



SUPPLEMENT DATED 12 NOVEMBER 2024 TO THE BASE PROSPECTUS DATED 20 JUNE 2024

BBVA Global Markets B.V.

(a private company with limited liability (besloten vennootschap met beperkte aansprakelijkheid) incorporated under Dutch law with its seat in Amsterdam, the Netherlands but its tax residency in Spain)

BBVA Global Securities B.V.

(a private company with limited liability (besloten vennootschap met beperkte aansprakelijkheid) incorporated under Dutch law with its seat in Amsterdam, the Netherlands but its tax residency in Spain)

**€10,000,000,000 Structured Medium Term Securities Programme
unconditionally and irrevocably guaranteed by**

Banco Bilbao Vizcaya Argentaria, S.A.

(incorporated with limited liability in Spain)

3(a)(2) Notes (as defined in the Base Prospectus) unconditionally and irrevocably guaranteed by

Banco Bilbao Vizcaya Argentaria, S.A., New York Branch

(incorporated with limited liability in Spain)

This Supplement (the “**Supplement**”) to the Base Prospectus dated 20 June 2024 (the “**Base Prospectus**”) constitutes a supplement to the base prospectus for the purposes of Article 23 of Regulation (EU) 2017/1129 (the “**Prospectus Regulation**”) and is prepared in connection with the Structured Medium Term Securities Programme (the “**Programme**”) of BBVA Global Markets B.V. and BBVA Global Securities B.V. (the “**Issuers**”).

Terms defined in the Base Prospectus have the same meaning when used in this Supplement. This Supplement is supplemental to, and should be read in conjunction with, the Base Prospectus (as so supplemented).

The Issuers and Banco Bilbao Vizcaya Argentaria, S.A. (the “**Guarantor**”) accept responsibility for the information contained in this Supplement. To the best of the knowledge of each of the Issuers and the Guarantor 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.

This Supplement has been approved by the Central Bank of Ireland, as competent authority under the Prospectus Regulation. The Central Bank of Ireland only approves this Supplement as meeting the standards of completeness, comprehensibility and consistency imposed by the Prospectus Regulation. Such approval should not be considered as an endorsement of the Issuer or Guarantor or of the quality of the Securities that are the subject of the Base Prospectus. Investors should make their own assessment as to the suitability of investing in the Securities that are the subject of the Base Prospectus.

This Supplement to the Base Prospectus will also be filed as a “Supplement” to the Base Listing Particulars with the Vienna MTF of the Vienna Stock Exchange and any other multilateral trading facility where the Programme is currently accepted.

PURPOSE OF THE SUPPLEMENT

The purpose of this Supplement is to (i) incorporate by reference the Consolidated Interim Financial Statements of the Guarantor (as defined below) (including the auditors’ limited review report thereon); (ii) incorporate by reference certain information on Provisional Capital Base Information (as defined below) from the Third Quarter Report (as defined below); (iii) incorporate by reference certain information on alternative performance measures from the Third Quarter Report; (iv) incorporate by reference the Interim Financial Statements of BBVA Global Markets, B.V. (as defined below); (v) confirm that there has been no significant change in the financial performance or financial position of the Guarantor and its consolidated subsidiaries

(the “**Group**”) since 30 September 2024; (vi) confirm that there has been no significant change in the financial performance or financial position of BBVA Global Markets, B.V. since 30 June 2024; and (vii) update the Base Prospectus to reflect the Amendments (as defined below).

INCORPORATION BY REFERENCE

Third Quarter Report

On 31 October, 2024, the Group published the English translation of its Condensed Interim Consolidated Financial Statements and Interim Consolidated Management Report as of and for the nine months ended 30 September 2024 (the “**Third Quarter Report**”), which includes, (i) on pages 3 to 39 (inclusive) thereof, the Group’s condensed interim consolidated financial statements as of and for the nine months ended 30 September 2024; (ii) on the 3 pages prior to the table of contents of the Third Quarter Report, the auditors’ limited review report thereon (together, the “**Consolidated Interim Financial Statements**”); (iii) in the section headed “Capital and Shareholders - Capital base” on pages 18 to 19 (inclusive) of the Interim Consolidated Management Report included in the Third Quarter Report, certain provisional information in relation to the Group’s capital base (the “**Provisional Capital Base Information**”); and (iv) on pages 54 to 59 (inclusive) of the Interim Consolidated Management Report included in the Third Quarter Report, certain information on alternative performance measures (the “**APMs**”).

