

FINAL TERMS

28 December 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 123 EUR 850,000 Equity Linked Notes due 2020 (the "Notes")

under the €2,000,000,000

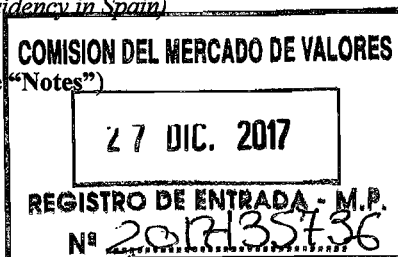
Structured Medium Term Note Programme

guaranteed by

BANCO BILBAO VIZCAYA ARGENTARIA, S.A.

(incorporated with limited liability in Spain)

(as "Guarantor")



C.N.M.V.

Registros Oficiales

Anotaciones en cuenta

Nº R.O.15210.....

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 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 (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. An issue specific summary of the Notes (which comprises the summary in the Base Prospectus as amended to reflect the provisions of these Final Terms) is annexed to these Final Terms. The Base Prospectus has been published on the website of CNMV (<https://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:	123
	(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 850,000
	(ii) Tranche:	EUR 850,000
5.	Issue Price:	100 per cent. of the Aggregate Nominal Amount
6.	Specified Denomination:	EUR 25,000
	(i) Minimum Tradable Amount:	EUR 100,000
	(ii) Calculation Amount:	EUR 25,000
	(iii) Number of Notes issued:	34
7.	(i) Issue Date:	28 December 2017
	(ii) Interest Commencement Date:	Issue Date
8.	Maturity Date:	28 December 2020 or if that is not a Business Day the immediately succeeding Business Day
9.	Interest Basis:	Applicable Equity Linked Interest: Equity Linked Interest (see paragraph 15 below)
10.	Redemption/Payment Basis:	Equity Linked Redemption
11.	Reference Item(s):	The following Reference Items (k) (from k=1 to k=3) will apply for Equity Linked Interest and Redemption determination purposes: k=1, Aegon NV. (see paragraph 21 below) k=2, Repsol S.A. (see paragraph 21 below)

k=3, Pfizer Inc. (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:

Worst Value

Where;

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

“RI Value” means, in respect of a Reference Item and the Knock-in Determination Day, (i) the RI Closing Value for such Reference Item in respect of the Knock-in Determination Day, divided by (ii) the relevant Initial Closing Price.

“Worst Value” means, in respect of a Knock-in Determination Day, the RI Value for the Reference Item(s) with the lowest or equal lowest RI Value for any Reference Item in the Basket in respect of such Knock-in Determination Day.

(ii) Knock-in Price:

95 per cent.

(iii) Knock-in Range:

Not applicable

(iv) Knock-in Determination Day(s):

The Redemption Valuation Date (see paragraph 34 (xi) below)

(v) Knock-in Determination Period:

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	<u>Interest Payment Date</u>
		1	28 December 2018
		2	27 December 2019
		3	28 December 2020
(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:		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:

5.00 per cent.

(B) Otherwise:

Zero.

Where:

“Coupon Barrier Condition” means in respect of a Coupon Valuation Date, that 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 100 per cent.

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

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

“RI Value” means, in respect of a Reference Item and a Coupon Valuation Date, (i) the RI

Closing Value for such Reference Item in respect of the Coupon Valuation Date, divided by (ii) the relevant Initial Closing Price.

“**Worst Value**” means, in respect of a Coupon 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 in respect of such Coupon Valuation Date.

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:	Reference Items k=1 to k=3 inclusive: k=1: Aegon NV k=2: Repsol S.A. k=3: Pfizer Inc
(ii) Share Currency	k=1: EUR k=2: EUR k=3: USD
(iii) ISIN of Share(s)	k=1: NL0000303709 k=2: ES173516115 k=3: US7170811035
(iv) Screen Page:	k=1: Bloomberg Code: [AGN NA] <Equity> k=2: Bloomberg Code: [REP SM] <Equity> k=3: Bloomberg Code: [PFE US] <Equity>
(v) Exchange:	k=1: Amsterdam Stock Exchange k=2: Madrid Stock Exchange k=3: New York Stock Exchange
(vi) Related Exchange(s)	All Exchanges
(vii) Depositary Receipt provisions:	Not applicable

(viii)	Strike Date:	21 December 2017
(ix)	Strike Period and Strike Days:	Not applicable
(x)	Averaging:	Averaging does not apply to the Notes.
(xi)	Coupon Valuation Date:	<u>i</u> <u>Coupon Valuation Date</u>
		1 21 December 2018
		2 20 December 2019
		3 21 December 2020
(xii)	Coupon Valuation Time:	Scheduled Closing Time
(xiii)	Observation Date(s):	Not applicable
(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 25 October 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 (xi) – Knock-in Standard |

(A) if the Final Redemption Condition is satisfied in respect of the Redemption Valuation Date :

100 per cent.; or

(B) if the Final Redemption Condition is not satisfied in respect of the Redemption Valuation Date and no Knock-in Event has occurred:

FR Value

(C) if the Final Redemption Condition is not satisfied in respect of the Redemption Valuation Date and a Knock-in Event has occurred:

95 per cent.

