



Creating Opportunities

Offer to Banco Sabadell Shareholders:

A Compelling Offer for a Powerful Combination

May 9th, 2024

Disclaimer

This document is only provided for information purposes and is not intended to provide financial advice and, therefore, does not constitute, nor should it be interpreted as, an offer to sell or exchange or acquire, or an invitation for offers to acquire securities issued by any of the aforementioned companies. Any decision to purchase or invest in securities in relation to a specific matter must be made solely and exclusively on the basis of the information made available to such effects by the company in relation to each specific matter. The information contained in this document is subject to and should be read in conjunction with all other publicly available information of the company. No one who becomes aware of the information contained in this report should regard it as definitive, because it is subject to changes and modifications.

This document contains forward-looking statements that constitute or may constitute “forward-looking statements” (within the meaning of the “safe harbor” provisions of the United States Private Securities Litigation Reform Act of 1995) with respect to intentions, objectives, expectations or estimates of BBVA or of its management on the date thereof, that refer to or incorporate various assumptions and projections, including projections about the future earnings of the business.

The information contained in this document reflects our current projections, but the actual results may be substantially modified in the future by various risks and other factors that may cause the results or final decisions to differ from such intentions, projections or estimates. Forward-looking statements are not guarantees of future results, and actual results may differ materially from those anticipated in the forward-looking statements as a result of certain risks, uncertainties and other factors. These factors include, but are not limited to, (1) market conditions, macroeconomic factors, domestic and international stock market movements, exchange rates, inflation and interest rates; (2) regulatory and oversight factors, political and governmental guidelines, social and demographic factors; (3) changes in the financial condition, creditworthiness or solvency of our clients, debtors or counterparties, such as changes in default rates, as well as changes in consumer spending, savings and investment behavior, and changes in our credit ratings; (4) competitive pressures and actions we take in response thereto; and (5) performance of our IT, operations and control systems and our ability to adapt to technological changes.

These factors could cause or result in actual events differing from the information and intentions stated, projected or forecast in this document or in other past or future documents. BBVA does not intend, and undertakes no obligation, to update or revise the contents of this or any other document if there are any changes in the information contained therein, or including the forward-looking statements contained in any such document, as a result of events or circumstances after the date of such document or otherwise except as required by applicable law.

This document may contain summarized information or information that has not been audited, and its recipients are invited to consult the documentation and public information filed by BBVA with stock market supervisory bodies, in particular, the prospectuses and periodical information filed with the Spanish Securities Exchange Commission (CNMV) and the Annual Report on Form 20-F and information on Form 6-K that are filed with the US Securities and Exchange Commission.

Distribution of this document in other jurisdictions may be prohibited, and recipients into whose possession this document comes shall be solely responsible for informing themselves about, and observing any such restrictions. By accepting this document you agree to be bound by the foregoing restrictions.

A Compelling Offer for a Powerful Combination

- **Market consolidation:** Strengthens BBVA's presence in its home market, **creating significant value** for all Shareholders
 - Gaining **local scale** with reinforced market share
 - Integrating a **high quality franchise**
 - Combining **very complementary businesses**
 - Capturing **substantial synergies**

- **Exceptionally favorable premium** for Banco Sabadell shareholders, with further value creation through 16% stake in the combined entity

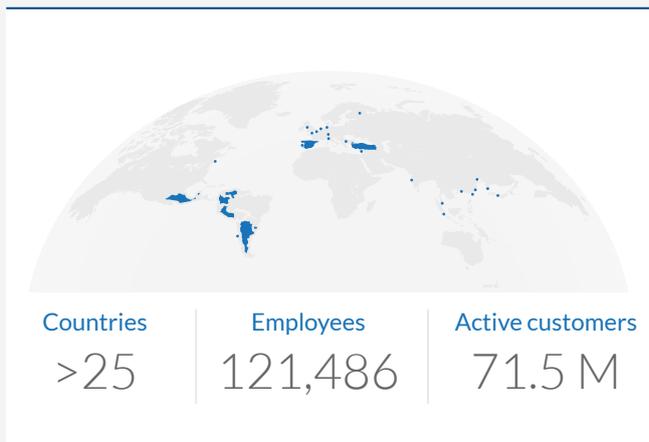
- **Positive financial impacts:** c. 3.5% EPS accretion, c. 1% TBVpS, c. 20% ROIC, with limited capital impact (-30 bps)

- **Successful BBVA track record** in managing and optimizing similar integrations

- **Creates value for all:** Shareholders, Clients, Employees, Society

BBVA: A High-Performing, Diversified Global Bank Pioneer in Innovation & Sustainability

BBVA's GLOBAL PRESENCE 2023



FINANCIAL HIGHLIGHTS DECEMBER 2023

| | |
|-------------------------------|--|
| Net attributable profit 12M23 | CET 1 FL |
| 8,019 M€ | 12.67% |
| NAP +26% vs. 2022 | Total assets 776 B€ |
| EPS +32% vs. 2022 | Loan growth (constant €) +7.6% vs. 2022 |

OUR PURPOSE
To bring the
age of opportunity
to *everyone*

DIGITAL CAPABILITIES DECEMBER 2023

| CUSTOMERS | DIGITAL SALES | |
|------------------|---------------|--------------------|
| Mobile customers | Units | PRV ⁽¹⁾ |
| 52.8 M | 79% | 63% |

(1) Product Relative Value as a proxy of lifetime economic representation of units sold.

