

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

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

This Supplement (the **Supplement**) to the Offering Circular dated 17th July, 2017, as supplemented on 31st July, 2017 and 27th October, 2017 (as so supplemented, the **Offering Circular**), which comprises a base prospectus, constitutes a supplementary prospectus for the purposes of Section 87G of the Financial Services and Markets Act 2000 (the **FSMA**) and is prepared in connection with the Global Medium Term Note Programme (the **Programme**) of Banco Bilbao Vizcaya Argentaria, S.A. (the **Issuer**).

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

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

The purpose of this Supplement is to update the section entitled “*Description of Banco Bilbao Vizcaya Argentaria, S.A. – Capital Divestitures*” on page 105 of the Offering Circular to reflect: (i) an offer having been accepted for the acquisition of BBVA’s stake in BBVA Chile; and (ii) an agreement having been reached for the creation of a “joint-venture” and transfer of the real estate business in Spain. By virtue of this Supplement, the Offering Circular shall be deemed updated accordingly.

**Updates to the Offering Circular**

The following is added after the words “*The main capital divestitures from 2014 to the date of this Offering Circular were the following:*” under the heading entitled “*Capital Divestitures*” in the section entitled “*Description of Banco Bilbao Vizcaya Argentaria, S.A.*” on page 105 of the Offering Circular:

“**2017**

***Offer for the acquisition of BBVA’s stake in BBVA Chile***

On 28th November, 2017, BBVA received a binding offer from The Bank of Nova Scotia group (**Scotiabank**) for the acquisition, at a price of approximately USD 2,200 million, of BBVA’s stake in Banco Bilbao Vizcaya Argentaria, Chile (**BBVA Chile**) as well as in other companies of the Group in Chile which operations are complementary to the banking business (amongst them, BBVA Seguros Vida, S.A.). BBVA owns, directly and indirectly, approximately 68.19% of BBVA Chile’s share capital. The offer received does not include BBVA’s stake in the automobile financing companies of Forum group or in other Chilean entities in the Group which are engaged in corporate activities of the Group.

On 5th December, 2017, BBVA accepted the offer and entered into a sale and purchase agreement.

Completion of the transaction is subject to obtaining the relevant regulatory approvals.

***Agreement for the creation of a “joint-venture” and transfer of the real estate business in Spain***

On 29th November, 2017, BBVA reached an agreement with a subsidiary of Cerberus Capital Management, L.P. (**Cerberus**) for the creation of a “joint venture” to which the real estate business of BBVA in Spain will be transferred (the **Business**). BBVA will contribute the Business to a single company (the **Company**) and will sell 80% of the shares of such Company to Cerberus on the closing date of the transaction.

The Business comprises: (i) foreclosed real estate assets (the **REOs**), with a gross book value of approximately €13,000 million, based on the value of the REOs as of 26th June, 2017; and (ii) the necessary assets and employees to manage the Business in an autonomous manner. For the purpose of the agreement with Cerberus, the whole Business was valued at approximately €5,000 million.

Considering the valuation of the whole Business previously mentioned and assuming that all the Business' REOs as of 26th June, 2017 will be contributed to the Company, the sale price for 80% of the shares would amount to approximately €4,000 million. The final price to be paid will be determined by the volume of REOs effectively contributed, which may vary depending on, among other matters, the sales carried out from the date of reference of 26th June, 2017 until the date of closing of the transaction and the fulfilment of the usual conditions for transactions of this nature.

The transaction as a whole is subject to obtaining the relevant authorisations from the competent authorities.

## **2016**

In 2016 there were no significant capital divestitures.”

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

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