

FINAL TERMS

23 November 2017

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)
(as “**Issuer**”)

Issue of Series 128 EUR 10,000,000 Equity Linked Notes due 2019 (the “**Notes**”)

under the €2,000,000,000
Structured Medium Term Note Programme

guaranteed by

BANCO BILBAO VIZCAYA ARGENTARIA, S.A.

(incorporated with limited liability in Spain)

(as “**Guarantor**”)

Mr. Christian Mortensen, acting on behalf of BBVA Global Markets B.V. , (the Issuer) with registered office at Calle Saucedo 28, 28050 Madrid, Spain in his capacity as director of the Issuer and according to the resolution of the general shareholders and board of directors meeting of 6 April 2017 agrees, under the terms and conditions of the €2,000,000,000 Structured Medium Term Note Programme Base Prospectus dated 18 April 2017 and the supplements to it dated 6 June 2017, 10 August 2017 and 16 November 2017 which together constitute a base prospectus for the purposes of the Prospectus Directive (Directive 2003/71/EC) (the **Prospectus Directive**) (the **Base Prospectus**) registered and approved by the Comisión Nacional del Mercado de Valores on 18 April 2017, to fix the following terms and conditions of issuance of Notes described herein and declares that the information contained in these Final Terms is, to the best of his knowledge, in accordance with the facts and contains no omission likely to affect its import.

In relation to the guarantee granted by Banco Bilbao Vizcaya Argentaria, S.A. (the Guarantor) in respect of the Notes, Mr. Christian Mortensen, acting on behalf of the Guarantor according to the resolution of the Board of Directors of the Guarantor dated 29 March 2017, with the signature of this document hereby accepts the Guarantor responsibility as guarantor of the Notes for the information contained in this document. Mr. Christian Mortensen, declares that the information regarding the Guarantee and the Guarantor contained in these Final Terms is, to the best of his knowledge, in accordance with the facts and contains no omission likely to affect its import.

These Notes are not intended for, and are not to be offered to, the public in any jurisdiction of the EEA.

Any person making or intending to make an offer of the Notes may only do so in circumstances in which no obligation arises for the Issuer or the Dealer to publish a prospectus pursuant to Article 3 of the Prospectus Directive or to supplement a prospectus pursuant to Article 16 of the Prospectus Directive, in each case, in relation to such offer.

Neither the Issuer nor the Dealer has authorised, nor do they authorise, the making of any offer of Notes in any other circumstances.

PART A - CONTRACTUAL TERMS

Terms used herein shall be deemed to be defined as such for the purposes of the General Conditions of the Notes (and, together with the applicable Annex(es), the "Conditions") set forth in the Base Prospectus dated 18 April 2017 and the supplement to it dated 6 June 2017, 10 August 2017 and 16 November 2017 which together constitute a base prospectus for the purposes of the Prospectus Directive (the "Base Prospectus"). This document constitutes the Final Terms of the Notes described herein for the purposes of Article 5.4 of the Prospectus Directive and must be read in conjunction with the Base Prospectus. Full information on the Issuer, the Guarantor and the offer of the Notes is only available on the basis of the combination of these Final Terms and the Base Prospectus. The Base Prospectus has been published on the website of CNMV (www.cnmv.es) and on the Guarantor's website (www.bbva.com).

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|-----------|------|------------|---|
| 1. | (i) | Issuer | BBVA Global Markets, B.V.
NIF: N0035575J |
| | (ii) | Guarantor: | Banco Bilbao Vizcaya Argentaria, S.A. |

NIF: A48265169

2. (i) Series Number: 128
- (ii) Tranche Number: 1
- (iii) Date on which the Notes will be consolidated and form a single Series: Not applicable
- (iv) Applicable Annex(es): Annex 1: Payout Conditions
Annex 3: Equity Linked Conditions
3. **Specified Notes Currency or Currencies:** Euro (“EUR”)
4. **Aggregate Nominal Amount:**
- (i) Series: EUR 10,000,000
- (ii) Tranche: EUR 10,000,000
5. **Issue Price:** 100 per cent. of the Aggregate Nominal Amount
6. **Specified Denomination:** EUR 100,000
- (i) Minimum Tradable Amount: Not applicable
- (ii) Calculation Amount: EUR 100,000
- (iii) Number of Notes issued: 100
7. (i) Issue Date: 23 November 2017
- (ii) Interest Commencement Date: Issue Date
8. **Maturity Date:** 30 May 2019 or if that is not a Business Day the immediately succeeding Business Day
9. **Interest Basis:** Reference Item Linked Interest:
Equity Linked Interest
10. **Redemption/Payment Basis:** Equity Linked Redemption
11. **Reference Item(s):** The following Reference Item will apply for Interest and Redemption determination purposes:
Societe Generale S.A. (see paragraph 21 below)
12. **Put/Call Options:** Not applicable
13. **Knock-in Event:** Applicable: Knock-in Value is less than the Knock-in Price
- (i) Knock-in Value: RI Value
- Where;

"Initial Closing Price" means the RI Closing Value of the Reference Item on the Strike Date.

