financial instrument agreement will fail to honour its contractual obligations due to the insolvency or incapacity of the individuals or legal entities involved and will cause the other party to incur a financial loss.
- Market risk: These arise as a consequence of holding financial instruments whose value may be affected by changes in market conditions. The following is a summary of each of the components:
 - i) Interest rate risk: arises as a result of changes in market interest rates.
 - ii) Currency risk: arises as a result of changes in the exchange rate between currencies.
- Liquidity risk: the Company obtains the liquidity required to meet interest payments, redemption of issues and the needs of its business activities from subordinated deposits on the issues arranged with Banco Bilbao Vizcaya Argentaria, S.A. or the credit facility maintained by its sole shareholder.

The Company (integrated to BBVA Group) has developed a global risk management system based on three components: a corporate risk management structure, with segregated functions and responsibilities; a set of tools, circuits and procedures that make up the different risk management systems; and an internal control system.

CORPORATE RISK MANAGEMENT STRUCTURE

The Board of Directors is the body responsible for setting risk policies. The Board hence establishes the general principles defining the target risk profile for the BBVA Group. Likewise, it approves the infrastructure required for

risk management, the delegation framework and the limits system that enables the business to develop and maintain this risk profile in the day-to-day decision making.

The BBVA Group's risk management system is managed by an independent risk area (the "Risk Area"), which combines a view by risk types with a global view. The Risk Area assures that the risk tools, metrics, historical databases and information systems are in line and uniform. It likewise sets the procedures, circuits and general management criteria.

TOOLS, CIRCUITS AND PROCEDURES

The BBVA Group has implemented an integrated risk management system designed to cater for the needs arising in relation to the various types of risk; this prompted it to equip the management processes for each risk with measurement tools for risk acceptance, assessment and monitoring and to define the appropriate circuits and procedures, which are reflected in manuals that also include management criteria.

Credit risk

The breakdown of the credit risk by financial instruments and geographical area is as follows:

	U.S. Dollars	
	2012	2011
Deposits at Parent (Spain)	619,308,536	728,204,289
Total	619,308,536	728,204,289

As of 31 December 2012 and 2011 there were no impaired assets.

Structural interest rate risk

The aim of statement of financial position interest rate risk management is to maintain the Company's exposure to market interest rate fluctuations at levels within its risk strategy and profile. For such compliance, (Assets - liabilities Committee) (the "ALCO") actively manages the statement of financial position interest rate risk through transactions intended to optimize the level of risk assumed in relation to the expected results, thus enabling the Company to comply with the tolerable risk limits.

The ALCO bases its activities on the interest rate risk measurements performed by the risk area. Acting as an independent unit, the risk area periodically quantifies the impact of interest rate fluctuations on the BBVA Group's net interest income and economic value.

The impact of interest rate fluctuations on the Company's net interest income is minimal since the interest rate fluctuations of the liabilities are offset with the interest rate fluctuations of the assets.

Structural currency risk

Structural currency risk derives mainly from exposure to exchange rate fluctuations arising in relation to the investments and from the issues financed in currencies other than the investment currency.

The impact of exchange rate fluctuations on the Company's net interest is minimal since the exchange rate fluctuations of the liabilities are offset with the exchange rate fluctuations of the assets.

Capital risk

The BBVA Group's capital management is performed at both regulatory and economic level.

Regulatory capital management is based on the analysis of the capital base and the capital ratios (core capital, Tier 1, etc.) using Basel ("BIS") and Bank of Spain criteria.

The aim is to achieve a capital structure that is as efficient as possible in terms of both cost and compliance with the requirements of regulators, ratings agencies and investors. Active capital management includes securitizations, sales of assets, and preferred and subordinated issues of equity and hybrid instruments.

BBVA Group obtained the approval of its internal model of capital estimation ("IRB") in 2008 for certain portfolios.

From an economic standpoint, capital management seeks to optimize value creation at the BBVA Group and at its different business units.

4. Assets due from Parent

The detail of the balances of this caption in the accompanying statement of financial position is as follows:

	U. S. Dollars		Interest Rate as of	
	2012	2011	December 31, 2012	December 31, 2011
Assets due from Parent:				
1993 Euro Medium Term Note Programme (*)	6,801,812	44,573,967	0% - 7.01%	0% - 7.01%
Subordinated Notes Programme (*)	612,506,724	683,630,322	0% - 7.25%	0% - 7.25%
	619,308,536	728,204,289		

(*) These assets mature on the same date as the related notes from which the proceeds were on the deposits.