SUSTAINABLE BUSINESS

| | |
|---------------------------------|---------------------------|
| TARGET | Channeled 2018- DEC'23 |
| 300 B€ Between 2018 and 2025 | 206 B€ |

BBVA has Best-In-Class Franchises in Attractive Markets

LOAN MARKET SHARE

AS OF 2023 YE (%)



PROFITABILITY ⁽²⁾

AS OF 2023 YE (%)

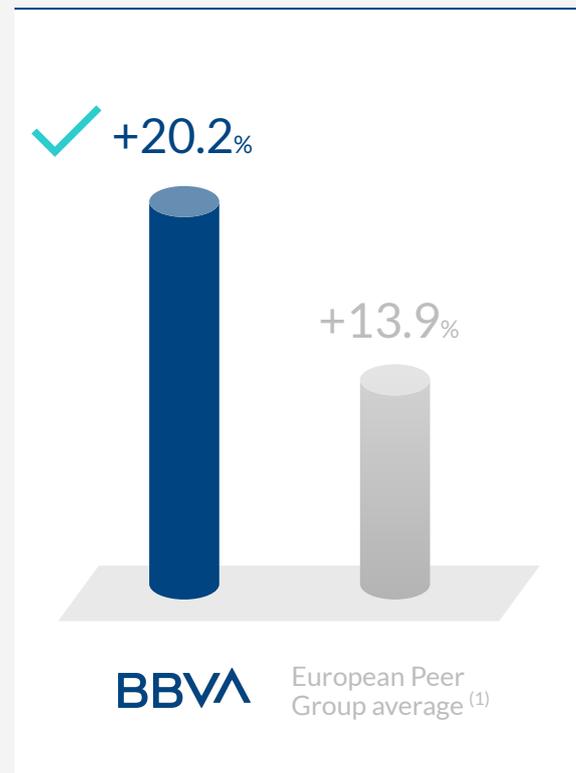


(1) Peer group in each country: Spain (SAN Spain, CABK, SAB, BKT); Mexico (Banamex; Banorte; SAN, Scotia; HSBC); Turkey (AkBank; IsBank; YPK); Colombia (Bancolombia; Aval; Davivienda); Perú (BCP; Scotia; Interbank). Profitability data as of December 2023 except for Colombia (November 2023) and Mexico (September 2023); (2) Return on Regulatory Capital Allocated (RORC) for Spain; ROE for the rest.; (3) Market share among private banks

Outperforming Peers in Value Creation and Profitability

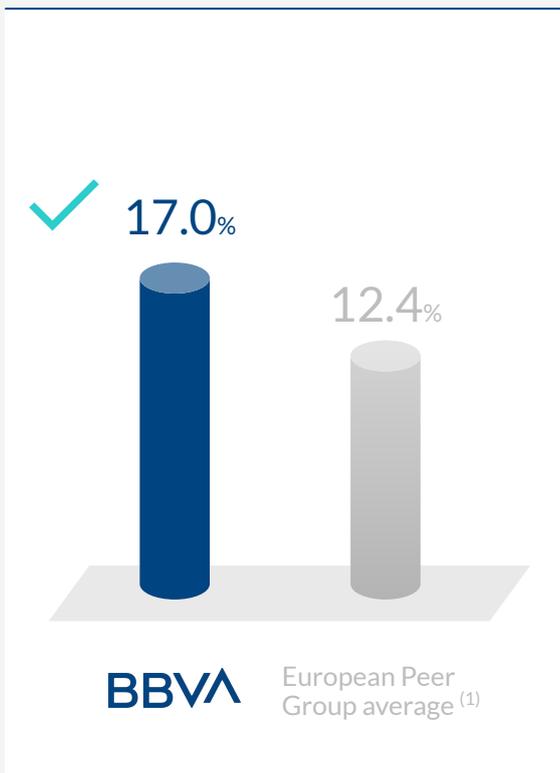
TBV + DIVIDENDS GROWTH

(PER SHARE, 2023, % YoY Var.)



ROTE

(2023, %)



EFFICIENCY

(2023, %)

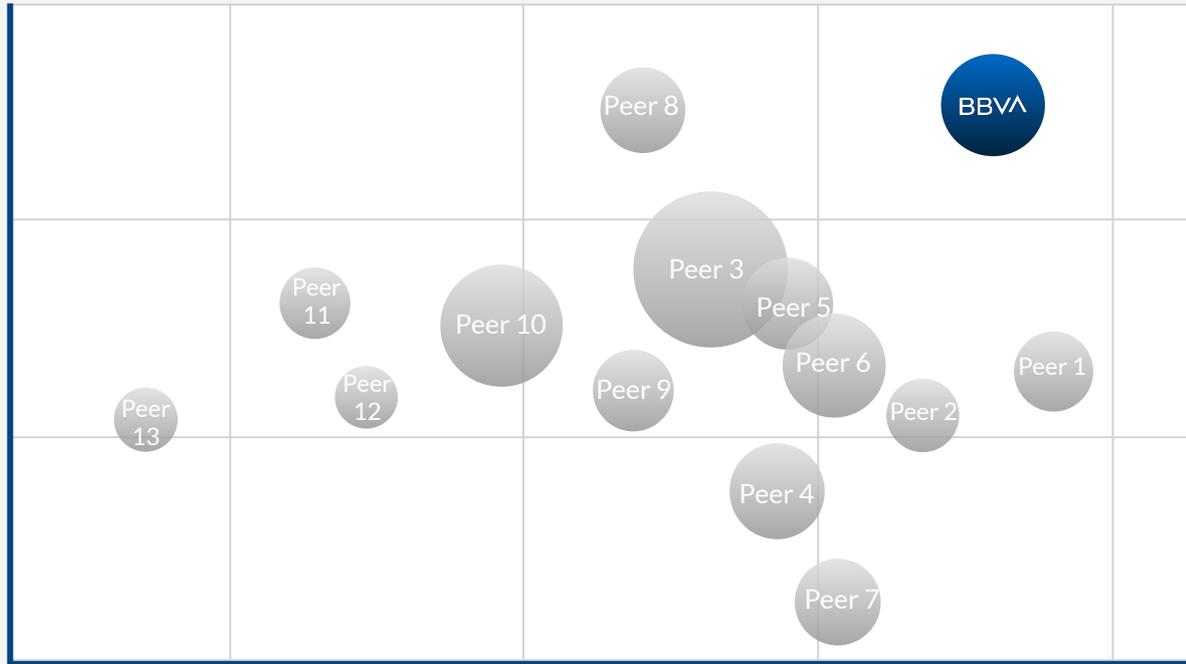


(1) European Peer Group: BNPP, CASA, SG, HSBC, LBG, BARC, ISP, UCG, ING, NDA, SAN, CABK, DB

