



<b>B #:</b>	0486-13
<b>Date:</b>	05/22/13
<b>To:</b>	All Participants
<b>Category:</b>	Dividends
<b>From:</b>	Supervisor, Stock Dividend Department
<b>Attention:</b>	Dividend Managers, Cashiers, and Reorganization Managers
<b>Subject:</b>	<b>Optional Dividend:</b> Banco Bilbao Vizcaya Argentaria, SA (BBVA) <b>CUSIP:</b> 05946K101 <b>Record Date:</b> 04/05/13 <b>Payable Date:</b> 05/10/13 <b>Rate:</b> 0.121 Euro per share equivalent to <b>0.157348 USD</b> per ADR <b>DTC EDS Cut-Off:</b> 04/12/13 no later than 8:00 P.M. NY time

## REVISED

\*\*\*\*\*WARNING TIME CRITICAL\*\*\*\*\*

Banco Bilbao Vizcaya Argentaria, SA has approved the “Dividend Option” which will permit shareholders to elect to receive the remuneration equivalent to the May dividend in cash or ADS. Shareholders will receive one free subscription right for every ADS held on close of business 04/05/13, (the record date). No rights will be distributed to holders of Banco Bilbao Vizcaya Argentaria, SA ADS’s.

**Option 1 ADS:**

You may elect to receive 1 new BBVA ADS for 56 ADS held. This election provides for Sub Accounting on the “EDS” function. This will enable participants to submit EDS elections to receive cash in lieu of fractions on behalf of their beneficial owners. This option is not subject to the 21% Spanish withholding tax. This option is not subject to a processing fee.

**Option 2 Cash 0% Tax Withholding:**

You may elect to receive the proceeds from the sale of rights in the Spanish market at a rate 0.154545. This option is not subject to the 21% Spanish withholding tax. **The trading period for the rights on the Spanish market from April 8, 2013 to April 17, 2013.** As a result, on the payment date, the value of the shares delivered in the scrip dividend may be more or less than 0.121 Euro per ADS.

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#: 0486-13

### Option 3 Cash Less

**21% Spanish Withholding Tax:** You may elect to receive the entire distribution in cash at a rate of 0.121 Euros per ADS held less 21% Spanish withholding tax. This option is not subject to a processing fee. **(DEFAULT)**

Participants have the option for tax relief via Globe Tax either Quick refund and Standard Refund. Participant must enter tax relief requests and provide certain beneficial owner information through Globe Tax systems regarding those Beneficial Owners for whom an Immediate Refund is being requested. Please refer to Globe Tax Important Notice attached to this notice for additional information in regarding applicable fees.

**PARTICIPANTS SHOULD SUBMIT ELECTION INSTRUCTIONS OVER THE PARTICIPANT TERMINAL SYSTEM (PTS) THROUGH THE ELECTIVE DIVIDEND SYSTEM (EDS) FUNCTION.**

To confirm record date history and payment information, participants should access the Dividend and Allocation History (DPAL) Menu Option, via the PTS Dividend Announcements Inquiry function (DIVA).

Participants not responding to any of the above options by 04/12/13 no later than 8:00 P.M. New York time will receive the dividend in the form of cash at a rate of 0.121 Euros per ADS held less 21% Spanish withholding tax. This is in accordance with **Option 3 Cash less 21% Spanish Withholding Tax.**

### **Participants are advised that there is no at source Tax relief for this Dividend**

If there are any questions regarding relief entitlements, the Immediate Refund, the Quick Refund, the Standard Refund, or the Globe Tax, participants should contact Hedy Kishel via email at [hedy.kishel@globetax.com](mailto:hedy.kishel@globetax.com) or (800) 915-3536 Domestic or (212) 747-9100 International.

If there are any questions regarding this Important Notice, or the processing of related instructions via EDS, participants should contact DTC's Customer Help Line at (888) 382-2721.

