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September 2, 2025

Re:Banco Bilbao Vizcaya Argentaria, S.A. Offer for Shares of Banco de Sabadell, S.A.

Division of Corporation Finance
Securities and Exchange Commission
100 F Street, N.E.
Washington, D.C. 20549
U.S.A.

Attn: Ms. Tiffany Posil, Chief, Office of Mergers and Acquisitions
Mr. David Plattner, Special Counsel, Office of Mergers and Acquisitions
Mr. Shane Callaghan, Special Counsel, Office of Mergers and Acquisitions

Dear Ms. Posil and Messrs. Plattner and Callaghan:

We are writing as counsel to Banco Bilbao Vizcaya Argentaria, S.A. ("**BBVA**"), a bank organized under the laws of the Kingdom of Spain ("**Spain**"). On May 9, 2024, BBVA announced (the "**Announcement**") its intention to make an exchange offer to all shareholders of Banco de Sabadell, S.A., a bank organized under the laws of Spain ("**Banco Sabadell**"), to acquire all of the issued and outstanding registered shares of Banco Sabadell (each such share, a "**Banco Sabadell share**"), in exchange for ordinary shares of BBVA (each such share, a "**BBVA share**") (the "**Offer**").

As discussed in further detail in this letter (the "**Letter**"), the Offer will need to be authorized by the Spanish National Securities Market Commission (*Comisión Nacional del Mercado de Valores*) ("**CNMV**"). BBVA is relying on the Tier II exemptive relief (the "**Tier II Relief**") provided under Rule 14d-1 under the Securities Exchange Act of 1934, as amended (the **"Exchange Act**"), in conducting the Offer. The Offer will be made in Spain and the United States pursuant to a Spanish prospectus (*folleto explicativo*) submitted to the CNMV, and an offer to exchange/prospectus included in a registration statement on Form F-4 filed with the Securities and Exchange Commission (collectively, the "**Offer Document**").[1] The registration statement on Form F-4 will register the BBVA shares to be offered and sold to U.S. holders of Banco Sabadell shares pursuant to the Offer.

On behalf of BBVA, we hereby respectfully request the staff (the "**Staff**") of the Securities and Exchange Commission (the "**Commission**") to grant BBVA:

- exemptive relief from Rule 14e-1(b) under the Exchange Act, to permit BBVA to reduce the consideration being paid in the Offer if Banco Sabadell pays a dividend or other distribution prior to the settlement of the Offer, without extending the Offer period;

- no-action relief with respect to Rule 14d-4(d)(2) under the Exchange Act, to permit BBVA to, following the expiration of the Offer, waive the Minimum Acceptance Condition (as defined herein) to the extent described herein in accordance with Spanish law and practice in the event that the Minimum Acceptance Condition has not been satisfied, without extending the Offer period; and

[1] The Spanish prospectus (*folleto explicativo*) will include any information proposed in this Letter to be included in the Offer Document.

- no-action relief with respect to Rule 14d-7 under the Exchange Act and Section 14(d)(5) of the Exchange Act, so that BBVA may rely, if necessary, on Rule 162 under the Securities Act of 1933, as amended (the **"Securities Act"**), to commence the Offer before its registration statement on Form F-4 is declared effective.

We are acting as United States counsel to BBVA in connection with the matters described in this Letter. BBVA has provided us with, and authorized us to make on its behalf, the factual representations set forth in this Letter. Certain lawyers from J&A Garrigues, S.L.P., who are members of the Spanish bar and are acting as Spanish counsel to BBVA in connection with the Offer, have reviewed the representations in this Letter concerning Spanish law and practice.

I. Factual Background

A. Banco Sabadell

Banco Sabadell is one of the largest banks in Spain's financial system, with total consolidated assets and total consolidated loans and advances to customers (at amortized cost) of €239,598 million and €158,872 million, respectively, as of December 31, 2024.

The main activity carried out by Banco Sabadell and its subsidiaries (collectively, the "**Sabadell Group**") is banking and, in particular, commercial banking. The Sabadell Group provides a wide range of products and services for large and medium-sized companies, small and medium-sized enterprises ("**SMEs**") and individuals, and bancassurance. The Sabadell Group's operations outside of Spain are mainly concentrated in the United Kingdom, where it operates through TSB Banking Group plc. To a lesser extent, the Sabadell Group operates in Mexico and the United States. Banco Sabadell is the controlling company of the Sabadell Group.