Unique Combination of Growth and Profitability

LOAN GROWTH +

GROSS LOANS
(2023 vs. 2022)
CURRENT (€)



+ PROFITABILITY

ROTE (2023)

Disciplined Capital Allocation driven by Shareholders' Value Creation

CAPITAL ALLOCATION: TOWARDS MARKETS WITH SCALE AND PROFITABLE FRANCHISES



DIVESTMENTS
(2014-2024, BN€)

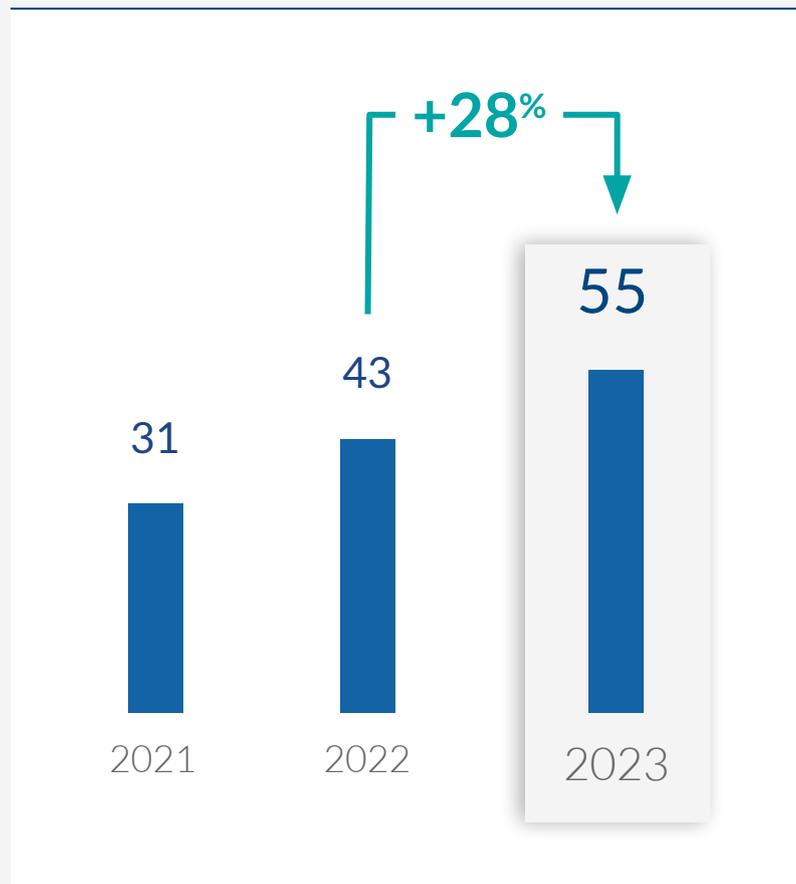
c.16 BN€

- BBVA USA
- CNCB (China)
- BBVA Chile
- BBVA Paraguay

Attractive and Increasing Shareholders' Distributions

CASH DIVIDEND

(€ CTS/SHARE)