***Important Legal Information:** The Depository Trust Company ("DTC") does not represent or warrant the accuracy, adequacy, timeliness, completeness or fitness for any particular purpose of the information contained in this communication, which is based in part on information obtained from third parties and not independently verified by DTC and which is provided as is. The information contained in this communication is not intended to be a substitute for obtaining tax advice from an appropriate professional advisor. In providing this communication, DTC shall not be liable for (1) any loss resulting directly or indirectly from mistakes, errors, omissions, interruptions, delays or defects in such communication, unless caused directly by gross negligence or willful misconduct on the part of DTC, and (2) any special, consequential, exemplary, incidental or punitive damages. To ensure compliance with Internal Revenue Service Circular 230, you are hereby notified that: (a) any discussion of federal tax issues contained or referred to herein is not intended or written to be used, and cannot be used, for the purpose of avoiding penalties that may be imposed under the Internal Revenue Code; and (b) as a matter of policy, DTC does not provide tax, legal or accounting advice and accordingly, you should consult your own tax, legal and accounting advisor before engaging in any transaction.*



**Banco Bilbao Vizcaya Argentaria (BBVA)** has announced an optional dividend. BNY MELLON acts as Depositary for the company's American Depositary Share ("DS") program.

On Depositary Share Pay Date Participants who elect **Option 3 Cash** for the optional election through EDS will receive this dividend net of the full Spanish statutory withholding tax rate of 21% and may follow the withholding tax reclaim procedures outlined below to obtain treaty benefits. **Option 1 Stock and Option 2 Proceeds** are not subject to withholding tax and therefore no additional entitlement is possible.

**Option 3 Cash** beneficial owners may reclaim the difference between the statutory rate and the beneficial owner's rate of entitlement by submitting the required documentation to BNY Mellon. There will be one "Quick Refund" filing deadline as stipulated below, all claims submitted after this date should be submitted through the Standard "Long-Form" filing procedure.

DIVIDEND EVENT DETAILS	
COUNTRY OF ISSUANCE	SPAIN
ISSUE	BANCO BILBAO VIZCAYA ARGENTARIA
CUSIP#	05946K101
DEPOSITARY	BNY MELLON
DEPOSITARY SHARE RECORD DATE	April 5, 2013
DEPOSITARY SHARE PAY DATE	May 10 , 2013
ORD GROSS DIVIDEND RATE	0.121 €
RATIO	1 ORD : 1 DS
STATUTORY WHT RATE	21%

### CHARGES & DEADLINES

FILING METHOD	PAYMENT METHOD	TAX RELIEF FEE	MINIMUM FEE PER BENEFICIAL OWNER	FINAL SUBMISSION DEADLINE (ALL TIMES EST)
QUICK REFUND	CHECK	Up to \$0.0017 per Depositary Share ("DS")	\$0	EDS DEADLINE: <b>April 12, 2013; 8:00 P.M.</b>  DOCUMENTATION DEADLINE: <b>May 2, 2013; 5:00 P.M.</b>
STANDARD LONG FORM PROCESS	CHECK	Up to \$0.003 per Depositary Share ("DS")	\$25 Tax Relief Fee	FINAL DEADLINE: <b>March 1, 2017</b>

[DATE]

Globetax as Agent for BNY Mellon  
90 Broad Street-16<sup>th</sup> Floor  
New York, NY 10004-2205  
Attn: SPAIN

Enclosed please find tax reclamation documents, which we are submitting on behalf of our clients who wish to avoid excess withholding tax on Spanish DS(s). We, [NAME OF DTC PARTICIPANT], also identified as DTC participant number [DTC PARTICIPANT NUMBER], hereby state that each beneficial owner cited below held the respective amount of shares on the record date April 5, 2013 for the security BBVA.

Below is the list of beneficial owners and their holdings, which total [TOTAL # OF DSs CITED BELOW] DS(s). As required, the forms and a certification of residency document (Form 6166) if applicable, are enclosed for each beneficial owner. **The ratio is 1 DS (s) to 1 Ordinary share.** The information is as follows:

<u>Name of beneficial owner</u>	<u>Address</u>	<u>Type of Account</u>	<u>Taxpayer ID #</u>	<u># of DS(s) held</u>
1)				
2)				
3)				
4)				

We ask that BNY Mellon apply to the Spanish Custodian Bank for the reduced withholding tax rate on the above beneficial owners' behalf. Please contact the undersigned at [SIGNATORY'S TELEPHONE NUMBER] or via email at [SIGNATORY'S EMAIL ADDRESS] should you have any questions.