Where:

“Final Redemption Condition” means in respect of the Redemption Valuation Date, that the Final Redemption Value in respect of such Redemption Valuation Date is equal to or greater than Final Redemption Condition Level

“Final Redemption Condition Level” means 100 per cent

“Final Redemption Value” means in respect of the Redemption Valuation Date, Worst Value

“FR Value” means, in respect of the Redemption Valuation Date, the Worst Value.

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

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

“Worst Value” means, in respect of the Redemption 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 in respect of such Redemption Valuation Date.

29. Automatic Early Redemption:	Not applicable
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):	21 December 2020
(xii) Redemption Valuation Time:	Scheduled Closing Time
(xiii) Observation Date(s):	Not applicable
(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 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 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 25 October 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:	Not 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
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		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:

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 "Use of Proceeds" section in the Base Prospectus

(ii) Estimated net proceeds: EUR 850,000

(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 each Share can be obtained from the corresponding Bloomberg Screen Page as set out in paragraph 34(iv) above.

For a description of any adjustments and disruption events that may affect a Share 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: ES0305067888

(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

SUMMARY

Summaries are made up of disclosure requirements known as "Elements". These Elements are numbered in Sections A – E (A.1–E.7). This Summary contains all the Elements required to be included in a summary for the Notes and the Issuer. Because some Elements are not required to be addressed, there may be gaps in the numbering sequence of the Elements. Even though an Element may be required to be inserted in a summary because of the type of securities and issuer, it is possible that no relevant information can be given regarding the Element. In this case a short description of the Element should be included in the summary explaining why it is not applicable.

Section A – Introduction and warnings

Element	
A.1	<p>This summary should be read as an introduction to the Base Prospectus and the Final Terms.</p> <p>Any decision to invest in any Notes should be based on a consideration of the Base Prospectus as a whole, including any documents incorporated by reference, and the Final Terms.</p> <p>Where a claim relating to information contained in the Base Prospectus and the Final Terms is brought before a court in a Member State of the European Economic Area, the plaintiff may, under the national legislation of the Member State where the claim is brought, be required to bear the costs of translating the Base Prospectus and the Final Terms before the legal proceedings are initiated.</p> <p>Civil liability attaches to the Issuer or the Guarantor in any such Member State solely on the basis of this summary, including any translation of it, but only if the summary is misleading, inaccurate or inconsistent when read together with the other parts of the Base Prospectus and the Final Terms or, following the implementation of the relevant provisions of Directive 2010/73/EU in the relevant Member State, it does not provide, when read together with the other parts of the Base Prospectus and the Final Terms, key information in order to aid investors when considering whether to invest in the Notes.</p>
A.2	The Notes are not being offered to the public as part of a Non-exempt Offer

Section B – Issuer and Guarantor

Element	Title	
B.1	Legal and commercial name of the Issuer:	BBVA Global Markets B.V.
B.2	Domicile/ legal form/ legislation/ country of incorporation:	The Issuer is a private company with limited liability (<i>besloten vennootschap met beperkte aansprakelijkheid</i>) and was incorporated under the laws of the Netherlands on 29 th October, 2009. The Issuer's registered office is Calle Saucedo 28, 28050 Madrid, Spain and it has its "place of effective management" and "centre of principal interests" in Spain.
B.4b	A description of the most significant recent trends affecting the issuer and the industries in which it operates.	There are no known trends, uncertainties, demands, commitments or events that are reasonably likely to have a material effect on the Issuer's prospects for its current financial year.
B.5	Description of the Group:	<p>The Issuer is a direct wholly-owned subsidiary of Banco Bilbao Vizcaya Argentaria, S.A and does not have any subsidiaries of its own.</p> <p>Banco Bilbao Vizcaya Argentaria, S.A. and its consolidated subsidiaries (the "Group") is a highly diversified international financial group, with strengths in the traditional banking businesses of retail banking, asset management, private banking and wholesale banking. It also has investments in some of Spain's</p>