Banco Sabadell is a "foreign private issuer" as defined in Rule 3b-4(c) under the Exchange Act. Banco Sabadell shares are listed on the Spanish Stock Exchanges in Madrid, Bilbao, Barcelona and Valencia ("**SSE**"). Banco Sabadell shares are not registered under Section 12 of the Exchange Act and Banco Sabadell does not file reports with the Commission pursuant to Section 13(a) or 15(d) of the Exchange Act. As of December 31, 2024, the share capital of Banco Sabadell was €680,027,680.875 represented by 5,440,221,447 Banco Sabadell shares.

B. BBVA

BBVA and its subsidiaries (collectively, the "**BBVA Group**") are a global financial services group founded in 1857. Internationally diversified and with strengths in the traditional banking businesses of retail banking, asset management and wholesale banking, the BBVA Group has a leadership position in the Spanish market, it is the largest financial institution in Mexico in terms of assets, it has leading franchises in South America and it is the majority shareholder in Türkiye Garanti Bankasi A.Ş., Turkey's largest bank in terms of market capitalization. The BBVA Group had total consolidated assets and total consolidated loans and advances to customers (at amortized cost) of €772,402 million and €412,477 million, respectively, as of December 31, 2024.

BBVA is a "foreign private issuer" as defined in Rule 3b-4(c) of the Exchange Act. The principal trading market for BBVA shares is on the SSE through the Automated Quotation System of the SSE under the symbol "BBVA." BBVA shares are also listed on the London Stock Exchange under the symbol "BVA" and the Mexican Stock Exchange under the symbol "BBVA". BBVA's American Depositary Shares

("**BBVA ADSs**") are listed on the New York Stock Exchange under the symbol "BBVA". Each BBVA ADS represents the right to receive one BBVA share. The BBVA shares and the BBVA ADSs are registered pursuant to Section 12(b) of the Exchange Act and BBVA files reports with the Commission pursuant to Section 13(a) or 15(d) of the Exchange Act. As of December 31, 2024, the share capital of BBVA was €2,824,009,877.85 represented by 5,763,285,465 BBVA shares.

II. Qualification for Tier II Relief

In conducting the Offer on the terms described in this Letter, BBVA is relying on the Tier II Relief provided under Rule 14d-1 under the Exchange Act, which provides exemptive relief from otherwise applicable rules to persons engaged in a tender offer under certain conditions. In order for an offer to qualify for Tier II Relief, (i) the subject company must be a foreign private issuer as defined in Rule 3b-4 under the Exchange Act and not an investment company registered or required to be registered under the Investment Company Act of 1940; (ii) no more than 40% of the securities of the subject company sought in the offer may be held by holders who are resident in the United States ("**U.S. holders**"); and (iii) the offeror must comply, subject to any applicable exemptions, with all applicable U.S. tender offer laws and regulations.

Pursuant to Rule 14d-1 under the Exchange Act, the issuer of the subject securities will be presumed to be a foreign private issuer and U.S. holders will be presumed to hold 40% or less of such outstanding securities unless: (i) the tender offer is made pursuant to an agreement with the issuer of the subject securities; (ii) the average daily trading volume of the subject securities in the United States for a recent twelve-month period ending on a date no more than 60 days before the public announcement of the offer exceeds 40% of the average daily trading volume of that class of securities on a worldwide basis for the same period; (iii) the most recent annual report or annual information filed or submitted by the issuer with securities regulators of the home jurisdiction or with the Commission or any jurisdiction in which the subject securities trade before the public announcement of the offer indicates that U.S. holders hold more than 40% of the outstanding subject class of securities; or (iv) the bidder knows or has reason to know that the level of U.S. ownership exceeds 40%.

As of the date hereof, BBVA has not entered into an agreement with Banco Sabadell with respect to the making of the Offer. Banco Sabadell shares are not traded on any national securities exchanges in the United States and, based on data from Bloomberg, during the 12-calendar-month period ended April 30, 2024, the average daily trading volume of Banco Sabadell shares in the United States represented less than 0.1% of the average daily trading volume of such class of securities on a worldwide basis for the same period. The most recent annual report or annual information filed or submitted by Banco Sabadell with the CNMV does not indicate that U.S. holders hold more than 40% of the outstanding Banco Sabadell shares. Finally, after reviewing information obtained from FactSet and Bloomberg, information filed with the CNMV in Spain, and information made public by Banco Sabadell, BBVA does not know or have reason to know that the level of U.S. ownership exceeds 40% of the outstanding Banco Sabadell shares.[2] On the basis of the foregoing, the Offer is being made in reliance on the Tier II Relief.

III. Proposed Structure of the Offer

[2] The information referred to is incomplete and is not as of a single date and may have been weeks or months old at the time of its review. Subject to these limitations, based on such information it is estimated that approximately 20-30% of the issued and outstanding Banco Sabadell shares were held by persons located in the United States at the time of review of such information. In light of this, Tier I exemptive relief is not expected to be available for the Offer.