### **Agreements, Representations and Indemnification**

We hereby agree that this tax reclaim assistance service is wholly voluntary and discretionary and outside the terms and conditions of any applicable deposit agreement. We hereby accept and agree to pay the fees of BNY Mellon of \$0.0017 per Depository Share for Quick Refund and up to \$0.003 per Depository Share for standard Long Form tax reclaim (with a minimum of \$25.00), and any other charges, fees or expenses payable by or due to BNY Mellon or its agents, including the (respective) custodian, in connection with the tax reclaim process, or to tax authorities or regulators (which fees, charges or expenses may be deducted from the dividend or any other distribution or by billing or otherwise in BNY Mellon's discretion). We hereby agree that any such fees, charges or expenses may be due and payable whether or not a successful reduction in rate or reclamation is obtained. We hereby agree that fees paid to BNY Mellon may be shared with its Agents.

We hereby agree that in addition to statutory and documentation requirements and the deduction of fees, tax reclaim benefits will be subject to review and approval by the applicable custodian and the applicable tax regulators, and that BNY Mellon is not providing any legal, tax, accounting or other professional advice on these matters and has expressly disclaimed any liability whatsoever for any loss howsoever arising from or in reliance hereto.

We certify that to the best of our knowledge that each of the beneficial owners identified above are eligible for the preferential rates as stated herein and we declare that we have performed all the necessary due diligence to satisfy ourselves as to the accuracy of the information submitted to us by these beneficial owners.

We will be fully liable for any and all claims, penalties and / or interest, including without limitation, any foreign exchange fluctuations associated therewith. BNY Mellon shall not be liable for the failure to secure any refund. In consideration of the assistance of BNY Mellon and the custodian in processing such claims, we expressly agree that BNY Mellon and its agents or affiliates shall not have any liability for, and we shall indemnify, defend and hold each of BNY Mellon and its agents and affiliates harmless from and against, any and all loss, liability, damage, judgment, settlement, fine, penalty, demand, claim, cost or expense (including without limitation fees and expenses of defending itself or enforcing this agreement) arising out of or in connection herewith.

Sincerely,

[Signature of authorized signatory for DTC Participant]

