



AUTHORISATION OF THE VOLUNTARY TAKEOVER BID FOR BANCO DE SABADELL, S.A. LAUNCHED BY BANCO BILBAO VIZCAYA ARGENTARIA, S.A.

Friday, 5 September 2025

On 5 September 2025, the Board of the Spanish National Securities Market Commission (CNMV) adopted the following resolution:

“To authorise the voluntary takeover bid for the shares of Banco de Sabadell, S.A. submitted by Banco Bilbao Vizcaya Argentaria, S.A. on 24 May 2024, and admitted for processing on 11 June 2024, targeting 100% of the share capital of Banco de Sabadell, S.A., which comprises 5,023,677,732 shares admitted to trading on the Madrid, Barcelona, Bilbao and Valencia Stock Exchanges and included in the Spanish Automated Quotation System (Sistema de Interconexión Bursátil), on the understanding that its terms comply with the applicable regulations and that the content of the prospectus is sufficient following the latest amendments registered on 3 September 2025.

The consideration offered is mixed and consists of one newly issued share of Banco Bilbao Vizcaya Argentaria, S.A. and a cash payment of 0.70 euros for every 5.5483 shares of Banco de Sabadell, S.A., in accordance with the terms set out in the prospectus. The consideration has been determined by the offeror in accordance with Articles 13(5) and 14 of Spanish Royal Decree 1066/2007, of 27 July, on takeover bids and has not been submitted for consideration as an equitable price for the purposes of Article 110 of Act 6/2023, of 17 March, on Securities Markets and Investment Services, and Article 9 of the aforementioned Royal Decree.”

The CNMV shall announce the acceptance period of the bid once the offeror publishes the first of the announcements provided for in Article 22 of Spanish Royal Decree 1066/2007.

This translation is provided for information purposes only and has no legal effect. The original Spanish version shall prevail in the event of any discrepancy.