Element	Title																																																																			
		leading companies.																																																																		
B.9	Profit forecast or estimate:	No profit forecasts or estimates have been made in this Base Prospectus.																																																																		
B.10	Audit report qualifications:	No qualifications are contained in any audit report included in this Base Prospectus or in the Registration Document (Documento de Registro) of the Guarantor.																																																																		
B.12	<p>The key audited financial data for the Issuer are as follows:</p> <p>Income Statement</p> <p>The table below sets out summary information extracted from the Issuer's audited consolidated income statement for each of the periods ended 31 December 2016 and 31 December 2015 and the Issuers unaudited consolidated income statement for the period ended 30 June 2017 and 30 June 2016:</p> <p>STATEMENT OF COMPREHENSIVE INCOME</p> <table border="1"> <thead> <tr> <th>Thousands of euros</th> <th>Note</th> <th>30.06.2017</th> <th>30.06.2016(*)</th> <th>31.12.2016</th> <th>31.12.2015(*)</th> </tr> </thead> <tbody> <tr> <td>- Interest income and similar income</td> <td>9-10</td> <td>97,743</td> <td>70,535</td> <td>101,321</td> <td>68,122</td> </tr> <tr> <td>- Interest expense and similar expenses</td> <td>10-11</td> <td>(97,494)</td> <td>(70,366)</td> <td>(100,890)</td> <td>(67,777)</td> </tr> <tr> <td>- Exchange rate differences</td> <td></td> <td>(86)</td> <td>(13)</td> <td>37</td> <td>52</td> </tr> <tr> <td>- Other operating expenses</td> <td></td> <td>62</td> <td>-</td> <td>-</td> <td>-</td> </tr> <tr> <td></td> <td></td> <td>(217)</td> <td>(142)</td> <td>(234)</td> <td>(123)</td> </tr> <tr> <td>Result of the year before tax</td> <td></td> <td>8</td> <td>14</td> <td>234</td> <td>274</td> </tr> <tr> <td>- Income tax</td> <td></td> <td>(2)</td> <td>(4)</td> <td>(76)</td> <td>(82)</td> </tr> <tr> <td>Result of the year from continued operations</td> <td></td> <td>6</td> <td>10</td> <td>158</td> <td>192</td> </tr> <tr> <td>Comprehensive result of the year</td> <td></td> <td>-</td> <td>-</td> <td>-</td> <td>-</td> </tr> <tr> <td>Total comprehensive result of the year</td> <td></td> <td>6</td> <td>10</td> <td>158</td> <td>192</td> </tr> </tbody> </table> <p>(*) Presented for comparison purposes only</p> <p>Statement of Financial Position</p>		Thousands of euros	Note	30.06.2017	30.06.2016(*)	31.12.2016	31.12.2015(*)	- Interest income and similar income	9-10	97,743	70,535	101,321	68,122	- Interest expense and similar expenses	10-11	(97,494)	(70,366)	(100,890)	(67,777)	- Exchange rate differences		(86)	(13)	37	52	- Other operating expenses		62	-	-	-			(217)	(142)	(234)	(123)	Result of the year before tax		8	14	234	274	- Income tax		(2)	(4)	(76)	(82)	Result of the year from continued operations		6	10	158	192	Comprehensive result of the year		-	-	-	-	Total comprehensive result of the year		6	10	158	192
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Element	Title					
	<p>The table below sets out summary information extracted from the Issuer's audited statement of financial position as at 31 December 2016 and 31 December 2015 and the Issuer's unaudited statement of financial position as at 30 June 2016 and 30 June 2015:</p> <p>STATEMENT OF FINANCIAL POSITION</p> <p>(before appropriation of net income)</p>					
	Thousands of euros	Note	30.06.2017	30.06.2016(*)	31.12.2016	31.12.2015(*)
	ASSETS:					
	<i>Non-current assets</i>					
	- <i>Long-Term deposits due from Parent</i>	9	1,562,616	1,069,459	1,224,154	882,725
	- Derivatives	10	65,338	55,108	41,402	47,344
	- Other assets		-	-	-	7
	<i>Current assets</i>					
	- <i>Short-Term deposits due from Parent</i>	9	185,211	79,297	103,358	20,894
	- Derivatives	10	8,273	9,029	3,947	3,792
	- Cash and cash equivalents	8	241	279	481	101
	- Interest receivable from Parent	9	79,571	93,584	68,925	85,073
	- Other assets		28	17	2	-
	Total assets		1,901,278	1,306,773	1,442,269	1,039,936
	LIABILITIES:					
	<i>Long-Term liabilities</i>					
	-Long-Term debt securities issued	11	1,562,391	1,069,507	1,223,474	882,212
	- Derivatives	10	65,338	55,108	41,402	47,344
	- Other liabilities		-	3	-	7
	<i>Short-Term liabilities</i>					
	- Short-Term debt securities issued	11	185,215	79,313	103,392	20,894

Element	Title					
	- Derivatives	10	8,273	9,029	3,947	3,792
	- Interest payable to third parties	11	78,859	92,896	68,806	84,968
	- Other liabilities		11	24	29	49
	- Credit account		502	436	498	228
	- Current tax liabilities		108	30	146	25
	Total liabilities		1,900,697	1,306,346	1,441,694	1,039,519
	SHAREHOLDER'S EQUITY:					
	Capital					
	- Issued share capital	12	90	90	90	90
	- Other reserves		485	327	327	135
	- Result of the year		6	10	158	192
	Total shareholder's equity		581	427	575	417
	Total liabilities and shareholder's equity		1,901,278	1,306,773	1,442,269	1,039,936
	(*) Presented for comparison purposes only.					
	Statements of no significant or material adverse change					
	There has been no significant change in the financial or trading position of the Issuer since 30 June/December 2017/6. There has been no material adverse change in the prospects of the Issuer since 31 December 2016..					
B.13	Events impacting the Issuer's solvency:		Not applicable - There are no recent events particular to the Issuer which are to a material extent relevant to the evaluation of the Issuer's solvency			
B.14	Dependence upon other group entities:		See Element B.5 ("Description of the Group"). The Issuer is dependent upon the Guarantor to meet its payment obligations under the Notes. Should the Guarantor fail to pay interest on or repay any deposit made by the Issuer or meet its commitment under a hedging arrangement in a timely fashion, this will have a material adverse effect on the ability of the Issuer to fulfil its obligations under Notes issued under the Programme.			
B.15	Principal activities:		The Issuer serves as a financing company for the purposes of the Group and is regularly engaged in different financing transactions			