All the deposits were arranged in U.S. dollars except the following:

	12/31/2012	12/31/2011
1993 Euro Medium Term Note Programme Issues	-	EUR 18,604,762
	-	JPY 1,000,000,000
Subordinated Note Programme Issues	EUR 225,530,000	EUR 274,000,000
	JPY 10,000,000,000	JPY 10,000,000,000

On March 23, 2010, the Board of Directors approved the deposits with the Parent linked to the following relevant issues belonging to BBVA Capital Funding Limited and BCL International Finance Limited (both entities are wholly own subsidiaries of Banco Bilbao Vizcaya Argentaria, S.A.), which were substituted by the Company as issuer of the relevant issues and as principal obligor under the Agency Agreement effective March 23, 2010. The relevant notes are detailed in the following tables:

BBVA Capital Funding Limited:

Issue	Original amount	Early Redemption amount	Amount as of December 31, 2012
Issue 221 due 2011(*)	EUR 60,000,000	-	EUR 60,000,000
Issue 27 due 2015	EUR 73,000,000	EUR 12,970,000	EUR 60,030,000
Issue 28 due 2016	JPY 10,000,000,000	-	JPY 10,000,000,000
Issue 222 due 2016	EUR 40,000,000	EUR 30,000,000	EUR 10,000,000
Issue 225 due 2016	EUR 50,000,000	EUR 3,900,000	EUR 46,100,000
Issue 228 due 2016	EUR 55,000,000	EUR 1,600,000	EUR 53,400,000
Issue 234 due 2016	EUR 56,000,000	-	EUR 56,000,000

(*) This issue expired on October, 10, 2011.

BCL International Finance Limited:

Issue	Redemption Amount
Issue 81 due 2010 (I)	EUR 7,500,000
Issue 120 due 2010 (II)	EUR 9,000,000
Issue 51 due 2015 (IV)	EUR 1,500,000
Issue 105 due 2011(III)	EUR 6,000,000
Issue 24 due 2039 (V)	EUR 6,331,158

- (I) This issue expired on November, 15, 2010.
(II) This issue expired on December, 21, 2010.
(III) This issue expired on June, 22, 2011.
(IV) This issue was cancelled on July 13, 2012.
(V) This issue was cancelled on February 21, 2012.

Additionally, the Company has issue SUB 3 in USD, which amounts USD 194,678,000 due 2025.

5. Fair value of derivative instruments

The detail of "fair value of derivative instruments" on the accompanying statement of financial position as of December 31, 2012 and 2011 is as follows:

	U.S. Dollars			
	12/31/2012		12/31/2011	
	Assets	Liabilities	Assets	Liabilities
Options embedded in deposits and issues(*)	8,215,122	8,215,122	10,060,697	10,060,697
	8,215,122	8,215,122	10,060,697	10,060,697

(*)The fair value of interest rate options is not included here.

The embedded options in deposits and issues are related with foreign-exchange options and forward currency purchases/sales.

The embedded options pricing variance of the deposits represents a profit of \$ 1,973,458 and \$ 992,102 at December 31, 2012 and 2011. Likewise, the embedded options pricing variance of the issues represent a loss of \$ 1,973,458 and \$ 992,102 at December 31, 2012 and 2011. Therefore, the net balance is zero.

6. Notes

On February 25, 1993 BBV International Finance Ltd, "BBVI" entered into an ECU 500,000,000 Euro Medium Term Note Programme (BBV Programme) guaranteed by Banco Bilbao Vizcaya Argentaria, S.A. The nominal amount of the BBV Programme was increased to ECU 1,000,000,000 on July 10, 1995, to ECU 2,000,000,000 on April 20, 1998 and to EUR 5,000,000,000 on April 20, 1999.

Effective January 2000, BBVI merged with Argentaria. Under the merger, Argentaria was wound up without liquidation and all of its assets and liabilities were transferred to Banco Bilbao Vizcaya, S.A. ("BBV"). Following the merger, BBV changed its name to Banco Bilbao Vizcaya Argentaria, S.A, ("BBVA").