A copy of the Third Quarter Report has been filed with the Central Bank of Ireland and, by virtue of this Supplement, (i) the Consolidated Interim Financial Statements (including the auditors’ limited review report thereon); (ii) the Provisional Capital Base Information; and (iii) the APMs, are incorporated by reference in, and form part of, the Base Prospectus.

A copy of the Third Quarter Report is available for viewing on the website of the Issuer (at: <https://shareholdersandinvestors.bbva.com/wp-content/uploads/2024/10/Group-Interim-Consolidated-Report-and-Management-Report-September-2024.pdf>). The non-incorporated parts of the Third Quarter Report are either not relevant for an investor or are covered elsewhere in the Base Prospectus.

Translations in English have been prepared from the original Spanish language, and such translations constitute direct and accurate translations of the Spanish language text. In the event of any discrepancy, the Spanish language version of the relevant document prevails.

Interim Financial Statements of BBVA Global Markets, B.V.

By virtue of this Supplement, the unaudited interim financial statements of BBVA Global Markets, B.V. for the six month period ended 30 June 2024 (the “**Interim Financial Statements of BBVA Global Markets, B.V.**”) are incorporated by reference in, and form part of, the Base Prospectus.

A copy of the Interim Financial Statements of BBVA Global Markets, B.V., has been filed with the Central Bank of Ireland and is available at <https://accionistaseinversores.bbva.com/wp-content/uploads/2024/09/Memoria-BBVA-Global-Markets-June-2024.pdf>.

AMENDMENTS

The following sections of the Base Prospectus shall be deemed to be updated and supplemented by the following amendments (the “**Amendments**”):

- 1- In Annex 10 “ADDITIONAL TERMS AND CONDITIONS FOR BOND LINKED SECURITIES”, the definition of Settlement Price on page 372, is amended and superseded by the following:

“**Settlement Price**” means in respect of a Bond, unless specified otherwise in the applicable Issue Terms, the sum of (i) the “clean price” of such Bond as displayed on the Screen Page at the Valuation Time on the Valuation Date and (ii) the Accrued Interest on such Bond on such Maturity Date.”
- 2- The sub-paragraph “Automatic Early Redemption Event” in paragraph 35. “Automatic Early Redemption” in the “FORM OF FINAL TERMS FOR NON-EXEMPT [NOTES]/[CERTIFICATES]” on page 430, in paragraph 36 in the equivalent paragraphs in “FORM OF PRICING SUPPLEMENT FOR EXEMPT [NOTES]/[CERTIFICATES]” on page 521 and in

paragraph 32 in “FORM OF PRICING SUPPLEMENT FOR 3(A)(2) NOTES” on page 592, is amended and superseded by the following.

Automatic Early Redemption Event: [In respect of [any][all] Automatic Early Redemption Valuation Date[s] [from (i)=[specify] to (i)=[specify]] [for [each][the][relevant][any][all] Automatic Early Redemption Valuation Period[s] [from (i)=[specify] to (i)=[specify]] [,the] AER Value [for [every][any][all] [each] Reference Item in the Basket] is [or has been on any prior Automatic Early Redemption Valuation Date]: [greater than][greater than or equal to][less than][less than or equal to] the [relevant] Automatic Early Redemption Trigger][within][outside] [the Automatic Early Redemption Range]

GENERAL

There has been no significant change in the financial performance or financial position of the Group since 30 September 2024.

There has been no significant change in the financial performance or financial position of the BBVA Global Markets B.V. since 30 June 2024.

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

Save as disclosed in this Supplement and any supplement to the Base Prospectus previously issued, there has been no other significant new factor, material mistake or material inaccuracy relating to information included in the Base Prospectus since the publication of the Base Prospectus.

If documents which are incorporated by reference or attached to this Supplement themselves incorporate any information or other documents therein, either expressly or implicitly, such information or other documents will not form part of this Supplement for the purposes of the Prospectus Regulation except where such information or other documents are specifically incorporated by reference or attached to this Supplement.