Element	Title	
		within the limits set forth in its articles of association. The Issuer's objective is, among others, to arrange medium and long term financing for the Group and cost saving by grouping these activities.
B.16	Controlling shareholders:	The Issuer is a direct wholly-owned subsidiary of Banco Bilbao Vizcaya Argentaria, S.A.
B.17	Credit ratings:	The Issuer has been assigned a rating of BBB+ by S&P. Not applicable. The Notes have not been rated
B.18	Description of the Guarantee:	The Notes will be unconditionally and irrevocably guaranteed by the Guarantor. The obligations of the Guarantor under its guarantee will be direct, unconditional and unsecured obligations of the Guarantor and will rank <i>pari passu with</i> all other unsecured and unsubordinated obligations of the Guarantor.
B.19	Information about the Guarantor:	
B.19 (B.1)	Legal and commercial name of the Guarantor	The legal name of the Guarantor is Banco Bilbao Vizcaya Argentaria, S.A. It conducts its business under the commercial name "BBVA".
B.19 (B.2)	Domicile/ legal form/ legislation/ country of incorporation:	The Guarantor is a limited liability company (<i>a sociedad anónima or S.A.</i>) and was incorporated under the Spanish Corporations Law on 1 st October, 1988. It has its registered office at Plaza de San Nicolás 4, Bilbao, Spain, 48005, and operates out of Calle Saucedo 28, 28050 Madrid, Spain.
B.19 (B.4(b))	Trend information:	There are no known trends, uncertainties, demands, commitments or events that are reasonably likely to have a material effect on the Guarantor's prospects for its current financial year.
B.19 (B.5)	Description of the Group:	The Group is a highly diversified international financial group, with strengths in the traditional banking businesses of retail banking, asset management, private banking and wholesale banking. It also has investments in some of Spain's leading companies. As of 30 September 2017, the Group was made up of 346 consolidated entities and 83 entities accounted for using the equity method The companies are principally domiciled in the following countries: Argentina, Belgium, Bolivia, Brazil, Cayman Islands, Chile, Colombia, Ecuador, France, Germany, Ireland, Italy, Luxembourg, Mexico, Netherlands, Netherlands Antilles, Peru, Portugal, Spain, Switzerland, Turkey United Kingdom, United States of America, Uruguay and Venezuela. In addition, BBVA has an active presence in Asia.
B.19 (B.9)	Profit forecast or estimate:	No profit forecasts or estimates have been made in this Base Prospectus.
B.19 (B.10)	Audit report qualifications:	No qualifications are contained in any audit report included in this Base Prospectus.
B.19 (B.12)	Selected historical key financial information:	

Element	Title			
	Income Statement			
	The table below sets out summary information extracted from the Group's audited consolidated income statement for each of the periods ended 31 December 2016 and 31 December 2015 and the Group's unaudited consolidated income statement as of 30 September 2017 and 30 September 2016.			
	Millions of euros	30.09.2017	30.09.2016*	31.12.2016
	- Net interest income	13,202	12,674	17,059
	- Gross income	18,908	18,431	24,653
	- Net operating income	6,040	5,305	6,874
	- Operating profit before tax	6,015	5,107	6,392
	Profit attributable to parent company	3,449	2,797	3,475
				2,642
	(*) Presented for comparison purposes only			
	Balance Sheet			
	The table below sets out summary information extracted from the Group's audited consolidated balance sheet as of 31 December 2016 and 31 December 2015 and the Group's audited consolidated balance sheet as of 30 September 2017 and 30 September 2016.			
	.Millions of euros	30.09.2017	30.09.2016*	31.12.2016
	Total Assets	690,797	724,627	731,856
	Loans and advances to customers	401,734	406,124	414,500
	Customer deposits (1)	392,865	385,348	401,465
	Debt Certificates and Other financial liabilities (2)	81,497	89,688	89,504
	Total customer funds (1)+(2)	474,362	475,036	490,969
	Total equity	54,400	55,891	55,428
				55,282
	(*) Presented for comparison purposes only			
	Statements of no significant or material adverse change			
	There has been no significant change in the financial or trading position of the Group since September 30, 2017 and there has been no material adverse change in the prospects of the Group since December 31, 2016.			
B.19 (B.13)	Events impacting the Guarantor's solvency:	There are no recent events particular to the Guarantor which is to a material extent relevant to an evaluation of its solvency.		

Element	Title	
B.19 (B.14)	Dependence upon other Group entities:	The Guarantor is not dependent on any other Group entities.
B.19 (B.15)	The Guarantor's Principal activities:	<p>The Guarantor is a highly diversified international financial group, with strengths in the traditional banking businesses of retail banking, asset management, private banking and wholesale banking. It also has some investments in some of Spain's leading companies. Set forth below are the Group's current seven operating segments:</p> <p>Banking activity in Spain</p> <p>Real Estate Activity in Spain</p> <p>Turkey</p> <p>Rest of Eurasia</p> <p>Mexico</p> <p>South America</p> <p>United States</p> <p>In addition to the operating segments referred to above, the Group has a Corporate Center which includes those items that have not been allocated to an operating segment. It includes the Group's general management functions, including: costs from central units that have a strictly corporate function; management of structural exchange rate positions carried out by the Financial Planning unit; specific issues of capital instruments to ensure adequate management of the Group's overall capital position; proprietary portfolios such as industrial holdings and their corresponding results; certain tax assets and liabilities; provisions related to commitments with pensioners; and goodwill and other intangibles.</p>
B.19 (B.16)	Controlling shareholders:	The Guarantor is not aware of any shareholder or group of connected shareholders who directly or indirectly control the Guarantor.
B.19 (B.17)	Credit ratings:	The Guarantor has been rated "A-" by Fitch on 15 th December 2016, "Baa1" by Moody's on 13 th December 2016 and "BBB+" by S&P on 3 April 2017. A security rating is not a recommendation to buy, sell or hold securities and may be subject to suspension, reduction or withdrawal at any time by the assigning rating agency.