In 2000, and in order to reorganize the finance subsidiaries in the Banco Bilbao Vizcaya Argentaria Group, Argentaria Global Finance Ltd, (subsidiary of BBVA) was substituted by the Company as issuer of all senior notes issued and outstanding under the Argentaria Programme and as principal obligor under the relevant Deed of Covenant and Agency Agreement relating to such notes, and BBVA Global Finance Limited has been substituted by BBVA Capital Funding Limited as issuer of all subordinated notes issued and outstanding under the Argentaria Programme and as principal obligor under the relevant Deed of Covenant and Agency Agreement relating to such Notes. Notes issued on and after April 27, 2000 and the Substituted Notes are guaranteed by BBVA.

On March 23, 2010, the Board of Directors approved that for the above mentioned relevant issues belonging to BBVA Capital Funding Limited and BCL International Finance Limited (both entities are wholly own subsidiaries

of Banco Bilbao Vizcaya Argentaria, S.A.), to be substituted by the Company as issuer of the relevant issues and as principal obligor under the Agency Agreement effective March 23, 2010.

As of December 31, 2012 and 2011, and under the above-mentioned programme, the Company had the following outstanding issues:

Issue	Date of issue	Amount issued		U.S Dollars	
				Outstanding at 12/31/12	Outstanding at 12/31/11
24 th issue due 2039(I) (V)	1999	EUR	6,331,158	-	8,925,487
51 st issue due 2015(IV)	2000	EUR	1,500,000	-	1,941,005
92 nd issue due 2012	1997	JPY	1,000,000,000	-	12,913,126
105 th issue due 2011(I)	2001	EUR	6,000,000	-	-
134 th issue due 2013(I) (III)	1998	EUR	10,329,138	-	13,990,890
161 st issue due 2039 (I) (II)	1999	EUR	30,000,000	-	-
				-	37,770,508

(I) These notes were issued with embedded derivatives (see Note 9).

(II) Pursuant to section 15 of the EMTN programme made on September 29, 1999 "Issuer's Optional Redemption" of the Pricing Supplement, the Company applied the early redemption right of the Notes, which took effects on September 29, 2011. The Company made a final payment of EUR 67,604,349.60, USD 92,043,321.98 (nominal EUR 30,000,000, (USD 40,845,000) and interest EUR 37,604,349.60 (USD 51,198,321.98)).

(III) Pursuant to section 15 of the EMTN programme made on September 29, 1999 "Issuer's Optional Redemption" of the Pricing Supplement, the Company applied the early redemption right of the Notes, which took effects on December 31, 2012. The Company made a final payment of EUR 10,970,423.67, USD 14,474,376.99 (nominal EUR 10,380,783.67, (USD 13,696,406.4) and interest EUR 589,640 (USD 777,971.02)).

(IV) This note was repurchased by the Issuer and cancelled free of payment on July 13, 2012. The nominal repurchased was EUR 1,500,000 (USD 1,827,750).

(V) This note was repurchased by the Issuer and cancelled free of payment on February 21, 2012. The nominal repurchased was EUR 6,331,158. (USD 8,371,057.12).

As of December 31, 2012 and 2011, the outstanding notes of the Company under the EMTN programme bore interest at an average of 1.68% and 3.72%, respectively.

As of December 31, 2012 and 2011, and outside of the programme, the Company has the following guaranteed subordinated issues:

Issue	Date of Issuance	Redemption Amount	Interest Rate	Amortised cost U.S. dollars Outstanding at	
				12/31/2012	12/31/2011
3 rd issue due 2025	1995	USD 200,000,000	7.00%	198,793,037	198,693,415
27 th issue due 2015 (III)(*)	1999	EUR 73,000,000	6.35%	80,264,612	95,716,579
28 th issue due 2015 (I) (II)	1995	JPY 10,000,000,000	EUR 3,966,921 annual or AUD 8,102,633 annual (II)	117,652,075	130,619,075
222 nd issue due 2016 (IV)	2001	EUR 40,000,000	6.078%	13,374,439	52,463,806
225 th issue due 2016 (V) (**)	2001	EUR 50,000,000	Euribor 3-Month+0.6%	60,931,108	64,991,667
228 th issue due 2016 (VI) (**)	2001	EUR 55,000,000	Euribor 3-Month+0.7%	70,561,318	71,436,254
234 th issue due 2016	2001	EUR 56,000,000	Euribor 3-Month+0.7%	73,908,198	72,509,555
				615,484,787	686,430,351

(*) This note is listed on the London Stock Exchange.

(**) These notes are listed on the Luxembourg Stock Exchange.

(I) These notes were issued with embedded derivatives (see Note 9).

