

## ***FINAL TERMS***

17 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 121 EUR 35,000,000 Credit Linked Notes due 2026 (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 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 the Base Prospectus 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. The Base Prospectus has been published on the website of CNMV ([www.cnmv.es](http://www.cnmv.es)) and on the Guarantor's website ([www.bbva.com](http://www.bbva.com)).

- |           |       |  |  |
|-----------|-------|--|--|
| <b>1.</b> | (i)   | Issuer:  | BBVA Global Markets B.V.<br><br>NIF: N0035575J   |
|           | (ii)  | Guarantor:   | Banco Bilbao Vizcaya Argentaria, S.A.<br>NIF: A48265169  |
| <b>2.</b> | (i)   | Series Number:   | 121  |
|           | (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<br>Annex 2: Index Linked Conditions<br>Annex 6: Credit Linked Conditions  |
| <b>3.</b> |       | <b>Specified Notes Currency:</b>                                       | Euro ("EUR")   |
| <b>4.</b> |       | <b>Aggregate Nominal Amount:</b>                                       |  |
|           | (i)   | Series:  | EUR 35,000,000   |
|           | (ii)  | Tranche:   | EUR 35,000,000   |
| <b>5.</b> |       | <b>Issue Price:</b>  | 100.2143 per cent. of the Aggregate Nominal Amount   |
| <b>6.</b> |       | <b>Specified Denomination:</b>   | EUR 1,000,000  |
|           | (i)   | Minimum Tradable Amount:   | Not applicable   |
|           | (ii)  | Calculation Amount:  | EUR 1,000,000  |
|           | (iii) | Number of Notes issued:  | 35   |
| <b>7.</b> | (i)   | Issue Date:  | 17 November 2017   |
|           | (ii)  | Interest Commencement Date:  | Issue Date   |
| <b>8.</b> |       | <b>Maturity Date:</b>  | 9 January 2026 or if that is not a Business Day the immediately succeeding Business Day (the " <b>Scheduled Maturity Date</b> ") or such later date for redemption |

determined as provided in the Credit Linked Conditions.

- 9. Interest Basis:** Applicable  
12 Month EURIBOR + 1.25 per cent per annum Floating Rate  
Reference Item Linked Interest:  
Index Linked Interest
- 10. Redemption/Payment Basis:** Credit Linked Redemption (see paragraph 37 below)
- 11. Reference Item(s):** The following Reference Item will apply for Floating Rate Interest and Redemption determination purposes:  
k=1: The Republic of Italy (see paragraph 37 “Credit Linked Redemption” below)  
and  
The following Reference Item will apply for Index Linked Interest determination purposes:  
k=2: Ibex 35 (see paragraph 20 “Index Linked Interest 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): Each Interest Payment Date
  - (ii) Business Day Convention for Interest Period End Date(s): Following Business Day Convention
  - (iii) Interest Payment Date(s): 9 January in each year, from and including 9 January 2019 to and including the Scheduled Maturity Date.
  - (iv) Business Day Convention for Interest Payment Date(s): Following Business Day Convention
  - (v) Minimum Rate of Interest: 1.75 per cent. per annum for Floating Rate interest and not applicable for Index Linked Interest:
  - (vi) Maximum Rate of Interest: 5.25 per cent. per annum for Floating Rate interest and not applicable for Index Linked Interest:
  - (vii) Day Count Fraction: 30/360

- (viii) Determination Date(s): Not applicable
- (ix) Rate of Interest: In respect of each Interest Payment Date, the Rate of Interest shall be determined by the Calculation Agent as Floating Rate and Index Linked Interest 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
- Rate(i)
- (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 and in respect of the Reference Item, RI Value

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

**“Rate(i)”** means 1 per cent

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

Applicable, in respect of each Interest Payment Date, subject to the provisions of the paragraph "Credit Linked Redemption" and the Credit Linked Conditions

- (i) Specified Period(s): Not applicable
- (ii) Manner in which the Rate of Interest and Interest Amount is to be determined: Screen Rate Determination
- (iii) Screen Rate Determination: Applicable