TOTAL SHAREHOLDERS' DISTRIBUTIONS SINCE 2021

13.2 BN€

DISTRIBUTED

7.8 BN€

Cash dividends

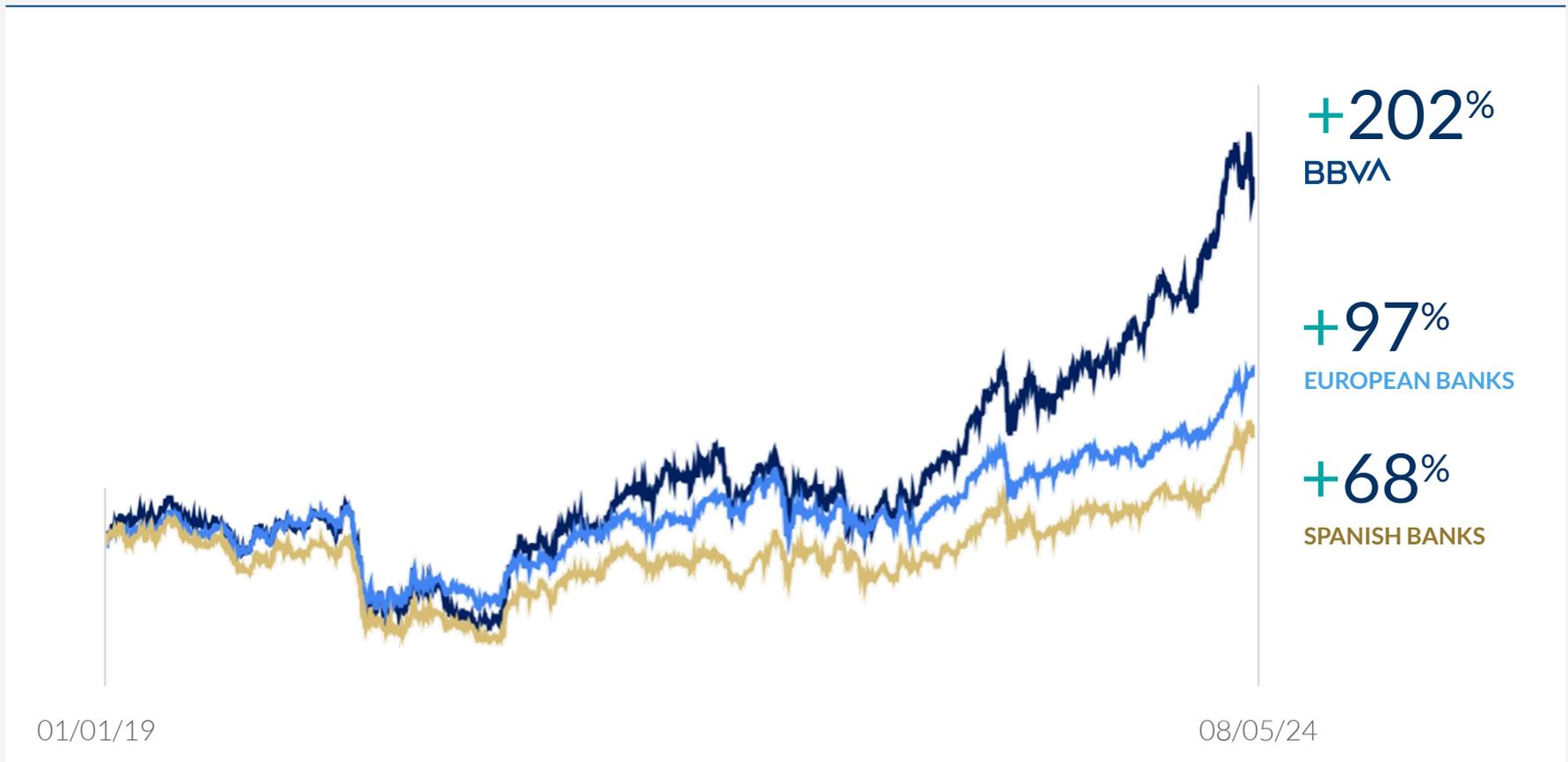
5.4 BN€

Share Buybacks

Differential Market Recognition of our Strategy and Delivery

TOTAL SHAREHOLDER RETURN (TSR ⁽¹⁾) SINCE JANUARY 2019

(%)



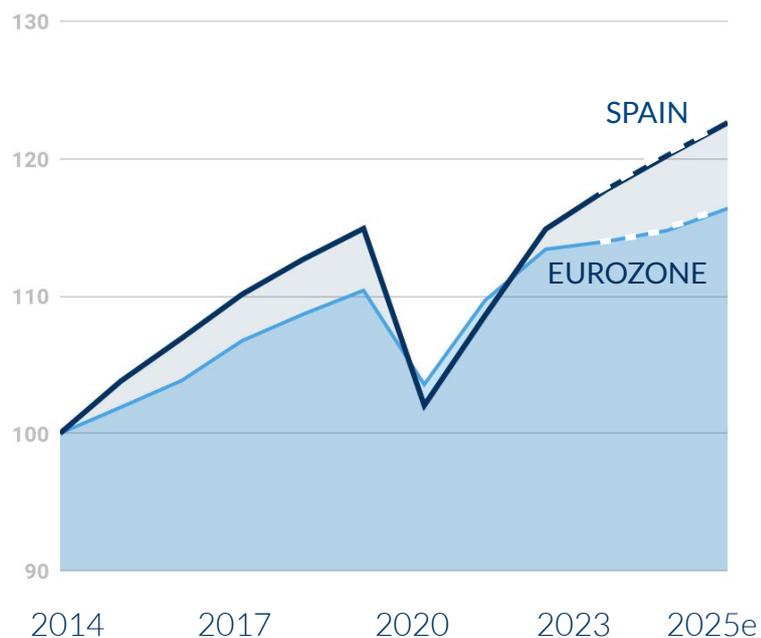
(1) TSR includes the evolution of the share price + dividends

Note: European Banks: Stoxx Europe 600 Banks. Spanish Banks: BKT, CABK, SAB, SAN, UNI, weighted by market capitalization

Spain is an Attractive Market in which to Invest Capital

SPAIN GROWING SIGNIFICANTLY ABOVE EUROZONE

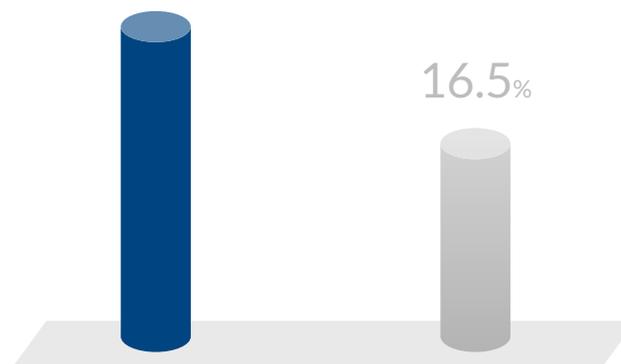
(REAL GDP GROWTH, 2014 BASE 100)



2024/2025 forecast by BBVA Research

PROFITABILITY

✓ 19.0%⁽¹⁾



BBVA 

Peer Group⁽²⁾

(1) Return on Regulatory Capital Allocated

(2) Average ROE of SAN Spain, CABK, SAB, BKT and UNI

Strong deleverage since 2008 allowing for sound and profitable growth going forward in a constructive rate environment

Banco Sabadell is a High Quality Franchise with a Clear Positive Trend over Recent Years