(II) The issue shall bear interest in AUD or EUR, in fixed amounts, at the option of the Company.

(III) This note was partially repurchased by the Issuer on October 30, 2012. The nominal repurchased was EUR 12,970,000 (USD 16,811,714).

(IV) This note was partially repurchased by the Issuer on October 30, 2012. The nominal repurchased was EUR 30,000,000 (USD 38,886,000).

(V) This note was partially repurchased by the Issuer on October 30, 2012. The nominal repurchased was EUR 3,900,000 (USD 5,055,180).

(VI) This note was partially repurchased by the Issuer on October 30, 2012. The nominal repurchased was EUR 1,600,000 (USD 2,073,920).

The Company has not issued any senior debt securities under the preference share registration statement filed in 2003 with the United States Securities and Exchange Commission.

7. Shareholder's equity

Issued Share Capital

The issued share capital is \$ 1,000 divided into 10 shares of a nominal or par value of \$ 100 each.

8. Fair value of financial instruments

As of December 31, 2012 and 2011 the floating interest rate deposits at the Parent (Note 4) are related to the Company's bond and note issues, the return on which is based on fixed or floating interest rates as appropriate (Note 6).

Financial instruments fair value are measured using one of the following methods:

- Directly by reference to the quoted price of the financial instrument, which is observable and accessible from independent sources in active markets (Level 1). At December 31, 2012 and 2011, there were no financial instruments classified as Level 1 in the fair value hierarchy.
- Through valuation techniques the variables of which are obtained from observable market data (Level 2).
- Through valuation techniques that include variables not obtained from observable market data (Level 3). At December 31, 2012 and 2011, there were no financial instruments classified as Level 3 in the fair value hierarchy.

As of December 31, 2012 and 2011, the financial instruments presented at fair value as required by IFRS 7 "Financial Instruments: Disclosures" as follows:

	U.S. Dollars 12/31/12		U.S. Dollars 12/31/11	
	Carrying Amount	Fair Value (Level 2)*	Carrying Amount	Fair Value (Level 2)*
Derivative instruments (assets)**	8,215,122	8,215,122	10,060,697	10,060,697
Derivative instruments (liabilities)**	8,215,122	8,215,122	10,060,697	10,060,697

* Level 2: Measurement using valuation techniques the inputs for which are drawn from market observable data.

**The fair value of interest rate options is not included here.

No transfers from level 2 to other levels had occurred during 2012 and 2011.

The following assumptions were used by the Company in estimating the fair value of financial instruments for which it is practicable to estimate such value:

1. Demand deposits at the Parent and short term debts:

For these short-term instruments, the carrying amount is a reasonable estimate of fair value.

2. Derivative instruments:

For options traded in OTC ("Over the counter") markets, the fair value is estimated based on theoretical year-end closing prices. These year-end closing prices are calculated estimating the amounts the Company would receive or pay based upon the yield curve prevailing at year-end or prices.

3. Notes and deposits:

The fair value of the issues launched does not differ significantly from the amount of the deposits made because their features (amount, term and interest rate) are the same. In the case of issues that include embedded financial derivatives, the Company has made a "mirror" deposit with Banco Bilbao Vizcaya Argentaria S.A. and, accordingly, the Company is not exposed to changes in the fair value of these financial instruments.

9. Embedded Options

Some of the contracts of the Company contain embedded options which are separated from the host contracts and accounted as a derivative instrument pursuant to International Accounting Standard 39 "Financial Instruments: Recognition and Measurement". Each option is being hedged with another option with the same critical terms, so there is no mismatching.

At December 31, 2012 and 2011, the Company had options for equities and index equities, which notional amounts were as follows:

At December 31, 2012	2013	2014	After 2014	Total
<u>Amount of contract</u>				
Sell contracts	13,643,816	13,643,816	13,643,816	40,931,449
Buy contracts	13,643,816	13,643,816	13,643,816	40,931,449

At December 31, 2011	2012	2013	After 2013	Total
<u>Amount of contract</u>				
Sell contracts	13,372,993	42,831,706	134,995,109	191,199,809
Buy contracts	13,372,993	42,831,706	134,995,109	191,199,809

10. Subsequent events

On March 15, 2013, the Company decided to repurchase and early redemption of the 28th issue. The nominal repurchased was JPY 10,000,000,000. The Company also cancelled the deposit with the Parent linked to this issue.