	(a)	Reference Rate:	12 month EURIBOR						
	(b)	Interest Determination Date(s):	Second day on which the TARGET2 System is open prior to the start of each Interest Period						
	(c)	Specified Time	11:00 am, Frankfurt time						
	(d)	Relevant Screen Page:	Reuters Screen“EURIBOR01” page						
(iv)	ISDA Determination:		Not applicable						
(v)	Linear Interpolation:		Not applicable						
(vi)	Margin(s):		+ 1.25 per cent. per annum						
(vii)	Multiplier:		Not applicable						
18.	Specified Interest Amount Note Provisions:		Not applicable						
19.	Zero Coupon Note Provisions:		Not applicable						
20.	Index Linked Interest Provisions:		Applicable, in respect of each Interest Payment Date, and not subject to the provisions of the paragraph "Credit Linked Redemption" and the Credit Linked Conditions						
	(i)	Index/Basket of Indices:	IBEX 35 non Composite						
	(ii)	Index Currency:	EUR						
	(iii)	Exchange(s) and Index Sponsor:	(a) the relevant Exchange is Madrid Stock Exchange; and (b) the relevant Index Sponsor is Sociedad de Bolsas, S.A..						
	(iv)	Related Exchange:	All Exchanges						
	(v)	Screen Page:	Bloomberg Code: [IBEX] <Index>						
	(vi)	Strike Date:	17 November 2017						
	(vii)	Strike Period:	Not applicable						
	(viii)	Averaging:	Averaging does not apply to the Notes.						
	(ix)	Coupon Valuation Date(s)/Period(s):	<table><tr><td>i</td><td>Coupon Valuation Date</td></tr><tr><td>1</td><td>2 January 2019</td></tr><tr><td>2</td><td>2 January 2020</td></tr></table>	i	Coupon Valuation Date	1	2 January 2019	2	2 January 2020
i	Coupon Valuation Date								
1	2 January 2019								
2	2 January 2020								

3	4 January 2021
4	3 January 2022
5	2 January 2023
6	2 January 2024
7	2 January 2025
8	2 January 2026

- (x) Coupon Valuation Time: Scheduled Closing Time
- (xi) Observation Date(s): Not applicable
- (xii) Observation Period: Not applicable
- (xiii) Exchange Business Day: (Single Index Basis)
- (xiv) Scheduled Trading Day: (Single Index Basis)
- (xv) Index Correction Period: As set out in Index Linked Condition 7
- (xvi) Disrupted Day: As set out in the Index Linked Conditions
- (xvii) Index Adjustment Event: As set out Index Linked Condition 2
- (xviii) Additional Disruption Events: The following Additional Disruption Events apply to the Notes:  
Change in Law  
The Trade Date is 22 September 2017.  
Delayed Redemption on Occurrence of Additional Disruption Event: Not applicable
- (xix) Market Disruption: Specified Maximum Days of Disruption will be equal to three
- 21. Equity Linked Interest Provisions:** 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:** Not applicable
- 26. Combination Note Interest:** Not applicable

#### PROVISIONS RELATING TO REDEMPTION

- 27. Final Redemption Amount:** Calculation Amount \* 100 per cent., subject to paragraph 37 below.

<b>28. Final Payout:</b>	Not applicable
<b>29. Automatic Early Redemption:</b>	Not applicable
<b>30. Issuer Call Option:</b>	Not applicable
<b>31. Noteholder Put:</b>	Not Applicable
<b>32. Early Redemption Amount:</b>	As set out in General Condition 6
<b>33. Index Linked Redemption:</b>	Not applicable
<b>34. Equity Linked Redemption:</b>	Not applicable
<b>35. Inflation Linked Redemption:</b>	Not applicable
<b>36. Fund Linked Redemption:</b>	Not applicable
<b>37. Credit Linked Redemption:</b>	Applicable
(i) Type of Credit Linked Notes	The Notes are Single Reference Entity Credit Linked Notes
(ii) Credit Event Redemption Amount:	As set out in the Credit Linked Conditions
(iii) Protected Amount:	Not applicable
(iv) Unwind Costs:	Applicable: Standard Unwind Costs
(v) (a) Credit Event Redemption Date:	Credit Linked Condition 13 applies
(b) Maturity Credit Redemption:	Applicable
(vi) Settlement Method: (see further items (xxviii) to (xxxix) below)	Auction Settlement
(vii) Trade Date:	22 September 2017
(viii) Calculation Agent City:	As per the Physical Settlement Matrix
(ix) Reference Entity(ies):	The Republic of Italy
(x) Physical Settlement Matrix:	Applicable, for which purpose the Date of the Physical Settlement Matrix is 19 September 2017
(xi) Transaction Type	Standard Western European Sovereign
(xii) Reference Entity Notional Amount:	EUR 70,000,000
(xiii) Reference Obligation(s)	Seniority Level: Senior Level

