



SECOND SUPPLEMENT DATED 29 NOVEMBER 2022 TO THE BASE PROSPECTUS DATED 14 JULY 2022

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)

**€ 1,000,000,000 Structured Medium Term Note Programme
unconditionally and irrevocably guaranteed by**

Banco Bilbao Vizcaya Argentaria, S.A.

(incorporated with limited liability in Spain)

This second supplement (the “**Supplement**”) to the base prospectus dated 14 July 2022 (the “**Base Prospectus**”) relating to the €1,000,000,000 Structured Medium Term Note Programme of BBVA Global Markets B.V. (the “**Issuer**”), comprises 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 Programme (the “**Programme**”) of the Issuer. This second supplement together with the first supplement to the Base Prospectus and the Base Prospectus comprises a base prospectus for the purposes of the Prospectus Regulation.

Terms defined in the Base Prospectus have the same meaning when used in this Supplement. The Supplement is supplemental to, and should be read in conjunction with, the Base Prospectus (as so supplemented) [issued by the Issuer??].

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

This Supplement has been approved by the Comisión Nacional del Mercado de Valores (the “**CNMV**”), as competent authority under the Prospectus Regulation. The CNMV only approves this Supplement as meeting the requirements imposed under Spanish and EU law pursuant to the Prospectus Regulation.

PURPOSE OF THE SUPPLEMENT

The purpose of this Supplement is to (i) incorporate by reference the Condensed Interim Consolidated Interim Financial Statements and Interim Consolidated Management Report of the Guarantor and its consolidated subsidiaries (the “**Group**”) as of and for the nine months ended 30 September 2022 (the “**Third Quarter Report**”); (ii) incorporate by reference the Interim Financial Statements of the Issuer (as defined below); (iii) confirm that there has been no significant change in the financial performance or financial position of the Group since 30 September 2022 and (iv) confirm that there has been no significant change in the financial or trading position of the Issuer since 30 June 2022

INCORPORATION BY REFERENCE

Incorporation by reference of the Third Quarter Report

By virtue of this Supplement, the Third Quarter Report of the Group is incorporated by reference in, and form part of, the Base Prospectus.

A copy of the Third Quarter Report has been filed with the CNMV and is available at <https://shareholdersandinvestors.bbva.com/wp-content/uploads/2022/10/Financial-Statements-and-Management-Report-September-2022.pdf>

Incorporation by reference of the Interim Financial Statements of the Issuer

By virtue of this Supplement, the unaudited interim financial statements of Issuer for the six-month period ended 30 June 2022 (the “**Issuer’s Interim Financial Statements**”) are incorporated by reference in, and form part of, the Base Prospectus.

A copy of the Interim Financial Statements of the Issuer’s Interim Financial Statements has been filed with the CNMV and is available at <https://shareholdersandinvestors.bbva.com/wp-content/uploads/2022/09/Memoria-BBVA-Global-Markets-300622.pdf>

Copies of all documents incorporated by reference in the Base Prospectus can be obtained from the Issuer and the Guarantor as described herein.

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 specially incorporated by reference or attached to this Supplement.

SIGNIFICANT OR MATERIAL CHANGE STATEMENT

Paragraph 7 of the General Information section on page 610 of the Base Prospectus shall be deemed to be deleted in its entirety and replaced by the following wording:

“Save as disclosed in this Base Prospectus, there has been no material adverse change in the prospects of the Group since 30 June 2022 and there has been no material adverse change in the prospects of BBVA Global Markets B.V. since 31 December 2021.

Save as disclosed in this Base Prospectus, there has been no significant change in the financial performance or the financial position of the Group since 30 September 2022 and there has been no significant change in the financial or trading position of BBVA Global Markets, B.V. since 30 June 2022.”

GENERAL

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 there has been no other significant new factor, material mistake or inaccuracy relating to information included in the Base Prospectus since the publication of the Base Prospectus.

In accordance with article 23.2 of the Prospectus Regulation, investors who have agreed to purchase or subscribe for any Notes before this Supplement is published have the right, exercisable before the end of the period of three working days beginning with the working day after the date on which this Supplement was published, to withdraw their acceptances. This right to withdraw shall expire by close of business on 2 December 2022.

Signed on behalf of BBVA Global Markets B.V.

By:

D. Christian Mortensen
Duly authorised

Signed on behalf of Banco Bilbao Vizcaya Argentaria, S.A.

By:

D. Christian Mortensen
Duly authorised