"RI Value" means, in respect of the Reference Item and the Knock-in Determination Day, (i) the RI Closing Value for the Reference Item in respect of the Knock-in Determination Day, divided by (ii) the Initial Closing Price

(ii)	Knock-in Price:	Level/Knock-in	65 per cent.
(iii)	Knock-in Range:		Not applicable
(iv)	Knock-in Day(s):	Determination	The Redemption Valuation Date (see paragraph 34 (xi) below)
(v)	Knock-in Period:	Determination	Not applicable
(vi)	Knock-in Period Beginning Date:		Not applicable
(vii)	Knock-in Period Beginning Date Scheduled Trading Day Convention:		Not applicable
(viii)	Knock-in Period Ending Date:		Not applicable
(ix)	Knock-in Period Ending Date Scheduled Trading Day Convention:		Not applicable
(x)	Knock-in Valuation Time:		Scheduled Closing Time
14.	Knock-out Event:		Not applicable

PROVISIONS RELATING TO INTEREST (IF ANY) PAYABLE

15.	Interest:		Applicable
(i)	Interest Period End Date(s):		As per General Condition 4(b)
(ii)	Business Day Convention for Interest Period End Date(s):		Not applicable
(iii)	Interest Payment Date(s):	i	Interest Payment Date
		1	3 January 2018
		2	30 January 2018
		3	2 March 2018
		4	3 April 2018
		5	30 April 2018

6	30 May 2018
7	2 July 2018
8	30 July 2018
9	27 August 2018
10	1 October 2018
11	30 October 2018
12	30 November 2018
13	31 December 2018
14	30 January 2019
15	4 March 2019
16	1 April 2019
17	30 April 2019
18	30 May 2019

(iv)	Business Day Convention for Interest Payment Date(s):	Following Business Day Convention
(v)	Margin(s):	Not applicable
(vi)	Minimum Interest Rate:	Not applicable
(vii)	Maximum Interest Rate:	Not applicable
(viii)	Day Count Fraction:	1/1
(ix)	Determination Date(s):	Not applicable
(x)	Rate of Interest:	In respect of each Interest Payment Date (from i=1 to i=18) the Rate of Interest shall be determined by the Calculation Agent in accordance with the following formula:

Rate of Interest (xi) – “Digital One Barrier”

(A) If the Coupon Barrier Condition is satisfied in respect of a Coupon Valuation Date:

0.575 per cent.

(B) Otherwise:

Zero.

Where:

“**Coupon Barrier Condition**” shall be satisfied if, in respect of a Coupon Valuation Date, the Coupon Barrier Value on such Coupon Valuation Date, as determined by the Calculation Agent, is equal to or greater than the Coupon Barrier.

“**Coupon Barrier**” means 65 per cent.

“**Coupon Barrier Value**” means, in respect of a Coupon Valuation Date, RI Value.

“**Initial Closing Price**” means the RI Closing Value of the Reference Item on the Strike Date.

“**RI Value**” means, in respect of the Reference Item and a Coupon Valuation Date, (i) the RI Closing Value for the Reference Item in respect of such Coupon Valuation Date, divided by (ii) the Initial Closing Price.

16. Fixed Rate Note Provisions:	Not applicable						
17. Floating Rate Note Provisions:	Not applicable						
18. Specified Interest Amount Note Provisions:	Not applicable						
19. Zero Coupon Note Provisions:	Not applicable						
20. Index Linked Interest Provisions:	Not applicable						
21. Equity Linked Interest Provisions	Applicable						
(i) Share(s)/Share Company/Basket of Shares/Basket Company:	Societe Generale S.A.						
(ii) Share Currency	EUR						
(iii) ISIN of Share(s)	FR0000130809						
(iv) Screen Page:	Bloomberg Code: [SOGN IX] <Equity>						
(v) Exchange:	Paris Stock Exchange						
(vi) Related Exchange(s)	All Exchanges						
(vii) Depositary Receipt provisions:	Not applicable						
(viii) Strike Date:	16 November 2017						
(ix) Strike Period and Strike Days:	Not applicable						
(x) Averaging:	Averaging does not apply to the Notes.						
(xi) Coupon Valuation Date:	<table border="0" style="margin-left: 20px;"> <tr> <td style="vertical-align: top;">i</td> <td>Coupon Valuation Date</td> </tr> <tr> <td style="vertical-align: top;">1</td> <td>27 December 2017</td> </tr> <tr> <td style="vertical-align: top;">2</td> <td>23 January 2018</td> </tr> </table>	i	Coupon Valuation Date	1	27 December 2017	2	23 January 2018
i	Coupon Valuation Date						
1	27 December 2017						
2	23 January 2018						