SPAIN

Assets

174 BN€

Net Income

1,093 M€



UK

Assets

55 BN€

Net Income

195 M€



MEXICO

Serving medium and large corporates

Assets

6.7 BN€

Net Income

44 M€



TOTAL
BANCO SABADELL

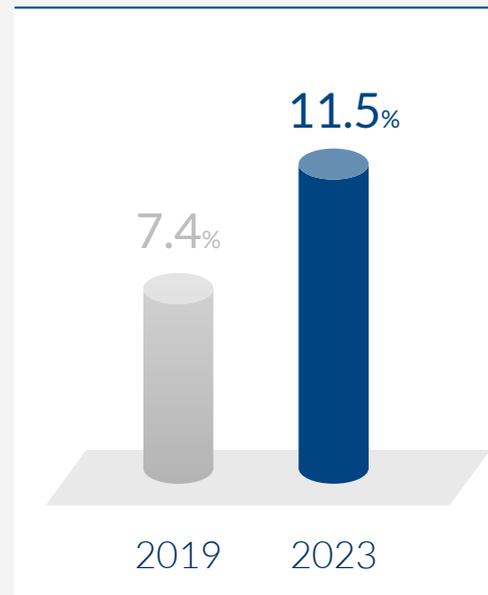
Assets

236 BN€

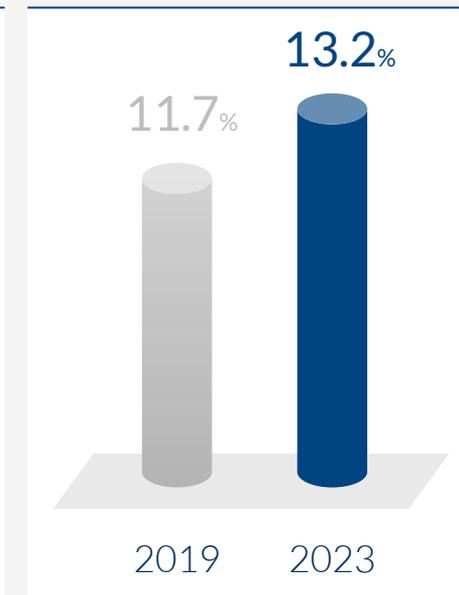
Net Income

1,332 M€

ROTE



CET1 FL



NPL RATIO



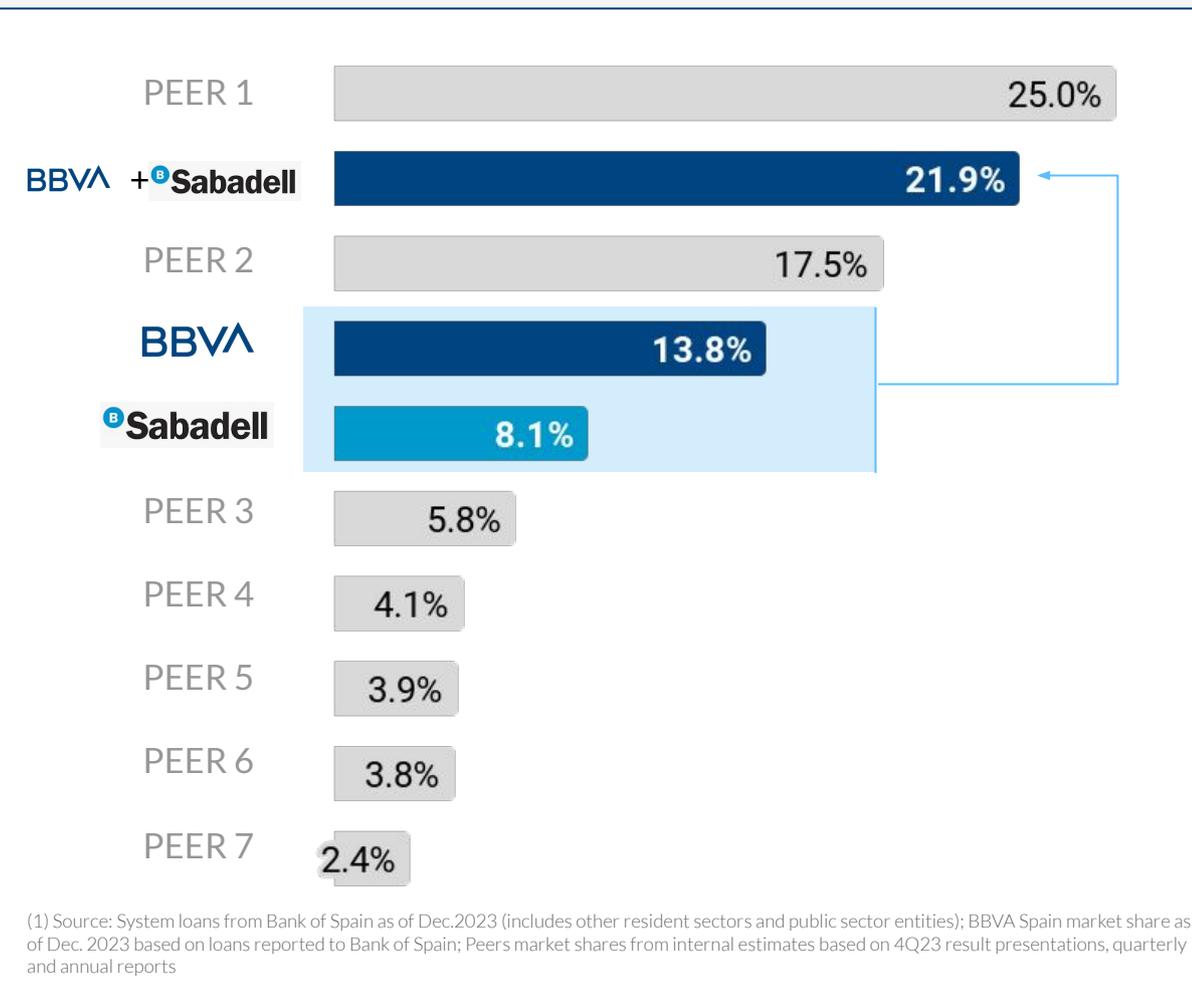
COVERAGE RATIO



The Combined Entity becomes a Strong and Sizeable Franchise in a Core Profitable Market

