

BBVA Senior Finance, S.A. Unipersonal

D. Juan Isusi Garteiz-Gogeoasca en su calidad de Apoderado de BBVA Senior Finance, S.A. Unipersonal, a los efectos del procedimiento de verificación e inscripción por la Comisión Nacional de Mercado de Valores del **Suplemento al Programa de Emisión de Notas Estructuradas (€2.000.000 STRUCTURED MEDIUM TERM NOTE PROGRAMME (BASE PROSPECTUS))** de BBVA Senior Finance, S.A. Unipersonal,

MANIFIESTA

Que el contenido del documento adjunto se corresponde con el **Suplemento al Programa de Emisión de Notas Estructuradas (€2.000.000 STRUCTURED MEDIUM TERM NOTE PROGRAMME (BASE PROSPECTUS))** presentado a la Comisión Nacional del Mercado de Valores e inscrito en sus Registros Oficiales el día 28 de abril de 2011.

Que se autoriza a la Comisión Nacional del Mercado de Valores a la difusión del fichero en su web.

Y para que así conste y surta los efectos oportunos se expide la presente certificación en Madrid a 29 de abril de 2011.

Juan Isusi Garteiz Gogeoasca
Apoderado de BBVA Senior Finance, S.A. Unipersonal

SUPPLEMENT TO THE €2,000,000,000 STRUCTURED MEDIUM TERM NOTE PROGRAMME BASE PROSPECTUS ISSUED BY BBVA SENIOR FINANCE, S.A. UNIPERSONAL, FILED IN THE OFFICIAL RECORDS OF CNMV ON 15TH FEBRUARY, 2011.

This supplement (hereinafter, the "Supplement") to the €2,000,000,000 Structured Medium Term Note Base Prospectus (the "Base Prospectus") issued by BBVA Senior Finance, S.A. Unipersonal, drafted in compliance with article 5.4 of the 2003/71/EC Directive, and filed in the official records of the stock-exchange authority, Comisión Nacional del Mercado de Valores, on 15th February 2011, has been drawn up in compliance with article 22 of Royal Decree 1310/2005, 4th November, partially ramifying Act 24/1988, 28th July on the Securities Market, regarding the listing for trading on secondary official markets of public offerings for sale or subscription and the requirements of the prospectus for such purposes.

Mr Juan Isusi Garteiz Gogearcoa, acting as proxy of BBVA Senior Finance, S.A. Unipersonal, domiciled in Bilbao, on the street of Gran Vía, number 1, Spain, and with national tax identity number A95338000 accepts, on behalf of and representing BBVA Senior Finance, S.A. Unipersonal, the responsibility for the information contained in this Supplement.

Likewise, Juan Isusi Garteiz Gogearcoa, as proxy of BBVA Senior Finance, S.A. Unipersonal, after performing with a reasonable diligence that this is true, assures that the information contained herein is, to his knowledge, compliant with the facts and does not contain any omission that might affect its content.

This Supplement must be read jointly with the Base Prospectus and, where applicable, with any other supplement to said Base Prospectus that may already have been published or be published in the future.

For reference purposes, the audited consolidated annual accounts of Banco Bilbao Vizcaya Argentaria, S.A. (the Guarantor) (hereinafter "BBVA") and of BBVA Senior Finance, S.A. Unipersonal (the Issuer) are incorporated hereto. The annual accounts refer to 2010 and were submitted to CNMV and approved by the BBVA General Meeting of Shareholders, 11th March 2011, and by the General Meeting of Shareholders of BBVA Senior Finance, S.A. Unipersonal on 14th April 2011. They can be consulted on the CNMV. The Issuer's annual accounts can be consulted on the Issuer's website. Also the audited consolidated annual accounts of the Guarantor can be consulted on the CNMV's website (www.cnmv.es) and on the Guarantor's website (www.bbva.com)

Since 15th February 2011, date on which the Base Prospectus was filed, to the date of this Supplement, no other events have occurred that might significantly affect the consolidated or individual Financial Statements of BBVA and BBVA Senior Finance, S.A. Unipersonal, except those described in the aforementioned annual accounts and those disclosed as Relevant Event Filings to the stock-exchange authority, Comisión Nacional del Mercado de Valores.

Madrid, 25 April 2011

Juan Isusi Garteiz Gogearcoa