

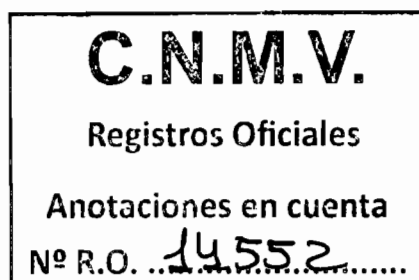
FINAL TERMS

10 January 2017

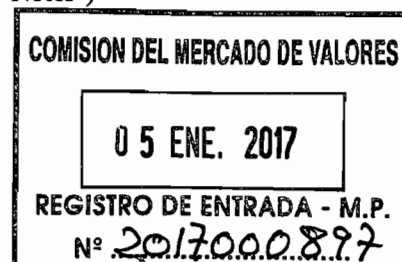
BBVA GLOBAL MARKETS B.V.

*(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 EUR 1,000,000 Equity Linked Interest Notes due 2025 (the "Notes")



under the €2,000,000,000
Structured Medium Term Note Programme
guarantee 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 Saucedá, 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 29 March 2016 agrees, under the terms and conditions of the €2,000,000,000 Structured Medium Term Note Programme Base Prospectus dated 31 March 2016 and the supplements to the Base Prospectus dated 12 May 2016, 10 August 2016 and 15 November 2016 which 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 31 March 2016, 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 24 February 2016, 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 31 March 2016 and the supplements to it dated 12 May 2016 10 August 2016 and 15 November 2016 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

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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).

1. (i) Issuer: BBVA Global Markets B.V.
NIF: N0035575J
- (ii) Guarantor: Banco Bilbao Vizcaya Argentaria, S.A.
NIF: A48265169
2. (i) Series Number: 80
- (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 : Euro ("EUR")
4. Aggregate Nominal Amount:
 - (i) Series: EUR 1,000,000
 - (ii) Tranche: EUR 1,000,000
5. Issue Price: 94.48 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: 10
7. (i) Issue Date: 10 January 2017
- (ii) Interest Commencement Date: Issue Date
8. Maturity Date: 10 January 2025 or if that is not a Business Day the immediately succeeding Business Day
9. Interest Basis: Equity Linked Interest
10. Redemption/Payment Basis: Redemption at par
11. Reference Item(s): The following Reference Items(k) (from k = 1 to k = 3) will apply for Interest determination purposes:
For k=1, BP P.L.C. (see paragraph 20 below)
For k=2, Orange, S.A. (see paragraph 20 below)
For k=3, HP Inc. (see paragraph 20 below)
12. Put/Call Options: Not applicable

13. Knock-in Event: Not applicable
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): 10 January 2025
- (iv) Business Day Convention for Interest Payment Date(s): Following Business Day Convention
- (v) Margin(s): Not applicable
- (vi) Minimum Rate of Interest: Not applicable
- (vii) Maximum Rate of Interest: Not applicable
- (viii) Day Count Fraction: 1/1
- (ix) Determination Date(s): Not applicable
- (x) Rate of Interest: In respect of an Interest Payment Date, the Rate of Interest shall be determined by the Calculation Agent in accordance with the following formula:

Rate of Interest (xxvi) - "Multiplier"

Max [0%; Multiplier Number* 1.15%]

Where;

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

"Multiplier Number" shall be the number of times that the Multiplier Condition is satisfied.

Accordingly, the Multiplier Number will be equal to the number of Observation Dates (from 0 to 8) on which the Multiplier Condition has been satisfied, in respect of the relevant Coupon Valuation Date.

"Multiplier Condition" will be satisfied in respect of any Observation Date, if the Multiplier Value on such Observation Date is greater than the Multiplier Level.

"Multiplier Level" means 100%

"Multiplier Value" means, in respect of any Observation Date, the relevant Worst Value.

"RI Initial Value" means, in respect of a Reference Item, its Initial Closing Price.

"RI Value" means, in respect of each Reference Item in the Basket and an Observation Date, (i) the RI Closing Value of the relevant Reference Item for the relevant

Observation Date, divided by (ii) its RI Initial Value.

"Worst Value" means, in respect of any Observation Date, the RI Value for the Reference Item(s) with the lowest or equal lowest RI Value for any Reference Item in the Basket.

- 16. Fixed Rate Note Provisions:** Not applicable
- 17. Floating Rate Note Provisions:** Not applicable
- 18. Zero Coupon Note Provisions:** Not Applicable
- 19. Index Linked Interest Provisions:** Not applicable
- 20. Equity Linked Interest Provisions:** Applicable
- (i) Share(s)/Share Company/Basket of Reference Items k=1 to k=3 inclusive:
Shares:
k=1: BP, P.L.C.
k=2: Orange, S.A.
k=3: HP, Inc.
- (ii) Share Currency:
k=1: GBP
k=2: EUR
k=3: USD
- (iii) ISIN of Share(s):
k=1: GB0007980591
k=2: FR0000133308
k=3: US40434L1052
- (iv) Screen Page:
k=1: Bloomberg Code: [BP/LN] <Equity>
k=2: Bloomberg Code: [ORA FP] <Equity>
k=3: Bloomberg Code: [HPQ US] <Equity>
- (v) Exchange(s):
k=1: London Stock Exchange
k=2: Euronext Paris
k=3: New York Stock Exchange
- (vi) Related Exchange(s): All Exchanges
- (vii) Depositary Receipt provisions: Not applicable
- (viii) Strike Date: Not applicable
- (ix) Strike Period: Not applicable
- (x) Averaging: Averaging does not apply to the Notes.
- (xi) Coupon Valuation Date(s): 3 January 2025
- (xii) Coupon Valuation Time: Scheduled Closing Time
- (xiii) Observation Date(s):