LOAN MARKET SHARE IN SPAIN

(%, December, 2023 ⁽¹⁾)

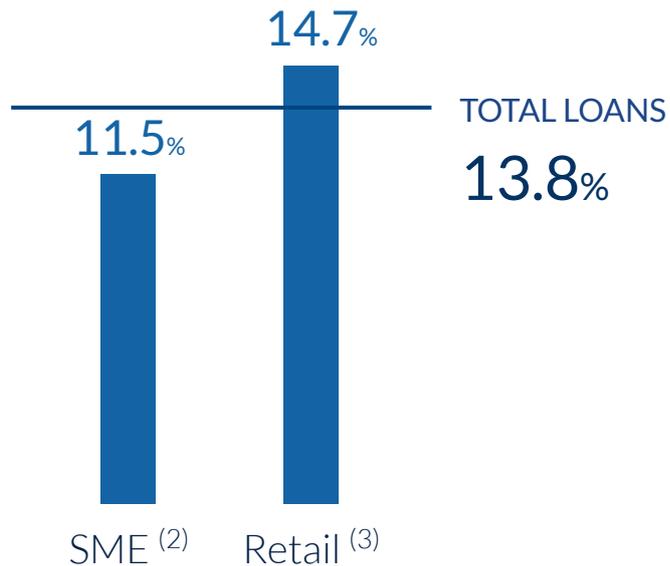


Attractive and Complementary Positioning

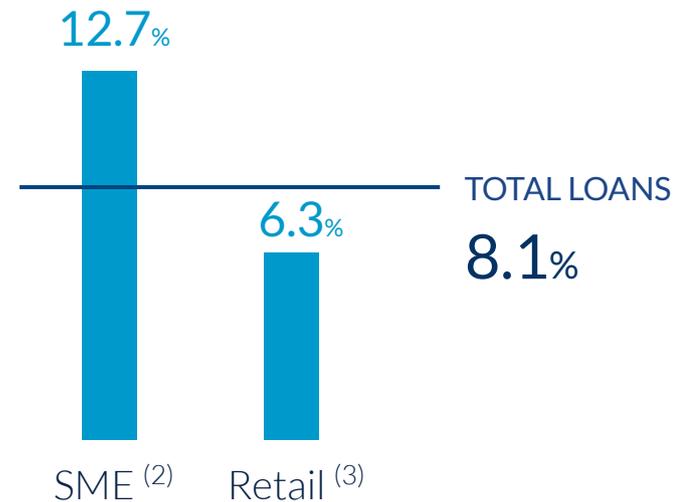
MARKET SHARES

(DEC'23 ⁽¹⁾, %)