Section C – Securities

C.1	Description of Notes/ISIN:	<p>The Notes described in this section are debt securities with a denomination of less than €100,000 (or its equivalent in any other currency).</p> <p>Title of Notes: EUR 850,000 Equity Linked Notes due 2020</p> <p>Series Number: 123</p> <p>Tranche Number: 1</p>

		ISIN Code: ES0305067888
C.2	Currency:	The specified currency of this Series of Notes is Euro, (“EUR”)
C.5	Restrictions on transferability:	There are no restrictions on the free transferability of the Notes. However, selling restrictions apply to offers, sales or transfers of the Notes under the applicable laws in various jurisdictions. A purchaser of the Notes is required to make certain agreements and representations as a condition to purchasing the Notes.
C.8	Rights attached to the Notes, including ranking and limitations on those rights:	<p>Status of the Notes and the Guarantee</p> <p>The Notes will constitute direct, unconditional, unsecured and unsubordinated and will rank and will rank <i>pari passu</i> among themselves, with all other outstanding unsecured and unsubordinated obligations of the Issuer present and future, but, in the event of insolvency, only to the extent permitted by applicable laws relating to creditor's rights.</p> <p>The Notes will have the benefit of an unconditional and irrevocable guarantee by the Guarantor. Such obligations of the Guarantor pursuant to the Guarantee will constitute direct, unconditional and unsecured obligations of the Guarantor and rank <i>pari passu</i> with all other unsecured and unsubordinated obligations of the Guarantor.</p> <p>Negative pledge</p> <p>The Notes do not have the benefit of a negative pledge.</p> <p>Events of default</p> <p>The terms of the Notes will contain, amongst others, the following events of default:</p> <p>(a) default in payment of any principal or interest due in respect of the Notes, continuing for a specified period of time;</p> <p>non-performance or non-observance by the Issuer or the Guarantor of any of their respective other obligations under the conditions of the Notes or the Guarantee, continuing for a specified period of time;</p> <p>non-payment or cross acceleration of any capital market indebtedness of the Issuer where the nominal amount of such indebtedness is in excess of US\$50,000,000 (or equivalent in another currency) or any guarantee by the Issuer or the Guarantor of any capital market indebtedness which, in respect of the latter, is continuing for a specified period of time;</p> <p>events relating to the insolvency or winding up of the Issuer or the Guarantor; and</p> <p>the Guarantee ceases to be, or is claimed by the Guarantor to be, in full force and effect.</p>
C.9	Payment Features:	<p>Issue Price: 100 per cent. of the aggregate nominal amount</p> <p>Issue Date: 28 December 2017</p>

		<p>Calculation Amount: EUR 25,000</p> <p>Early Redemption Amount: the fair market value of the Notes less associated costs</p> <p>Interest</p> <p>Each Rate of Interest is determined on the basis set out in Element C.10 (<i>Derivative component in the interest payments</i>)</p> <p>Final Redemption</p> <p>Subject to any prior purchase and cancellation or early redemption, each Note will be redeemed on the Maturity Date specified in Element C.16 ("<i>Expiration or maturity date of the Notes</i>") below at an amount determined in accordance with the methodology set out below.</p> <p>Redemption (xi) - Knock-in Standard</p> <p>(A) If the Final Redemption Condition is satisfied in respect of the Redemption Valuation Date :</p> <p style="padding-left: 40px;">100%; or</p> <p>(B) If the Final Redemption Condition is not satisfied in respect of the Redemption Valuation Date and no Knock-in Event has occurred :</p> <p style="padding-left: 40px;">FR Value; or</p> <p>(C) If the Final Redemption Condition is not satisfied in respect of the Redemption Valuation Date and a Knock-in Event has occurred</p> <p style="padding-left: 40px;">95%</p> <p>Where:</p> <p>Additional Disruption Events</p> <p>Additional Disruption Events include any change of law</p> <p>Definitions</p> <p>A "Knock-in Event" will occur if the Worst Value on the Knock-in Determination Day is less than 95 per cent.</p> <p>"FR Value" means in respect of the Redemption Valuation Date the Worst Value</p> <p>"Initial Closing Price" means the RI Closing Value of a Reference Item on the Strike Date.</p> <p>"RI Value" means, in respect of a Reference Item and the ST Valuation Date, (i) the RI Closing Value for such Reference Item in respect of such ST Valuation Date, divided by (ii) the Initial Closing Price</p> <p>"Worst Value" means, in respect of the ST Valuation Date, the RI Value for the Reference Items with the lowest or equal lowest RI Value for any Reference Item in the Basket in respect of such ST Valuation Date.</p>
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<p>C.10</p>	<p>Derivative component in the interest payments:</p>	<p>Worse Case Scenario: In a worst case scenario the interest amount payable per Note at the Maturity Date will be zero.</p> <p style="text-align: center;">Rate of Interest (xi) - Digital One Barrier</p> <p>(A) If Coupon Barrier Condition is satisfied in respect of a Coupon Valuation Date:</p> <p style="text-align: center;">5.00%;</p> <p>(B) Otherwise:</p> <p style="text-align: center;">Zero</p> <p>Definitions</p> <p>“Coupon Barrier Value” means the Worst Value</p> <p>“Coupon Barrier” means 100 per cent</p> <p>Dates and Periods</p> <p>“Coupon Valuation Date” means</p> <table border="1" data-bbox="678 1281 1043 1518"> <tr> <td>i</td> <td>Coupon Valuation Date</td> </tr> <tr> <td>1</td> <td>21 December 2018</td> </tr> <tr> <td>2</td> <td>20 December 2019</td> </tr> <tr> <td>3</td> <td>21 December 2020</td> </tr> </table> <p>“Interest Payment Dates” means</p> <table border="1" data-bbox="678 1579 1043 1809"> <tr> <td>i</td> <td>Interest Payment Date</td> </tr> <tr> <td>1</td> <td>28 December 2018</td> </tr> <tr> <td>2</td> <td>27 December 2019</td> </tr> <tr> <td>3</td> <td>28 December 2020</td> </tr> </table> <p>Conditional Conditions</p> <p>“Coupon Barrier Condition” means, in respect of a Coupon Valuation Date, that the Coupon Barrier Value on such Coupon Valuation Date, as determined by the Calculation Agent, is greater than or equal to the Coupon Barrier</p>	i	Coupon Valuation Date	1	21 December 2018	2	20 December 2019	3	21 December 2020	i	Interest Payment Date	1	28 December 2018	2	27 December 2019	3	28 December 2020
i	Coupon Valuation Date																	
1	21 December 2018																	
2	20 December 2019																	
3	21 December 2020																	
i	Interest Payment Date																	
1	28 December 2018																	
2	27 December 2019																	
3	28 December 2020																	