**[NAME AND TITLE OF AUTHORIZED OFFICER FOR DTC PARTICIPANT]**

PAYMENT ADDRESS: \_\_\_\_\_  
\_\_\_\_\_  
\_\_\_\_\_  
\_\_\_\_\_

## ELIGIBILITY MATRIX

RATE DESCRIPTION	RECLAIM RATE	ELIGIBLE RESIDENTS	DOCUMENTATION REQUIRED
<b>UNFAVORABLE - 21%</b>	<b>0%</b>	NON-TREATY COUNTRIES	NONE
<b>FAVORABLE - 15%</b>	<b>6%</b>	ALL U.S. ENTITIES	<ol style="list-style-type: none"> <li>1. EXHIBIT I (COVER LETTER)</li> <li>2. ESP SUBMISSION OR CLIENT LISTING ON EXHIBIT I</li> <li>3. IRS FORM 6166</li> </ol>
<b>FAVORABLE - 15%</b>	<b>6%</b>	ALGERIA, AUSTRALIA, BELGIUM, BOLIVIA, BRAZIL, BULGARIA, CANADA, CROATIA, CUBA, CZECH REPUBLIC, ECUADOR, ESTONIA, FINLAND, FRANCE, HUNGARY, ICELAND, INDIA, INDONESIA, IRELAND, ITALY, JAPAN, KAZAKSTAN, LITHUANIA, LUXEMBOURG, MACEDONIA, MEXICO, MOROCCO, NEW ZEALAND, NORWAY, PHILIPPINES, POLAND, PORTUGAL, ROMANIA, RUSSIAN FEDERATION, SLOVAKIA, SLOVENIA, SOUTH AFRICA, SOUTH KOREA, TUNISIA, TURKEY, UNITED ARAB EMIRATE, VIETNAM	<ol style="list-style-type: none"> <li>1. EXHIBIT I (COVER LETTER)</li> <li>2. ESP SUBMISSION OR CLIENT LISTING ON EXHIBIT I</li> <li>3. CERTIFICATE OF RESIDENCE</li> </ol>
<b>FAVORABLE - 15%</b>	<b>6%</b>	AUSTRIA, GERMANY, THE NETHERLANDS, SWEDEN, SWITZERLAND, UNITED KINGDOM	<ol style="list-style-type: none"> <li>1. EXHIBIT I (COVER LETTER)</li> <li>2. ESP SUBMISSION OR CLIENT LISTING ON EXHIBIT I</li> <li>3. PETICION DE REDUCCION (QUICK REFUND)</li> <li>4. PETICION DE DEVOLUCION (STANDARD LONG-FORM)</li> </ol>
<b>FAVORABLE - 12%</b>	<b>9%</b>	COSTA RICA, EL SALVADOR, EGYPT	<ol style="list-style-type: none"> <li>1. EXHIBIT I (COVER LETTER)</li> <li>2. ESP SUBMISSION OR CLIENT LISTING ON EXHIBIT I</li> <li>3. CERTIFICATE OF RESIDENCE</li> </ol>
<b>FAVORABLE - 10%</b>	<b>11%</b>	ALBANIA, ARMENIA, BOSNIA-HERZEGOVINA, CHILE, CHINA, GEORGIA, GREECE, HONG KONG, IRAN, ISRAEL, JAMAICA, LATVIA, MOLDOVA, PAKISTAN, PANAMA, SERBIA, THAILAND, TRINIDAD AND TOBAGO, VENEZUELA	<ol style="list-style-type: none"> <li>1. EXHIBIT I (COVER LETTER)</li> <li>2. ESP SUBMISSION OR CLIENT LISTING ON EXHIBIT I</li> <li>3. CERTIFICATE OF RESIDENCE</li> </ol>

<b>FAVORABLE - 5%</b>	<b>16%</b>	BARBADOS, COLOMBIA, MALAYSIA, MALTA, SAUDI ARABIA, SINGAPORE, URUGUAY	<ol style="list-style-type: none"> <li>EXHIBIT I (COVER LETTER)</li> <li>ESP SUBMISSION OR CLIENT LISTING ON EXHIBIT I</li> <li>CERTIFICATE OF RESIDENCE</li> </ol>
<b>EXEMPT - 0%</b>	<b>21%</b>	EXHIBIT II	<ol style="list-style-type: none"> <li>EXHIBIT I (COVER LETTER)</li> <li>ESP SUBMISSION OR CLIENT LISTING ON EXHIBIT I</li> <li>INCORPORATION DOCUMENT</li> </ol>

### DESCRIPTION OF VARIOUS DOCUMENTATION (QUICK & STANDARD RECLAIMS)

DOCUMENT NAME	DESCRIPTION	ORIGINAL / COPY	SIGNATURE REQUIREMENT
<b>EXHIBIT I (COVER LETTER)</b>	LISTING OF BENEFICIAL OWNER INFORMATION (NAME, ADDRESS, TAX IDENTIFICATION NUMBER, NUMBER OF SHARES)	ORIGINAL	DTC REPRESENTATIVE
<b>IRS FORM 6166</b>	<ul style="list-style-type: none"> <li>- ISSUED BY THE INTERNAL REVENUE SERVICE, STATING THE NAME AND TAX PAYER IDENTIFICATION NUMBER OF THE BENEFICIAL OWNER</li> <li>- MUST MENTION THE UNITED STATES – SPAIN INCOME TAX CONVENTION</li> <li>- MUST STATE THE TAX YEAR OF THE DIVIDEND'S <u>LOCAL</u> PAY DATE OR BE DATED WITHIN 12 MONTHS OF THE LOCAL PAY DATE</li> </ul>	ORIGINAL	IRS REPRESENTATIVE
<b>CERTIFICATE OF RESIDENCE</b>	<ul style="list-style-type: none"> <li>- CERTIFIED BY TAX ADMINISTRATION OF BENEFICIARY'S COUNTRY OF RESIDENCE, STATING (IN ENGLISH OR SPANISH) THE NAME AND TAX PAYER IDENTIFICATION NUMBER OF THE BENEFICIAL OWNER</li> <li>- MUST MENTION THE TREATY BETWEEN THE COUNTRY OF RESIDENCE AND SPAIN</li> <li>- MUST STATE THE TAX YEAR OF THE DIVIDEND'S <u>LOCAL</u> PAY DATE <b>OR</b> BE DATED <b>1 YEAR</b> PRIOR TO THE DIVIDEND'S <u>LOCAL</u> PAY DATE</li> </ul>	ORIGINAL	RELEVANT TAX AUTHORITY
<b>PETICION DE REDUCCION OR PETICION DE DEVOLUCION</b>	<ul style="list-style-type: none"> <li>- CERTIFIED BY TAX ADMINISTRATION OF BENEFICIARY'S COUNTRY OF RESIDENCE, STATING (IN ENGLISH OR SPANISH) THE NAME AND TAX PAYER IDENTIFICATION NUMBER OF THE BENEFICIAL OWNER</li> <li>- MUST MENTION THE TREATY BETWEEN THE COUNTRY OF RESIDENCE AND SPAIN</li> <li>- THE TAX RECLAIM INCOME EVENT(S) MUST BE SPECIFIED ON THE PETICION'S SCHEDULE.</li> </ul>	ORIGINAL	RELEVANT TAX AUTHORITY
<b>INCORPORATION DOCUMENT</b>	A COPY OF THE STATUES OF THE ENTITY WHERE IT IS MENTIONED THAT IT IS A SUPRANATIONAL ORGANISM.	COPY	ENTITY'S REPRESENTATIVE