Observation Dates in respect to the Coupon Valuation Date :
10 January 2018

10 January 2019
10 January 2020
11 January 2021
10 January 2022
10 January 2023
10 January 2024
3 January 2025

- (xiv) **Observation Period:** Not applicable
- (xv) **Exchange Business Day:** (All Shares Basis)
- (xvi) **Scheduled Trading Day:** (All Shares 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 28 December 2016.
Delayed Redemption on Occurrence of Additional Disruption Event: Not applicable

- 21. Inflation Linked Interest Provisions:** Not applicable
- 22. Fund Linked Interest Provisions:** Not applicable
- 23. Foreign Exchange (FX) Rate Linked Interest Provisions:** Not applicable
- 24. Reference Rate Linked Interest/Redemption:** Not applicable
- 25. Combination Note Interest:** Not applicable

PROVISIONS RELATING TO REDEMPTION

- 26. Final Redemption Amount:** Redemption at par
- 27. Final Payout:** Not applicable

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|------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|-------------------------------------------------------------------------------------------------------------------------|
| 28. Automatic Early Redemption: | Not applicable |
| 29. Issuer Call Option: | Not Applicable |
| 30. Noteholder Put: | Not Applicable |
| 31. Index Linked Redemption: | Not applicable |
| 32. Equity Linked Redemption: | Not applicable |
| 33. Inflation Linked Redemption: | Not applicable |
| 34. Fund Linked Redemption: | Not applicable |
| 35. Credit Linked Redemption: | Not applicable |
| 36. Foreign Exchange (FX) Rate Linked Redemption: | Not applicable |
| 37. Combination Note Redemption: | Not applicable |
| 38. Provisions applicable to Instalment Notes: | Not applicable |
| 39. Provisions applicable to Physical Delivery: | Not applicable |
| 40. 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 |
| 41. 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

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| 42. Form of Notes: | Book-Entry Notes: Uncertificated, dematerialised book-entry form notes (<i>anotaciones en cuenta</i>) registered with Iberclear. |
| New Global Note (NGN): | No |
| 43. (i) Financial Centre(s) | Not Applicable |
| (ii) Additional Business Centre(s) | Not applicable |
| 44. Talons for future Coupons or Receipts to be attached to Definitive Bearer Notes (and dates on which such Talons mature): | No |
| 45. Redenomination, renominalisation and reconventioning provisions: | Not applicable |

- 46. Agents:** Banco Bilbao Vizcaya Argentaria, S.A. to act as Principal Paying Agent and Calculation Agent through its specified office at Calle Saucedo 28, 28050 Madrid, Spain
- 47. Additional selling restrictions:** Not Applicable

Signed on behalf of the Issuer and the Guarantor:

By:

Duly authorised

6. Operational Information

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|-------|----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|--------------------------|
| (i) | ISIN Code: | ES0205067178 |
| (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

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|------|---------------------------------------------------------|-------------------------------------------------------------------------|
| 7.1. | Method of distribution: | Non-syndicated |
| 7.2. | If syndicated, names of Managers: | Not applicable |
| 7.3. | If non-syndicated, name and address of relevant Dealer: | Banco Bilbao Vizcaya Argentaria, S.A.
C/ Saucedo, 28
28050 Madrid |
| 7.4. | 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.

Comisión Nacional del Mercado de Valores
Mercados Primarios
División de Mercados e Inversores
Edison, 4
28006 Madrid

Madrid, 5 de Enero de 2017

Muy Señores Nuestros:

Por la presente solicitamos la inscripción en sus Registros Oficiales de la Comisión Nacional del Mercado de Valores ("CNMV") de la emisión de Notas Estructuradas Serie 80, por importe de 1,000,000 de euros de BBVA Global Markets, B.V., realizada al amparo del Programa de Emisión de Renta Fija y Notas Estructuradas de fecha 31 de marzo de 2016.

Para tal fin les adjunto el documento de Condiciones Finales de emisión.

Asimismo, les comunico que el firmante de este documento es Don Christian Mortensen y su firma legitimada está depositada en CNMV con ocasión de la inscripción en sus Registros Oficiales de Anotaciones en Cuenta de la verificación y registro del Folleto Base de BBVA Global Markets, B.V, "€ 2,000,000,000 Structured Medium Term Note Programme (Programa de Emisión de Renta Fija y Notas Estructuradas)" el día 17 de marzo de 2015. Los poderes del firmante de las condiciones finales y de la garantía siguen estando vigentes.

La persona de contacto en BBVA Global Markets B.V. es:

Pablo Escudero Navarrete
e-mail: mtn@bbva.com
Tfno: 91 5370703

Quedando a su disposición para cualquier aclaración que necesiten.

Atentamente,

Christian Mortensen
BBVA Global Markets