3	23 February 2018
4	23 March 2018
5	23 April 2018
6	23 May 2018
7	25 June 2018
8	23 July 2018
9	23 August 2018
10	24 September 2018
11	23 October 2018
12	23 November 2018
13	24 December 2018
14	23 January 2019
15	25 February 2019
16	25 March 2019
17	23 April 2019
18	23 May 2019

(xii)	Coupon Valuation Time:	Scheduled Closing Time
(xiii)	Observation Date(s):	Not applicable
(xiv)	Observation Period:	Not applicable
(xv)	Exchange Business Day:	(Single Share Basis)
(xvi)	Scheduled Trading Day:	(Single Share Basis)
(xvii)	Share Correction Period:	As set out in Equity Linked Condition 8
(xviii)	Disrupted Day:	As set out in Equity Linked Condition 8
(xix)	Market Disruption:	Specified Maximum Days of Disruption will be equal to three
(xx)	Extraordinary Events:	In addition to De-Listing, Insolvency, Merger Event and Nationalization, the following Extraordinary Events apply to the Notes: Tender Offer: Applicable Listing Change: Not applicable Listing Suspension: Not applicable Illiquidity: Not applicable Delayed Redemption on Occurrence of Extraordinary Disruption

- Event: Not applicable
- (xxi) Additional Disruption Events: The following Additional Disruption Events apply to the Notes:
Change in Law
The Trade Date is 16 November 2017
Delayed Redemption on Occurrence of Additional Disruption Event: Not applicable
22. **Inflation Linked Interest Provisions:** Not applicable
23. **Fund Linked Interest Provisions:** Not applicable
24. **Foreign Exchange (FX) Rate Linked Interest Provisions:** Not applicable
25. **Reference Item Rate Linked Interest/Redemption:** Not applicable
26. **Combination Note Interest:** Not applicable

PROVISIONS RELATING TO REDEMPTION

27. **Final Redemption Amount:** Calculation Amount * Final Payout
28. **Final Payout:** **Redemption (ix) - Versus Standard**
(A) if no Knock-in Event has occurred:
100 per cent.; or
(B) if a Knock-in Event has occurred:
no Final Redemption Amount will be payable and Physical Delivery will apply
29. **Automatic Early Redemption:** Applicable
ST Automatic Early Redemption
- (i) Automatic Early Redemption Event: In respect of any Automatic Early Redemption Valuation Date (from i=1 to i=17), the AER Value is: greater than or equal to the Automatic Early Redemption Price.
- (ii) AER Value: RI Value,
Where,
"RI Value" means, in respect of the Reference Item and the Automatic Early Redemption Valuation Date, (i) the RI Closing Value for the Reference Item in respect of the Redemption Valuation Date, divided by (ii) the Initial Closing Price.
"Initial Closing Price" means the RI Closing Value of the

Reference Item on the Strike Date.

- (iii) Automatic Early Redemption Payout: The Automatic Early Redemption Amount shall be determined in accordance with the following formula:

Calculation Amount * AER Percentage

- (iv) Automatic Early Redemption Level/Price:

t Automatic Early Redemption Price

1 100 %

2 99 %

3 98 %

4 97 %

5 96 %

6 95 %

7 94 %

8 93 %

9 92 %

10 91 %

11 90 %

12 89 %

13 88 %

14 87 %

15 86 %

16 85 %

17 84%

- (v) Automatic Early Redemption Range:

Not applicable

- (vi) AER Percentage:

100 per cent.