**BNY MELLON, offers ESP powered by GlobeTax, an electronic withholding tax submission system. This system allows for the secure and simple transfer of beneficial owner level data from the Participant to BNY Mellon in C/O GLOBE TAX and creates applicable documentation on the Participants behalf.**

**Submit the data online through the web site below, print the documents on letterhead, sign them, and mail them to BNY MELLON in C/O GLOBE TAX along with the necessary required documents.**

**These claims should be submitted through the following website. (Requires a one-time registration)**

<https://www.globetaxesp.com>

**Please contact Ms. Hedy Kishel at 1800-915-3536 or via email at [Hedy\\_Kishel@globetax.com](mailto:Hedy_Kishel@globetax.com) if you have any questions about this process.**

<b>CONTACT DETAILS</b>	
PRIMARY CONTACT	HEDY KISHEL
DOMESTIC PHONE (U.S.)	1-800-915-3536
DOMESTIC FAX (U.S.)	1-800-985-3536
INTERNATIONAL PHONE	1-212-747-9100
INTERNATIONAL FAX	1-212-747-0029
EMAIL ADDRESS	HEDY_KISHEL@GLOBETAX.COM
COMPANY	BNY MELLON in C/O GLOBE TAX
STREET ADDRESS	90 BROAD STREET, 16TH FLOOR
CITY/STATE/ZIP	NEW YORK, NY 10004
ADDITIONAL CONTACTS	GREGG LEWIS



## FREQUENTLY ASKED QUESTIONS (FAQs)

### QUICK REFUND QUESTIONS

QUESTION	ANSWER
IS THE QUICK REFUND PROCESS FREE OF CHARGE?	NO. THIS TAX RELIEF AT SOURCE ASSISTANCE SERVICE IS WHOLLY VOLUNTARY AND DISCRETIONARY AND OUTSIDE THE TERMS AND CONDITIONS OF ANY APPLICABLE DEPOSIT AGREEMENT. FEES WILL BE CHARGED FOR THIS SERVICE OF UP TO \$0.0017 PER DEPOSITARY SHARE WITH NO MINIMUM, AND ANY OTHER CHARGES, FEES OR EXPENSES PAYABLE BY OR DUE TO BNY MELLON OR ITS AGENTS, INCLUDING THE CUSTODIAN OR TO TAX AUTHORITIES OR REGULATORS . FEES PAID TO BNY MELLON MAY BE SHARED WITH ITS AGENTS.
WHAT ARE THE MINIMUM AMOUNT OF SHARES NECESSARY IN ORDER TO BE ELIGIBLE FOR RECLAIM?	NO, THERE IS NO SHARE MINIMUM FOR AT-SOURCE OR QUICK REFUND RECLAIMS.
HOW LONG DOES IT TAKE TO RECEIVE PAYMENT ON QUICK REFUND RECLAIMS?	APPROXIMATELY 8-12 WEEKS FROM THE QUICK REFUND DEADLINE