C.11	Listing and admission to trading:	Application has been made by the Issuer (or on its behalf) for the Notes to be admitted to trading on the regulated market of AIAF Mercado de Renta Fija
C.15	Description of how the value of the Note is affected by the value of the underlying asset:	<p>The Interest amounts and Final Redemption Amount (if any) payable in respect of the Notes are calculated by reference to the relevant underlying set out in Element C.20 (<i>A description of the type of the underlying and where the information of the underlying can be found</i>) below.</p> <p>Please also see Element C.9 (<i>Payment Features</i>) and Element C.10 (<i>Derivative components</i>).</p> <p>These Notes are derivative securities and their value may go down as well as up</p>
C.16	Expiration or maturity date of the Notes:	The Maturity Date of the Notes is 28 December 2020, subject to adjustment
C.17	Settlement procedure of derivative securities:	The Notes will be settled on the applicable Maturity Date at the relevant amount per Note.
C.18	Return on derivative securities:	<p>For variable interest Notes, the return is illustrated in Element C.10 (<i>Derivative components in the interest payments</i>) above</p> <p>For variable redemption Notes, the return is illustrated in Element C.9 (<i>Payment Features</i>) above.</p>
C.19	Exercise price/final reference price of the underlying:	The final reference price of the underlying described in Element C.20 (<i>A description of the type of the underlying and where the information of the underlying can be found</i>) below shall be determined on the date(s) for valuation specified in Element C.9 (<i>Payment Features</i>) above subject to adjustment including that such final valuation may occur earlier in some cases
C.20	A description of the type of the underlying and where the information of the underlying can be found:	<p>The underlying is a basket of shares.</p> <p>k=1, Aegon NV see Bloomberg Screen : [ANG NA] <Equity> Page</p> <p>k=2, Repsol, S.A. see Bloomberg Screen : [REP SM] <Equity> Page</p> <p>k=3, Pfizer Inc see Bloomberg Screen : [PFE US] <Equity> Page</p>

Section D – Risks

Element	Title	
D.2	Key risks regarding the Issuer and the Guarantor:	In purchasing Notes, investors assume the risk that the Issuer and the Guarantor may become insolvent or otherwise be unable to make all payments due in respect of the Notes. There is a wide range of factors which individually or together could result in the Issuer and the Guarantor becoming unable to make all payments due in respect of the Notes. It is not possible to identify all such factors or to determine which factors are most likely to occur, as the Issuer and the Guarantor may not be aware of all relevant factors and certain

Element	Title	
		<p>factors which they currently deem not to be material may become material as a result of the occurrence of events outside the Issuer's and the Guarantor control.</p> <p>The Issuer and the Guarantor have identified a number of factors which could materially adversely affect their businesses and ability to make payments due under the Notes. These factors include:</p> <p>Risk Factors relating to the Issuer</p> <p>Issuer's dependence on the Guarantor to make payments on the Notes.</p> <p>Certain considerations in relation to the forum upon insolvency of the Issuer.</p> <p>Risk Factors that may affect the Guarantor's ability to fulfil its obligations under the Guarantee</p> <p>Macroeconomic Risks</p> <p>Economic conditions in the countries where the Group operates could have a material adverse effect on the Group's business, financial condition and results of operations.</p> <p>Since the Group's loan portfolio is highly concentrated in Spain, adverse changes affecting the Spanish economy could have a material adverse effect on its financial condition.</p> <p>Any decline in the Kingdom of Spain's sovereign credit ratings could adversely affect the Group's business, financial condition and results of operations.</p> <p>The Group may be materially adversely affected by developments in the emerging markets where it operates.</p> <p>The Group's earnings and financial condition have been, and its future earnings and financial condition may continue to be, materially affected by depressed asset valuations resulting from poor market conditions.</p> <p>Exposure to the real estate market makes the Group vulnerable to developments in this market.</p> <p>Legal, Regulatory and Compliance Risks</p> <p>The Group is subject to substantial regulation and regulatory and governmental oversight. Changes in the regulatory framework could have a material adverse effect on its business, results of operations and financial condition.</p> <p>Increasingly onerous capital requirements may have a material adverse effect on BBVA's business, financial condition and</p>