BBVA



Sabadell

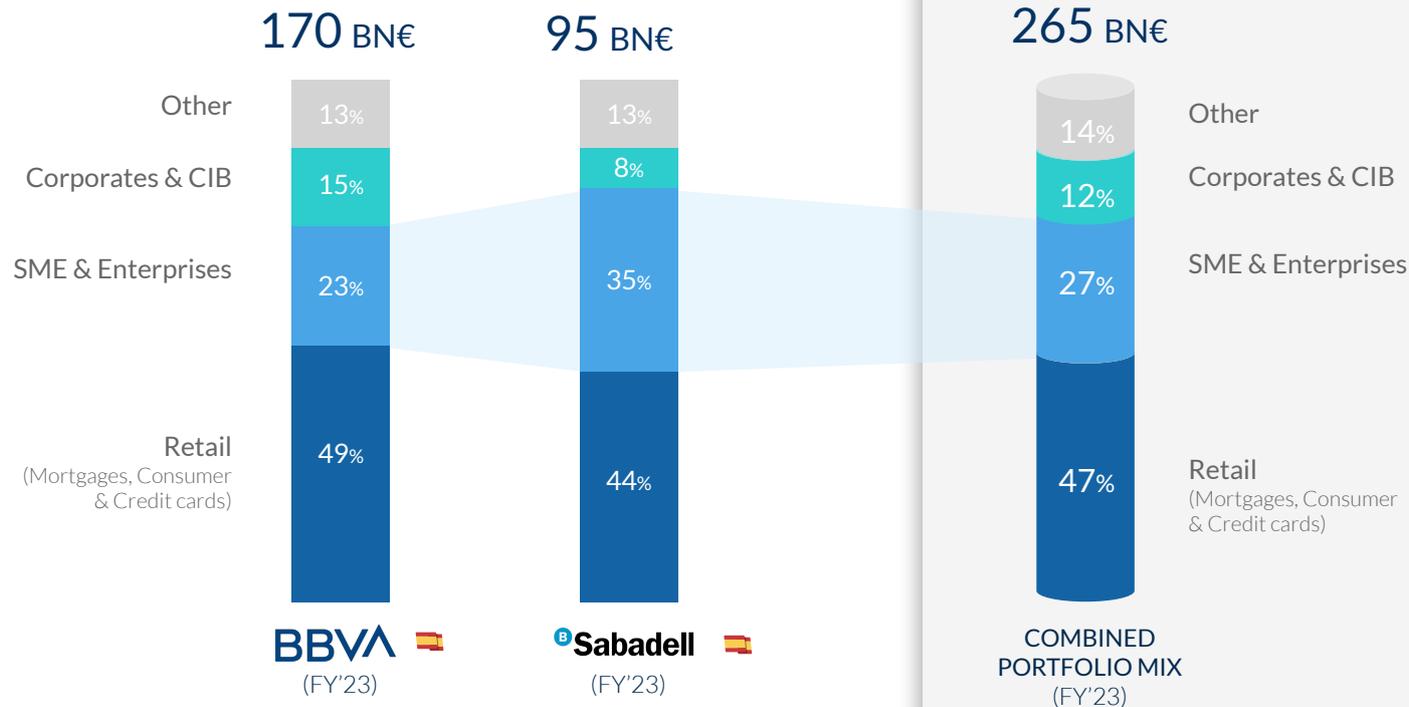


(1) Source: System loans from Bank of Spain as of Dec.2023. BBVA Spain market share as of Dec. 2023 based on loans reported to Bank of Spain. Banco Sabadell based on internal estimates; (2) Loans to non-financial companies with total assets < 43 million and/or revenues < 50 million and/or < 250 employees; (3) Includes mortgages and consumer loans

Creating a Highly Diversified Combined Franchise

REBALANCED SPAIN LOAN MIX: RETAIL VS. COMMERCIAL

(PORTFOLIO MIX AS OF DEC'23 ⁽¹⁾, %, BN€)



(1) Portfolio mix: BBVA breakdown of Spain's loans according to Dec., 2023 Earnings presentation. Banco Sabadell loans in Spain reported as of Dec. 2023 and breakdown by portfolio based on public information

Leveraging on best-in-class digital capabilities, specialized knowledge in SMEs, globality and leadership in sustainability

Integration Expected to be Seamless, on the Back of BBVA's Track Record

Preserve
**best talent and
culture** of both entities

Workforce integration
based on **professional
competence and merit**

IT integracion
to take place in
12-18 months

**B. Sabadell brand
maintained** (together with
BBVA brand) where relevant
for **commercial interest**

Significant Value Creation through Synergies

ANNUAL (PRE-TAX) FUNDING & COST SYNERGIES

0.85 BN€
(PHASE-IN OVER 3 YEARS)

0.75 BN€
COST SYNERGIES

0.1 BN€
FUNDING SYNERGIES
sequenced with wholesale
funding maturities

25%
year 1 post merger
and fully phased-in
in the 3rd year

Equivalent to **13%**
of Banco Sabadell
ex-UK + BBVA Spain
cost base

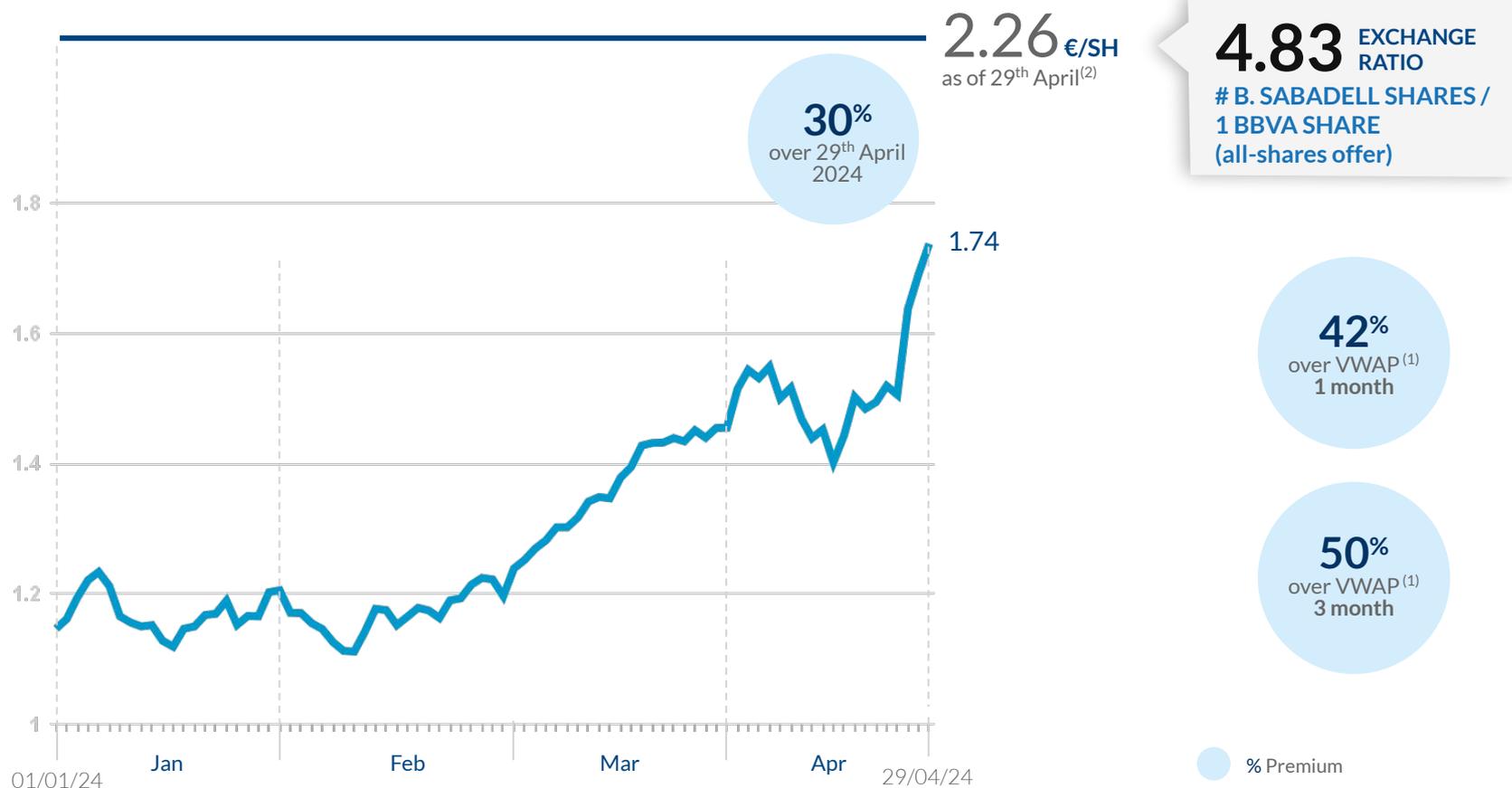
1.45 BN€
restructuring costs
(pre - tax). Expected to
be recorded in 2025