## FREQUENTLY ASKED QUESTIONS (FAQs)

### GENERAL QUESTIONS

QUESTION	ANSWER
IS THE LONG FORM PROCESS FREE OF CHARGE?	NO. THIS TAX RELIEF AT SOURCE ASSISTANCE SERVICE IS WHOLLY VOLUNTARY AND DISCRETIONARY AND OUTSIDE THE TERMS AND CONDITIONS OF ANY APPLICABLE DEPOSIT AGREEMENT. FEES WILL BE CHARGED FOR THIS SERVICE OF UP TO \$0.003 PER DEPOSITARY SHARE WITH A MINIMUM OF \$25.00, AND ANY OTHER CHARGES, FEES OR EXPENSES PAYABLE BY OR DUE TO BNY MELLON OR ITS AGENTS, INCLUDING THE CUSTODIAN OR TO TAX AUTHORITIES OR REGULATORS . FEES PAID TO BNY MELLON MAY BE SHARED WITH ITS AGENTS.
WHAT ARE THE MINIMUM AMOUNT OF SHARES NECESSARY IN ORDER TO BE ELIGIBLE FOR LONG FORM RECLAIM?	APPROXIMATELY <b>5,000</b> SHARES FOR LONG FORM RECLAIMS
HOW LONG DOES IT TAKE TO RECEIVE PAYMENT ON STANDARD LONG-FORM RECLAIMS?	APPROXIMATELY 1 YEAR

CAN I SUBMIT ONE IRS FORM 6166 OR CERTIFICATE OF RESIDENCE FOR THE SAME BENEFICIARY FOR MULTIPLE PAY DATES?	YES. AS LONG AS THE 6166 IS DATED WITHIN ONE YEAR OF THE DIVIDEND IT MAY BE USED AGAIN. YOU CAN ACCESS THIS INFORMATION VIA ESP SUBMISSIONS.
WHAT IS THE DIFFERENCE BETWEEN THE PETICION DE REDUCCION AND THE PETICION DE DEVOLUCION?	THE FORMS ARE SIMILAR, HOWEVER, THE PETICION DE REDUCCION IS THE QUICK REFUND PROCESS AND THE PETICION DE DEVOLUCION IS FOR THE STANDARD LONG-FORM PROCESS
HOW LONG DO I HAVE TO RECLAIM ON THIS DIVIDEND?	4 YEARS FROM THE DIVIDEND'S LOCAL PAY DATE. CLAIMS RECEIVED AFTER MARCH 1, 2017 WILL BE FILED ON A BEST EFFORT BASIS.
WILL BNY MELLON/GLOBETAX ACCEPT CLAIMS FILED DIRECTLY TO THEM BY BENEFICIAL OWNERS?	BNY MELLON in C/O GLOBE TAX ONLY ACCEPTS CLAIMS FILED BY THE DTC PARTICIPANT WHO WAS HOLDING THE SECURITIES THROUGH DTC AND ONLY TO THE EXTENT THAT DTC HAS REPORTED THESE HOLDINGS TO US AS VALID.

***Warning and Disclaimer:***

**BNY Mellon will not be responsible for the truth or accuracy of any submissions received by it and, by following the procedures set forth herein or otherwise submitting any information, all submitting holders of DSs, and their agents, shall be agreeing to indemnify and hold harmless BNY Mellon and its agents for any and all losses, liabilities, fees and expenses (including reasonable fees and expenses of counsel) incurred by any of them in connection therewith or arising there from. BNY Mellon and its agents will be relying upon the truth and accuracy of any and all submissions received by them in connection with the tax relief process and shall hold submitting holders of DSs and their agents, liable and responsible for any losses incurred in connection therewith or arising there from. There is no guarantee that the applicable tax authorities or the applicable issuer will accept submissions for relief. Neither BNY Mellon nor its agents shall be responsible or liable to any holders of DSs in connection with any matters related to, arising from, or in connection with the tax relief process described herein.**