Standard Reference Obligation: Applicable

(a)	CUSIP/ISIN:	US465410AH18
(b)	Primary Obligor	The Republic of Italy
(c)	Guarantor:	Not Applicable
(d)	Maturity:	27 September 2023
(e)	Coupon:	6.875 per cent. Fixed Rate
(xiv)	All Guarantees:	As per the Physical Settlement Matrix
(xv)	Credit Events:	As per the Physical Settlement Matrix
(xvi)	Default Requirement:	As per Credit Linked Condition 13
(xvii)	Payment Requirement:	As per Credit Linked Condition 13
(xviii)	Credit Event Determination Date:	Notice of Publicly Available Information: Not applicable
(xix)	Obligation(s):	
(a)	Obligation Category:	As per the Physical Settlement Matrix
(b)	Obligation Characteristics:	As per the Physical Settlement Matrix
(xx)	Additional Obligation(s):	Not applicable
(xxi)	Excluded Obligation(s):	Not applicable
(xxii)	Domestic Currency:	As per the Credit Linked Conditions
(xxiii)	Accrual of Interest upon Credit Event:	Not applicable
(xxiv)	Merger Event:	Credit Linked Condition 12: Not applicable
(xxv)	Provisions relating to Monoline Insurer as Reference Entity:	Credit Linked Condition 16: Not applicable
(xxvi)	Provisions relating to LPN Reference Entities:	Credit Linked Condition 18: Not applicable
(xxvii)	Redemption on failure to identify a Substitute	Not applicable



Reference Obligation:

**Terms relating to Cash Settlement**

(xxviii) Valuation Date:	Applicable  Single Valuation Date: A Business Day that is not less than 5 Business Days and not more than 122 Business Days following the Auction Cancellation Date, if any, or the relevant No Auction Announcement Date, if any, as applicable
(xxix) Valuation Time:	The time at which the Calculation Agent determines in a commercially reasonable manner that the market in respect of the relevant Reference Obligation is likely to be most liquid.
(xxx) Indicative Quotations:	Not applicable
(xxxi) Quotation Method:	Bid
(xxxii) Quotation Amount:	Credit Linked Conditions apply
(xxxiii) Minimum Quotation Amount:	As per Credit Linked Condition 13
(xxxiv) Quotation Dealers:	Six active dealers (other than one of the parties or any Affiliate of the parties) in obligations of the type of the Obligation for which Quotations are to be obtained as selected by the Calculation Agent
(xxxv) Quotations:	Exclude Accrued Interest
(xxxvi) Valuation Method:	Market

**Additional terms relating to Auction Settlement**

(xxxvii) Fallback Settlement Method	Cash Settlement
(xxxviii) Successor Backstop Date subject to adjustment in accordance with Business Day Convention:	No
(xxxix) Limitation Dates subject to adjustment in accordance with Business Day Convention:	No

**38. Foreign Exchange (FX) Rate Linked Redemption:** Not applicable

**39. Reference Item Rate Linked Redemption:** Not applicable

- |  |                |
|--|----------------|
| <b>40. Combination Note Redemption:</b>  | Not applicable |
| <b>41. Provisions applicable to Instalment Notes:</b>  | Not applicable |
| <b>42. Provisions applicable to Physical Delivery:</b>   | Not applicable |
| <b>43. Provisions applicable to Partly Paid Notes:</b><br>amount of each payment comprising the<br>Issue Price and date on which each payment<br>is to be made and consequences of failure to<br>pay, including any right of the Issuer to<br>forfeit the Notes and interest due on late<br>payment: | Not Applicable |
| <b>44. Variation of Settlement:</b>  | Not applicable |