Element	Title	
		<p>results of operations.</p> <p>The G-SIB Buffer applies to those institutions included in the list of global systemically important banks (“G-SIBs”), which is updated annually by the Financial Stability Board (the “FSB”). BBVA has been excluded from this list with effect from 1st January 2017 and so, unless otherwise indicated by the FSB (or the Bank of Spain) in the future, it will not be required to maintain a G-SIB buffer any longer.</p> <p>Bail-in and write-down powers under the BRRD may adversely affect BBVA’s business and the value of any Notes it may issue.</p> <p>Any failure by BBVA and/or the Group to comply with its minimum requirement for own funds and eligible liabilities (MREL) could have a material adverse effect on BBVA’s business, financial condition and results of operations.</p> <p>Increased taxation and other burdens imposed on the financial sector may have a material adverse effect on BBVA’s business, financial condition and results of operations.</p> <p>Contributions for assisting in the future recovery and resolution of the Spanish banking sector may have a material adverse effect on BBVA’s business, financial condition and results of operations.</p> <p>Regulatory developments related to the EU fiscal and banking union may have a material adverse effect on BBVA’s business, financial condition and results of operations</p> <p>The Group’s anti-money laundering and anti-terrorism policies may be circumvented or otherwise not be sufficient to prevent all money laundering or terrorism financing.</p> <p>The Group is exposed to risks in relation to compliance with anti-corruption laws and regulations and economic sanctions programmes.</p> <p>Local regulation may have a material effect on BBVA's business, financial condition, results of operations and cash flows.</p> <p>Liquidity and Financial Risks</p> <p>BBVA has a continuous demand for liquidity to fund its business activities. BBVA may suffer during periods of market-wide or firm-specific liquidity constraints, and liquidity may not be available to it even if its underlying business remains strong.</p> <p>Withdrawals of deposits or other sources of liquidity may make it</p>

Element	Title	
		<p>more difficult or costly for the Group to fund its business on favourable terms or cause the Group to take other actions.</p> <p>Implementation of internationally accepted liquidity ratios might require changes in business practices that affect the profitability of BBVA's business activities.</p> <p>The Group's businesses are subject to inherent risks concerning borrower and counterparty credit quality which have affected and are expected to continue to affect the recoverability and value of assets on the Group's balance sheet.</p> <p>The Group's business is particularly vulnerable to volatility in interest rates.</p> <p>The Group has a substantial amount of commitments with personnel considered wholly unfunded due to the absence of qualifying plan assets.</p> <p>BBVA is dependent on its credit ratings and any reduction of its credit ratings could materially and adversely affect the Group's business, financial condition and results of operations.</p> <p>Highly-indebted households and corporations could endanger the Group's asset quality and future revenues.</p> <p>The Group depends in part upon dividends and other funds from subsidiaries.</p> <p>Business and Industry Risks</p> <p>The Group faces increasing competition in its business lines.</p> <p>The Group faces risks related to its acquisitions and divestitures.</p> <p>The Group is party to lawsuits, tax claims and other legal proceedings.</p> <p>The Group's ability to maintain its competitive position depends significantly on its international operations, which expose the Group to foreign exchange, political and other risks in the countries in which it operates, which could cause an adverse effect on its business, financial condition and results of operations.</p> <p>Financial Reporting and other Operational Risks</p> <p>Weaknesses or failures in the Group's internal processes, systems and security could materially adversely affect its results of operations, financial condition or prospects, and could result in</p>

Element	Title	
		<p>reputational damage.</p> <p>The financial industry is increasingly dependent on information technology systems, which may fail, may not be adequate for the tasks at hand or may no longer be available.</p> <p>BBVA's financial statements are based in part on assumptions and estimates which, if inaccurate, could cause material misstatement of the results of its operations and financial position.</p>
D.3	Key risks regarding the Notes:	<p>There are a number of risks associated with an investment in the Notes. These risks depend on the type of Notes and may include:</p> <p>The Notes are unsecured obligations of the Issuer and the Guarantor.</p> <p>The Notes may be subject to the exercise of the Spanish Bail-in Power by the Relevant Spanish Resolution Authority. Other powers contained in Law 11/2015 could materially affect the rights of the Noteholders under, and the value of, any Notes.</p> <p>Noteholders may not be able to exercise their rights in the event of the adoption of any early intervention or resolution measure under Law 11/2015.</p> <p>Any failure by BBVA and/or the Group to comply with its minimum requirement for own funds and eligible liabilities (MREL) could have a material adverse effect on BBVA's business, financial condition and results of operations.</p> <p>Contributions for assisting in the future recovery and resolution of the Spanish banking sector may have a material adverse effect on the Issuer's business, financial condition and results of operations.</p> <p>Under the terms of the Notes, Noteholders have agreed to be bound by the exercise of any Spanish Bail-in Power by the Relevant Spanish Resolution Authority.</p> <p>Claims of Noteholders under the Notes are effectively junior to those of certain other creditors.</p> <p>Notes may be redeemed prior to their scheduled maturity.</p> <p>The Conditions of the Notes contain provisions which may permit their modification without the consent of all investors.</p> <p>If the Issuer has the right to redeem any Notes at its option, this may limit the market value of the Notes concerned and an Investor may not be able to reinvest the redemption proceeds in a manner which achieves a similar effective return.</p>

