

Autocallable Notes on Index Basket due 2024

Term Sheet, 31st January 2018

ST-116186

This is a structured product involving derivatives. Investment in structured products involves risks. Such risks may include, without limitation, risks on currency, credit, liquidity, time value and changes in the value and volatility of the underlying reference item(s), interest rates and economic, financial and political conditions. The value of structured products may fall as rapidly as it may rise and investors may lose their entire investment. Prospective investors should not invest in the Notes without having sufficient knowledge, experience and professional advice to make a meaningful evaluation of the merits and risks of investing in the Notes, and the information contained or incorporated in the Base Prospectus

The Notes shall be issued pursuant to the Issuer's €4,000,000,000 Structured Medium Term Note Programme (the "Programme") Prospective investors should read the base prospectus for the Programme dated 21 July 2017, as supplemented from time to time (the "Base Prospectus"), available at [http://www.ise.ie/debt_documents/BBVA%20SMTN%20Base%20Prospectus%202017%20\(36970608_1\)_6b1c189c-6216-4176-b796-d4486f43d23e.PDF](http://www.ise.ie/debt_documents/BBVA%20SMTN%20Base%20Prospectus%202017%20(36970608_1)_6b1c189c-6216-4176-b796-d4486f43d23e.PDF), which contains, among other things, the terms and conditions of the Notes, the additional terms and conditions for Index Linked Notes, Selling Restrictions and Risk Factors.

The following paragraphs highlight or include certain selections or choices, details of which are fully set out in the Issuer's Base Prospectus in Annex 1 "Additional Terms and Conditions for Payouts" and the Annex "Additional Terms and Conditions for Index Linked Notes". The summary of the terms does not include all defined terms, is subject to change without notice, and shall be superseded by the legal documentation governing the notes

Instrument	Structured Notes
Status of the Notes	Senior
Issuer	BBVA Global Markets B.V. (BBB+ by S&P)
Guarantor	Banco Bilbao Vizcaya Argentaria, S.A. (Baa1 by Moody's, BBB+ by S&P and A- by Fitch)
Dealer	Banco Bilbao Vizcaya Argentaria, S.A.
ISIN Code	XS1767075424
Specified Notes Currency	Pounds Sterling ("GBP")

Aggregate Nominal Amount	GBP 2,000,000
Specified Denominations	GBP 1,000 provided that the Notes shall be tradable in minimum tradable amount of GBP 100,000
Calculation Amount	GBP 1,000
Trade Date	31 January 2018
Issue Date	09 February 2018
Maturity Date	09 February 2024, subject to Automatic Early Redemption
Strike Date	02 February 2018
Redemption Valuation Date	02 February 2024
Issue Price	100 per cent
Interest Basis	Not applicable
Automatic Early Redemption	Applicable (see provisions below)
Redemption Basis	Index Linked Redemption (see provisions below)
Business Days Convention	Following Business Day
Business Days	London

The following paragraphs highlight or include certain selections or choices, the full details of which are set out in the Issuer's Base Prospectus in Annex 1 "Additional Terms and Conditions for Payouts", Annex 2 "Additional Terms and Conditions for Index Linked Notes",

Information relating to the Index Basket

Basket of Indices	The following Reference Item(s) (k) (from k=1 to k=3) will apply to the Notes: k=1 FTSE 100 Index Bloomberg Code: UKX Index Exchange: London Stock Exchange k=2 OMX Stockholm 30 Index Bloomberg Code: OMX Index
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Related Exchange	Exchange: Stockholm Stock Exchange
	k=3 Hang Seng Index
	Bloomberg Code: HSI Index
	Exchange: Hong Kong Stock Exchange
Related Exchange	All Exchanges
Exchange Business Day:	All Index Basis
Scheduled Trading Day:	All Index Basis
Selected Value Definitions from Condition 5.2 of the Payout Annex	"RI Value" means, (i) the RI Closing Value for a Reference Item in respect of a ST Valuation Date, divided by (ii) the relevant RI Initial Value "RI Initial Value" means the RI Closing Value of a Reference Item on the Strike Date. "Worst Value" means, in respect of a ST Valuation Date, the RI Value for the Reference Item(s) with the lowest or equal lowest RI Value for any Reference Item in the Basket. "ST Valuation Date" means each Automatic Early Redemption Valuation Date, Knock-in Determination Day and the Redemption Valuation Date.

Provisions relating to Automatic Early Redemption

Automatic Early Redemption Event:	An Automatic Early Redemption Event will occur if the Worst Value on any Automatic Early Redemption Valuation Date is greater than or equal to 100.00%			
Automatic Early Redemption Valuation, Automatic Early Redemption Dates	j	Automatic Early Redemption Valuation Date	Automatic Early Redemption Date	Automatic Early Redemption Amount
	1	02/02/2021	09/02/2021	142%
	2	02/08/2021	09/08/2021	149%
	3	02/02/2022	09/02/2022	156%
	4	02/08/2022	09/08/2022	163%
	5	02/02/2023	09/02/2023	170%
	6	02/08/2023	09/08/2023	177%

Provisions Relating to Index Linked Redemption

Redemption (xi)- Knock in Standard	(A) If the Worst Value on the Redemption Valuation Date is greater than or equal to 100.00% (the “ Final Redemption Condition ”):
	184%
	(B) If the Worst Value on the Redemption Valuation Date is lower than 100.00% and no Knock-in Event has occurred:
	100%
	(C) If the Worst Value on the Redemption Valuation Date is lower than 100.00% and a Knock-in Event has occurred:
	Min[100%; FR Value]
	Where,
	“ FR Value ” means, in respect of the Redemption Valuation Date, the Worst Value
	A “ Knock-in Event ” will occur If the Worst Value on the Redemption Valuation Date is less than 70.00%