BBVA has a proven capacity to deliver on synergies

Extremely Attractive Premium for B. Sabadell Shareholders

BANCO SABADELL SHARE PRICE EVOLUTION

(€/Sh)



(1) Volume Weighted Average Price (VWAP) of Banco Sabadell and BBVA at the corresponding date; (2) According to the terms included in our market communication of May 1st, 2024

Banco Sabadell shareholders would hold a 16.0% stake in the combined entity, benefiting from further value creation

Important Value Creation for BBVA Shareholders as well

EPS⁽¹⁾ ACCRETIVE
FROM YEAR 1 POST-MERGER

1

+3.5%

once savings are
fully phased-in

TBVpS⁽²⁾
ACCRETIVE

2

c.1%

at the date
of merger

ATTRACTIVE
INCREMENTAL ROIC FOR
BBVA SHAREHOLDERS⁽³⁾

3

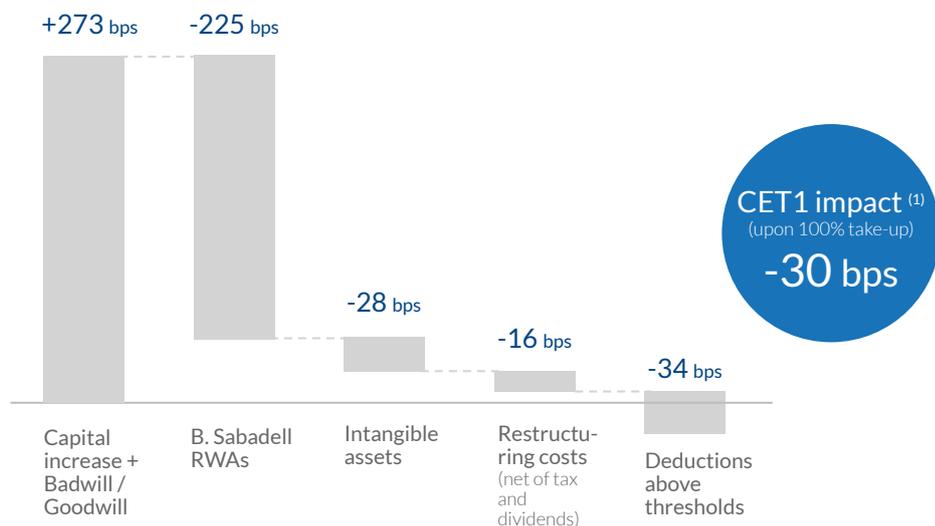
c.20%

compares favorably vs.
Share Buyback return

(1) EPS: Earnings per share. Based on consensus figures as of 29th April; (2) TBVpS: Tangible Book Value per share; (3) ROIC: 'Return on Invested Capital' calculated for 2026, considering the estimated synergies from the merger and without considering any potential impact derived from Asset Management and Custody JVs. Formula used: [Incremental result for BBVA shareholders / impact on CET1 of the merger]. Based on consensus figures as of April, 29th

Limited Capital Impact while Maintaining BBVA's Attractive Shareholders' Distribution Policy

ESTIMATED TRANSACTION IMPACT ON CET1



- Ratio to remain **comfortably above 12% in all transaction stages** (pro-forma Basel IV Fully Loaded)
- CET1 impact if 50.01% take up: -44 bps**, due to minority interests' inefficiencies, to disappear with 100% stake

MAINTAINING ATTRACTIVE SHAREHOLDER DISTRIBUTION POLICY

40% - 50% payout

combining Cash and Share Buybacks

Commitment to distribute any excess capital above 12% CET1 ratio ⁽²⁾

(1) No potential impact derived from Asset Management and Custody Services JVs included. Penalties due to change of ownership and Fair Value adjustments for Insurance and Payments JVs already considered within the Purchase Price Allocation (PPA); (2) On a Basel IV pro-forma Fully Loaded basis, subject to regulatory approvals

Indicative Timeline of the Offer: 6 to 8 Months



Offer conditioned to:

- The achievement of a minimum take-up of 50.01%
- Approval of share capital increase by BBVA General Shareholders Meeting
- Regulatory approvals ⁽³⁾

Creating Value for all Stakeholders

EMPLOYEES

New **professional growth opportunities** in a **Global** entity, based on **meritocracy**

SOCIETY

Increased lending capacity
Higher combined tax base
Reinforced commitment to the social fabric (entrepreneurial, scientific, cultural) of the **regions in which Banco Sabadell operates** eg. Banco Sabadell foundations, Sant Cugat head office, Barcelona startup hub

CUSTOMERS

Benefit from **best in class value proposition**: **complementarity** of franchises, **expanded product offering** and **global reach**

SHAREHOLDERS

Clear value creation for Banco Sabadell and BBVA shareholders



Additional lending capacity to support families and businesses in Spain: c. 5 BN€ annually

BBVA