- (vii) Automatic Early Redemption Dates:

t **Automatic Early Redemption Date**

1 3 January 2018

2 30 January 2018

3 2 March 2018

4 3 April 2018

5	30 April 2018
6	30 May 2018
7	2 July 2018
8	30 July 2018
9	27 August 2018
10	1 October 2018
11	30 October 2018
12	30 November 2018
13	31 December 2018
14	30 January 2019
15	4 March 2019
16	1 April 2019
17	30 April 2019

(viii) AER Additional Rate: Not applicable

(ix)	Automatic Early Redemption Valuation Date(s):	t	Automatic Early Redemption Valuation Date
		1	27 December 2017
		2	23 January 2018
		3	23 February 2018
		4	23 March 2018
		5	23 April 2018
		6	23 May 2018
		7	25 June 2018
		8	23 July 2018
		9	23 August 2018
		10	24 September 2018
		11	23 October 2018
		12	23 November 2018
		13	24 December 2018
		14	23 January 2019

	15	25 February 2019
	16	25 March 2019
	17	23 April 2019
(x) Automatic Early Redemption Valuation Time:		Scheduled Closing Time
(xi) Averaging:		Averaging does not apply to the Notes.
30. Issuer Call Option:		Not applicable
31. Noteholder Put:		Not applicable
32. Early Redemption Amount:		As set out in Condition 6
33. Index Linked Redemption:		Not applicable
34. Equity Linked Redemption:		Applicable
(i) Share/Basket of Shares/Basket Company:		See paragraph 21(i) above
(ii) Share Currency:		See paragraph 21(ii) above
(iii) ISIN of Share(s):		See paragraph 21(iii) above
(iv) Screen Page:		See paragraph 21(iv) above
(v) Exchange:		See paragraph 21(v) above
(vi) Related Exchange(s):		All Exchanges
(vii) Depositary Receipt provisions:		Not applicable
(viii) Strike Date:		See paragraph 21(viii) above
(ix) Strike Period [and Strike Days]:		Not applicable
(x) Averaging:		Averaging does not apply to the Notes
(xi) Redemption Valuation Date(s):		23 May 2019
(xii) Redemption Valuation Time:		Scheduled Closing Time
(xiii) Observation Date(s):		Not applicable
(xiv) Observation Period:		Not applicable
(xv) Exchange Business Day:		(Single Share Basis)
(xvi) Scheduled Trading Day:		(Single Share Basis)
(xvii) Share Correction Period:		As set out in Equity Linked Condition 8
(xviii) Disrupted Days:		As set out in Equity Linked Condition 8
(xix) Market Disruption:		Specified Maximum Days of Disruption will be equal to three

- (xx) Extraordinary Events: In addition to De-Listing, Insolvency, Merger Event and Nationalization, the following Extraordinary Events apply to the Notes:
- Tender Offer: Applicable
- Listing Change: Not applicable
- Listing Suspension: Not applicable
- Illiquidity: Not applicable
- Delayed Redemption on Occurrence of Extraordinary Disruption Event: Not applicable
- (xxi) Additional Disruption Events: The following Additional Disruption Events apply to the Notes:
- Change in Law
- Failure to Deliver
- The Trade Date is 16 November 2017
- Delayed Redemption on Occurrence of Additional Disruption Event: Not applicable
35. **Inflation Linked Redemption:** Not applicable
36. **Fund linked Redemption:** Not applicable
37. **Credit Linked Redemption:** Not applicable
38. **Foreign Exchange (FX) Rate Linked Redemption:** Not applicable
39. **Reference Item Rate Linked Redemption:** Not applicable
40. **Combination Note Redemption:** Not applicable
41. **Provisions applicable to Instalment Notes:** Not applicable
42. **Provisions applicable to Physical Delivery:** Applicable

- (i) Entitlement Amount:

Calculation Amount / Performing RI Strike Price

The Entitlement Amount will be rounded down to the nearest unit of each Relevant Asset capable of being delivered (the "**Equity Element**") and in lieu thereof the Issuer will pay a residual amount (the "**Residual Amount**") equal to:

(Entitlement Amount – Equity Element) * Physical Delivery Price

Where,

"**Entitlement Value**" means the RI Value

"**Initial Closing Price**" means the RI Closing Value of the Reference Item on the Strike Date

"**Performing RI Strike Price**" means, in respect of the Redemption Valuation Date, the Initial Closing Price of the Reference Item with the Entitlement Value on such Redemption Valuation Date

"**Physical Delivery Price**" means, in respect of the Redemption Valuation Date, the RI Closing Value in respect of the Reference Item with the Entitlement Value on such Redemption Valuation Date.

"**RI Value**" means, in respect of the Reference Item and the Entitlement Value (i) the RI Closing Value for the Reference Item in respect of the Redemption Valuation Date, divided by (ii) the Initial Closing Price.