Element	Title	
		<p>The Issuer of the Notes may be substituted without the consent of the Noteholders.</p> <p>The Guarantor of the Notes may be substituted without the consent of the Noteholders.</p> <p>The Issue Price of the Notes may be more than the market value of such Notes as at the Issue Date and the price of the Notes in the secondary market.</p> <p>Credit ratings assigned to the Issuer, the Guarantor or any Notes may not reflect all the risks associated with an investment in those Notes.</p> <p>Change in Spanish and English law or administrative practice that could materially adversely impact the value of any Notes affected by it.</p> <p>Eurosystem eligibility does not necessarily mean that the Notes will be recognised as eligible collateral for Eurosystem monetary policy and intra-day credit operations by the Eurosystem either upon issue or at any or all times during their life.</p> <p>U.S. Foreign Account Tax Compliance Withholding new reporting regime.</p> <p>Hiring Incentives to Restore Employment Act withholding may affect payments on the Notes.</p> <p>Spanish Tax Rules, withholding tax in certain circumstances (subject to certain exceptions) and neither the Issuer nor the Guarantor is obliged to pay additional amounts in such event.</p> <p>Notes originally registered with the entities that manage clearing systems located outside Spain.</p> <p>Meetings of Noteholders, modification and waiver.</p> <p>Withholding under the EU Savings Directive.</p> <p>Risks relating to the structure of particular Notes</p> <p>Investors may lose the original invested amount.</p> <p>The relevant market value of the Notes at any time is dependent on other matters in addition to the credit risk of the Issuer and Guarantor and the performance of the relevant Reference Item(s).</p> <p>If a Reference Item Linked Note includes Market Disruption Events or Failure to Open of an Exchange and the Calculation Agent determines such an event has occurred, any consequential</p>

Element	Title	
		<p>postponement of the Strike Date, Valuation Date, Observation Date may have adverse effect on the Notes.</p> <p>There may be risks associated with any hedging transactions the Issuer enters into.</p> <p>Generic Risk Factors that are associated with Notes that are linked to Reference Item(s)</p> <p>There are risks relating to Reference Item Linked Notes.</p> <p>It may not be possible to use the Notes as perfect hedge against the market risk associated with investing in a Reference Item.</p> <p>There may be regulatory consequences to the Noteholder of holding Reference Item Linked Notes.</p> <p>There are specific risks with regard to Notes with a combination of Reference Items</p> <p>A Noteholder does not have rights of ownership in the Reference Item(s).</p> <p>The past performance of a Reference Item is not indicative of future performance.</p> <p>There are a number of risks associated with Notes that are linked to one or more specific types of Reference Items.</p> <p>There are risks specific relating to Equity Linked Notes.</p> <p>Market Factors</p> <p>An active secondary market in respect of the Notes may never be established or may be illiquid and this would adversely affect the value at which an investor could sell his Notes.</p> <p>There may be price discrepancies with respect to the Notes as between various dealers or other purchasers in the secondary market.</p> <p>Potential Conflicts of Interest</p> <p>The Issuer, the Guarantor and their respective affiliates may take positions in or deal with Reference Item(s).</p> <p>The Calculation Agent, which will generally be the Guarantor or an affiliate of the Guarantor, has broad discretionary powers which may not take into account the interests of the Noteholders.</p> <p>Potential conflicts of interest relating to distributors or other entities involved in the offer or listing of the Notes.</p>

Element	Title	
D.6	Risk warning:	Investors may lose the entire value of their investment or part of it in the event of the insolvency of the Issuer or if it is otherwise unable or unwilling to repay the Notes when repayment falls due or as a result of the performance of the relevant Reference Item(s).

Section E – Offer

Element	Title	
E.2b	Use of proceeds:	The net proceeds from each issue of Notes will in accordance with Law 10/2014 of June 26 be invested on a permanent basis with the Guarantor and will be used for the Group’s general Corporate purposes, which include making a process, as specified in the Final Terms. A substantial portion of the process from the issue of Notes may be used to hedge market risk with respect to such Notes.
E.3	Terms and conditions of the offer:	Not applicable
E.4	Interest of natural and legal persons involved in the issue/offer:	<p>The relevant Dealers may be paid fees in relation to any issue of Notes under the Programme. Any such Dealer and its affiliates may also have engaged, and may in the future engage, in investment banking and/or commercial banking transactions with, and may perform other services for, the Issuer and the Guarantor and their affiliates in the ordinary course of business.</p> <p>Other than as mentioned above 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 of the Note</p>
E.7	Expenses charged to the investor by the Issuer or an Offeror:	<p>It is not anticipated that the Issuer will charge any expenses to investors in connection with any issue of Notes under the Programme. Other Authorised Offerors (as defined above) may, however, charge expenses to investors. Such expenses (if any) will be determined on a case by case basis.</p> <p>No expenses are being charged to an investor by the Issuer.</p>