#### **GENERAL PROVISIONS APPLICABLE TO THE NOTES**

- |   |  |
|---|--|
| <b>45. Form of Notes:</b>   | Book-Entry Notes: Uncertificated, dematerialised<br>book-entry form notes ( <i>anotaciones en cuenta</i> )<br>registered with Iberclear as managing entity of the<br>Central Registry. |
| (i) New Global Note (NGN):  | No   |
| <b>46.</b> (i) Financial Financial Centre(s)  | London   |
| (ii) Additional Business Centre(s)  | London   |
| <b>47. Talons for future Coupons or Receipts to be<br/>attached to Definitive Bearer Notes (and<br/>dates on which such Talons mature):</b> | No   |
| <b>48. Redenomination, renominalisation and<br/>reconventioning provisions:</b>   | Not applicable   |
| <b>49. Agents:</b>  | Banco Bilbao Vizcaya Argentaria, S.A. to act as<br>Principal Paying Agent and Calculation Agent through<br>its specified office at Calle Saucedo 28, 28050 Madrid,<br>Spain            |
| <b>50. Additional selling restrictions:</b>   | Not applicable   |

Signed on behalf of the Issuer:

By:

Duly authorised

Signed on behalf of the Guarantor:

By:

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**

Save for any fees payable to the Dealer, so far as the Issuer is aware, no person involved in the offer of the Notes has an interest material to the offer.

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

- (i) Reasons for the offer: See "*Use of Proceeds*" wording in Base Prospectus
- (ii) Estimated net proceeds: EUR 35,075,005
- (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. Historic Rates of Interest- Floating Rate Notes Only**

Details of historic EURIBOR rates can be obtained from Reuters.

### **6. Performance of Reference Entity, Explanation of Effect on Value of Investment and Associated Risks and Other Information concerning the Underlying**

The return on the Notes is linked to the credit risk and the financial obligations of the Reference Entity (which shall include any Successor thereto). The creditworthiness of the Reference Entity may go down as well as up throughout the life of the Notes. Fluctuations in the credit spreads of the Reference Entity will affect the value of the Notes.

Provided that no Credit Event occurs to the Reference Entity, the Notes shall be redeemed at par and pay Floating Rate Interest as specified in paragraphs 15 and 17 above. In addition, the Notes shall pay Index Linked Interest as specified in paragraphs 15 and 20 above which is paid until the Scheduled Maturity

Date.

If a Credit Event occurs, principal is at risk and the Notes shall be redeemed at the Credit Event Redemption Amount on the Maturity Date as specified in paragraph 37 above. Also, the Notes shall cease to bear Floating Rate Interest from the Interest Payment Date immediately preceding the Credit Event Determination Date (or no Floating Rate Interest shall be paid at all if a credit event occurs prior to the first interest payment date) but continue to pay Index Linked Interest until the Scheduled Maturity Date.

The Issuer does not intend to provide post-issuance information

## **7. Operational Information**

- |       |   |                          |
|-------|---|--------------------------|
| (i)   | ISIN Code:  | ES0205067335             |
| (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, and Clearstream Banking, société anonyme 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           |

## **8. DISTRIBUTION**

- |      |   |   |
|------|---|---|
| 8.1. | Method of distribution:                                 | Non-syndicated  |
| 8.2. | If non-syndicated, name and address of relevant Dealer: | Banco Bilbao Vizcaya Argentaria, S.A.<br>C/ Saucedo, 28<br>28050 Madrid |
| 8.3. | Non-exempt Offer:                                       | Not Applicable  |

## **9. Index Disclaimer**

### **Ibex 35 Index**

Sociedad de Bolsas, owner of the IBEX 35® Index and registered holder of the corresponding trademarks associated with it, does not sponsor, promote, or in any way evaluate the advisability of investing in this financial product and the authorisation granted to Banco Bilbao Vizcaya Argentaria, S.A. for the use of

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Sociedad de Bolsas does not warrant in any case nor for any reason whatsoever:

- a) The continuity of the composition of the IBEX 35® Index exactly as it is today or at any other time in the past.
- b) The continuity of the method for calculating the IBEX 35® Index exactly as it is calculated today or at any other time in the past.
- c) The continuity of the calculation, formula and publication of the IBEX 35® Index.

The precision, integrity or freedom from errors or mistakes in the composition and calculation of the IBEX 35® Index

The suitability of the IBEX 35® Index for the anticipated purposes for the financial product

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.