(ii)	Relevant Asset(s):	The Reference Item
(iii)	Cut-Off Date:	Two (2) Business Days prior to the Maturity Date
(iv)	Settlement Business Day(s):	TARGET
(v)	Delivery Agent:	Banco Bilbao Vizcaya Argentaria, S.A.
(vi)	Assessed Value Payment Amount:	Applicable
(vii)	Failure to Deliver due to Illiquidity:	Applicable
43.	Provisions applicable to Partly Paid Notes; amount of each payment comprising the Issue Price and date on which each payment is to be made and consequences of failure to pay, including any right of the Issuer to forfeit the Notes and interest due on late payment:	Not Applicable
44.	Variation of Settlement:	The Issuer does not have the option to vary settlement in respect of the Notes as set out in General Condition 5(b)(ii)

GENERAL PROVISIONS APPLICABLE TO THE NOTES

45.	Form of Notes:	Book-Entry Notes: Uncertificated, dematerialised book entry form notes (<i>anotaciones en cuenta</i>) registered with Iberclear as managing entity of the Central Registry.
(i)	New Global Note (NGN):	No
46.	(i) Financial Centre(s):	Not applicable
(ii)	Additional Business Centre(s):	Not applicable

- | | |
|---|--|
| 47. Talons for future Coupons or Receipts to be attached to definitive Notes (and dates on which such Talons mature): | No |
| 48. Redenomination, renominalisation and reconventioning provisions: | Not applicable |
| 49. Agents: | Banco Bilbao Vizcaya Argentaria, S.A. to act as Principal Paying Agent and Calculation Agent through its specified office at C/ Saucedo, 28, 28050 Madrid, Spain |
| 50. Additional selling restrictions: | Not applicable |
| Signed on behalf of the Issuer: | Signed on behalf of the Guarantor: |
| By: _____ | By: _____ |
| Duly authorised | Duly authorised |

PART B-OTHER INFORMATION

1 Listing and Admission to trading

Application has been made for the Notes to be admitted to trading on AIAF

2 Ratings

(i) Ratings: The Notes have not been rated

3 Interests of Natural and Legal Persons Involved in the Issue

A fee has been paid by the Dealer to a third party distributor. For specific and detailed information on the nature and quantity of such fee, the investor should contact the distributor in respect of the Notes.

4 Reasons for the Offer, Estimated Net Proceeds and Total Expenses

(i) Reasons for the offer:	See " <i>Use of Proceeds</i> " section in the Base Prospectus
(ii) Estimated net proceeds:	EUR 10,000,000
(iii) Estimated total expenses:	The estimated total expenses that can be determined as of the issue date are up to EUR 3,500 consisting of listing fees, such expenses exclude certain out-of pocket expenses incurred or to be incurred by or on behalf of the issuer in connection with the admission to trading

5 Performance of Share, Explanation of Effect on Value of Investment and Other Information concerning the Underlying

The past and future performance, the volatility and background information about the share can be obtained from the corresponding Bloomberg Screen Page as set out in paragraph 21(iv) above.

For a description of any adjustments and disruption events that may affect the Reference Items and any adjustment rules in relation to events concerning the Reference Item (if applicable) please see Annex 3 *Additional Terms and Conditions for Equity Linked Notes* in the Issuer's Base Prospectus.

The Issuer does not intend to provide post-issuance information

6 Operational Information

(i) ISIN Code:	ES0305067938
(ii) Common Code:	Not applicable
(iii) CUSIP:	Not applicable
(iv) Other Code(s):	Not applicable
(v) Any clearing system(s) other than Iberclear, Euroclear Bank S.A./N.V, Clearstream Banking, société anonyme and the Depository Trust Company approved by the Issuer and the Principal Paying Agent and the relevant identification number(s):	Not applicable
(vi) Delivery:	Delivery against payment

(vii) Additional Paying Agent(s) (if any): Not applicable

7 Distribution

7.1 Method of distribution: Non-syndicated

7.2 If non-syndicated, name and address of relevant Dealer: Banco Bilbao Vizcaya Argentaria,S.A.
C/ Saucedo 28
28050 Madrid Spain

7.3 Non-exempt Offer: Not Applicable

The Issuer is only offering to and selling to the Dealer(s) pursuant to and in accordance with the terms of the Programme Agreement. All sales to persons other than the Dealer(s) will be made by the Dealer(s) or persons to whom they sell, and/or otherwise make arrangements with, including the Financial Intermediaries. The Issuer shall not be liable for any offers, sales or purchase of Notes by the Dealer(s) or Financial Intermediaries in accordance with the arrangements in place between any such Dealer or any such Financial Intermediary and its customers.