11. Approval of the financial statements

The Board of Directors prepared the 2012 financial statements as of April, 19, 2013.

The 2012 financial statements of the Company have not yet been approved by the shareholder at the respective Annual General Meeting. However, the Company's Board of Directors considers that the aforementioned financial statements will be approved without any changes.

BBVA Global Finance Limited

(A wholly owned subsidiary of Banco Bilbao Vizcaya Argentaria, S.A.)

Directors' report for the year ended December 31, 2012

During 2012, the Company didn't issue any Senior or Subordinated debt securities and did totally redeem the outstanding Senior debt notes:

Issue	currency	Redemption amount	Redemption date
Issue 24	EUR	6,775,623.73	22/02/12
Issue 92	JPY	1,000,000,000.00	16/10/12
Issue 51	EUR	1,500,000.00	18/07/12
Issue 134	EUR	10,329,137.98	31/12/12

and partially redeemed the following amounts of Subordinated Notes:

Issue	currency	Redemption amount	Redemption date
Issue 27	EUR	12,970,000.00	02/11/12
Issue 222	EUR	30,000,000.00	02/11/12
Issue 225	EUR	3,900,000.00	02/11/12
Issue 228	EUR	1,600,000.00	02/11/12

The issued and outstanding subordinated debt securities are guaranteed by its sole Shareholder: Banco Bilbao Vizcaya Argentaria, S.A.

In view of the business activity carried on by the Company, it does not have any environment expense that might be material with respect to the Company's net worth.

The Company is managed by Parent's personnel, and as a result of that, the Company does not have any personnel expenses.

Statement of comprehensive income

In 2012, the income for the year amounted to \$ U.S. 94,474.

The interest income from the Parent Company amounted to \$ U.S. 37,056,882 and the interest expense amounted to \$ U.S. 36,781,666 in 2012.

In addition, in 2012, the general and administrative expenses amounted to \$ U.S. 180,742.

Distribution of result

The distribution of the Company's income for the year ended 2012 that will be proposed by the Board of Directors to the sole shareholder is as follows:

	Thousand U.S. Dollars
Income for the year	94
Distribution to:	94
Retained earnings	94
	94

Treasury shares

At December 31, 2012, the Company had no treasury shares or shares of its Parent, Banco Bilbao Vizcaya Argentaria, S.A. and had not performed any treasury share transactions during the year 2012.

Risk Exposure

The use of financial instruments may involve the transfer of one or more types of risk. The risks associated with these financial instruments are:

- Credit risk: this is the risk that one of the parties to the financial instrument agreement will fail to honour its contractual obligations due to the insolvency or incapacity of the individuals or legal entities involved and will cause the other party to incur a financial loss.
- Market risk: this arises as a consequence of holding financial instruments whose value may be affected by changes in market conditions, following is a summary of each of the components:
 - i) Fair value interest rate risk: arises as a result of changes in market interest rates.
 - ii) Currency risk: arises as a result of changes in the exchange rate between currencies.
- Liquidity risk: the Company obtains the liquidity required to meet interest payments, redemption of issues and the needs of its business activities from subordinated deposits on the issues arranged with Banco Bilbao Vizcaya Argentaria, S.A. or the credit facility maintained by its sole shareholder.

The Company (integrated in BBVA Group) has developed a global risk management system based on three components: a corporate risk management structure, with segregated functions and responsibilities; a set of tools, circuits and procedures that make up the different risk management systems; and an internal control system.

Research and development

The Company did not have any research and development expenses.

Subsequent events

On March 15, 2013, the Company proceeded to early redeem Issue 28 due on 2016 (nominal value 10,000,000,000 JPY).

Outlook

The Company will focus its strategy for the coming years, integrated on the strategy of the Group Banco Bilbao Vizcaya Argentaria, on managing the Issued Subordinated debt securities.

DECLARATION OF RESPONSIBILITY FOR THE ANNUAL FINANCIAL REPORT

The members of the BBVA Global Finance Ltd Board of Directors hereby declare that, insofar as they know, the annual financial statements for 2012, approved by written resolutions dated 19 April 2013, drawn up under the applicable accounting standards, offer a faithful image of the net assets, financial situation and results of BBVA Global Finance Ltd, and that the management reports include a faithful analysis of the business earnings and the positions of BBVA Global Finance Ltd, along with the description of the main risks and uncertainties facing them.

Madrid, 19 April 2013

SIGNED BY ALL MEMBERS OF THE BOARD