Market Disruption, Adjustments and Extraordinary Events

The following paragraphs highlight or include certain selections or choices, details of which are fully set out in the Issuer's Base Prospectus

Market Disruption	Specified Maximum Days of Disruption will be equal to three.
Adjustment to the Index	As set out in Condition 2 of the Additional Terms and Conditions for Index Linked Notes
Applicable Additional Disruption Events	Change in Law

Additional Information

Intermediation Fee	The Dealer will pay a third party, in its capacity as an introducing broker, a fee equal to 7.75% of the Nominal Amount of the Notes
Valuation and Liquidity	BBVA intends, under normal conditions (as determined by BBVA in its sole discretion), to publish an indicative price of the Notes on Bloomberg. These indicative prices will be published for information purposes only, and will not

	constitute an offer to buy or sell any Notes nor a commitment to make such an offer. Nevertheless, the first buyer of the Notes (the "Initial Buyer") shall have the right to request from BBVA a firm purchase price of the Notes owned by the Initial Buyer (the "Firm Price") for a minimum aggregate amount of 100,000 GBP and subject to normal market and funding conditions (as determined by BBVA in its sole discretion) The Firm Price shall be calculated by BBVA in its sole discretion. Any Firm Price provided by BBVA shall lose its binding character for BBVA if not immediately accepted by the Initial Buyer upon communication to it without the imposition of any terms and conditions by the Initial Buyer
Listing	Application will be made for the Notes to be listed on the Irish Stock Exchange Regulated Market with effect from the Issue Date.
Governing Law	English Law for the Notes, Spanish Law for the guarantee
Clearing	Clearstream/Euroclear
Calculation Agent	Banco Bilbao Vizcaya Argentaria, S.A.
Paying Agent	Deutsche Bank AG, London Branch

DISCLAIMERS:

FTSE 100 Index

"The Issuer, Dealer, Investor and each purchaser of the Notes (altogether the "Parties") agree and acknowledge that the note issuance contemplated herein (the "**Transaction**") is not sponsored, recommended, endorsed, sold or promoted by the **FTSE 100 Index** (the "**Index**") nor by **FTSE International Limited** (the "**Index Sponsor**"). The Parties also agree and acknowledge that the Index Sponsor does not make any representations regarding the results to be obtained from using their Index or the level at which an Index may stand nor its suitability. Further, the Parties will not have any liability to each other for an act or omission by the Index Sponsor, for the accuracy, timeliness and completeness of the Index and its data, the merchantability for a particular purpose or use of the Index and its data nor the performance of the Transaction."

OMX Stockholm 30 Index

"The Issuer, Dealer, Investor and each purchaser of the Notes (altogether the "Parties") agree and acknowledge that the note issuance contemplated herein (the "**Transaction**") is not sponsored, recommended, endorsed, sold or promoted by the **OMX Stockholm 30 Index** (the "**Index**") nor by **NASDAQ OMX Group** (the "**Index Sponsor**"). The Parties also agree and acknowledge that the Index Sponsor does not make any representations regarding the results to be obtained from using their Index or the level at which an Index may stand nor its suitability. Further, the Parties will not have any liability to each other for an act or omission by the Index Sponsor, for the accuracy, timeliness and completeness of the Index and its data, the merchantability for a particular purpose or use of the Index and its data nor the performance of

the Transaction."

Hang Seng Index

"The Issuer, Dealer, Investor and each purchaser of the Notes (altogether the "Parties") agree and acknowledge that the note issuance contemplated herein (the "Transaction") is not sponsored, recommended, endorsed, sold or promoted by the Hang Seng Index (the "Index") nor by HSI Services Limited (the "Index Sponsor"). The Parties also agree and acknowledge that the Index Sponsor does not make any representations regarding the results to be obtained from using their Index or the level at which an Index may stand nor its suitability. Further, the Parties will not have any liability to each other for an act or omission by the Index Sponsor, for the accuracy, timeliness and completeness of the Index and its data, the merchantability for a particular purpose or use of the Index and its data nor the performance of the Transaction."

PROHIBITION OF SALES TO EEA RETAIL INVESTORS - The Notes are not intended to be offered, sold or otherwise made available to and should not be offered, sold or otherwise made available to any retail investor in the European Economic Area ("EEA"). For these purposes, a retail investor means a person who is one (or more) of: (i) a retail client as defined in point (11) of Article 4(1) of Directive 2014/65/EU ("MiFID II"); (ii) a customer within the meaning of Directive 2002/92/EC ("IMD"), where that customer would not qualify as a professional client as defined in point (10) of Article 4(1) of MiFID II; or (iii) not a qualified investor as defined in Directive 2003/71/EC (as amended, the "Prospectus Directive"). Consequently no key information document required by Regulation (EU) No 1286/2014 (the "PRIIPS Regulation") for offering or selling the Notes or otherwise making them available to retail investors in the EEA has been prepared and therefore offering or selling the Notes or otherwise making them available to any retail investor in the EEA may be unlawful under the PRIIPS Regulation.

This indicative term sheet does not constitute or imply an offer, solicitation or commitment whatsoever on part of BBVA or any of its affiliates to trade on the terms specified herein.. BBVA may benefit from acting as dealer and swap counterparty of the notes.. BBVA disclaims any liability or responsibility of any kind arising from the use of this indicative term sheet or its contents. It is for your sole use, only and it is not to be duplicated, reproduced or redistributed to any person or incorporated in any way into another document without the prior written consent of BBVA

To the extent that you enter into this transaction, you acknowledge and represent to BBVA that your decision to purchase the Notes is fully independent and that BBVA has not made any recommendation to you to enter into any transaction or provided you with any legal, tax, financial or other advice in this regard.