As indicated above, the Offer will need to be authorized by the CNMV. Once authorization is granted by the CNMV, BBVA will be required to disseminate the Offer by making an announcement in the relevant stock exchange listing bulletins (*boletines de cotización*) (the "**Official Quotation Bulletins**") and in at least one national newspaper in Spain no later than five business days after receiving notification from the CNMV that the relevant authorization has been granted. Pursuant to Spanish law, the acceptance period would then commence on the first Spanish stock exchange trading day following the date of publication of the first of the abovementioned announcements.

BBVA is relying on the Tier II Relief provided under Rule 14d-1 under the Exchange Act in connection with the Offer. Pursuant to Spanish law, the Offer will be structured as a single offer made in both Spain and the United States. The Offer will be made pursuant to the Offer Document.

Since Banco Sabadell shares are not registered under Section 12 of the Exchange Act, the Offer is not subject to Regulation 14D under the Exchange Act, but it is subject to Regulation 14E thereunder. Accordingly, the Offer must comply with the requirements of Spanish Law 6/2023, of March 17, 2023, on Securities Markets and Investment Services, Royal Decree 1066/2007, of July 27, 2007, on the Takeover Bids Regime ("**Royal Decree 1066/2007**"), and the relevant rules and regulations promulgated thereunder (collectively, the "**Spanish Takeover Regulations**"), and Section 14(e) of the Exchange Act, and the rules and regulations promulgated thereunder, except to the extent permitted pursuant to the Tier II Relief, the exemption granted by the Staff in connection with Rule 14e-5 under the Exchange Act,[3] the relief requested in this Letter and certain exemptive relief from Regulation M under the Exchange Act that BBVA has requested on or about the date hereof from the Staff. In addition, because BBVA is offering BBVA shares as consideration in the Offer, the Offer is also subject to the Securities Act.

A. Consideration

Pursuant to the Offer, BBVA is offering to exchange one BBVA share and €0.70 for each 5.5483 Banco Sabadell shares, adjusted, as the case may be, as described below.

If Banco Sabadell makes any distribution of dividends, reserves or any other type of distribution[4] to its shareholders (regardless of whether it is an ordinary, extraordinary, interim or complementary distribution) prior to the settlement of the Offer,[5] and provided that the publication of the result of the Offer in the Official Quotation Bulletins is made on the same day or after the ex-dividend date of such distribution of dividends, reserves or any other type of distribution, the share exchange offered as consideration in the Offer will be adjusted accordingly by an amount equal to the gross amount of the

[3] See Order granting exemption from Exchange Act Rule 14e-5 in the Matter of Banco Bilbao Vizcaya Argentaria, S.A. dated May 29, 2024.

[4] In Spain, dividends generally require approval by the general shareholder's meeting, except that interim dividends (*dividendos a cuenta*), which are amounts distributed to shareholders on the basis of the expected profit to be obtained in the financial year then in progress, may also be approved by the board of directors of the relevant company.

[5] Under Spanish law, any distributions on Banco Sabadell shares would be paid to the owners of such shares on the applicable record date established for such purposes which, pursuant to the recommendations of the Spanish central securities depository for equity securities traded on the Spanish Stock Exchanges (*Sociedad de Gestión de los Sistemas de Registro, Compensación y Liquidación de Valores, S.A.U.* ("**Iberclear**")), is customarily fixed as the Spanish stock exchange trading day immediately prior to the relevant payment date. As BBVA will become the owner of any tendered Banco Sabadell shares only upon settlement of the Offer, and any record date for a distribution triggering a Downward Adjustment would necessarily occur prior to then, it would not be possible for BBVA to implement a Downward Adjustment and also receive the related distribution on Banco Sabadell shares that are tendered in the Offer. Rather, any distributions on Banco Sabadell shares paid prior to the settlement of the Offer, and therefore potentially triggering a Downward Adjustment (provided that the publication of the result of the Offer in the Official Quotation Bulletins is made on the same day or after the relevant ex-dividend date), would be paid to the applicable tendering Banco Sabadell shareholders.

distribution per Banco Sabadell share (the "**Downward Adjustment**"). The Downward Adjustment will be made taking into account the weighted average price per BBVA share during the three-month period prior to the publication of the Announcement and the implied price per Banco Sabadell share resulting from the application of the original exchange ratio of 4.83, that is €10.24 per BBVA share and €2.12 per Banco Sabadell share, respectively. Further, upon any Downward Adjustment, the number of Banco Sabadell shares in the new resulting exchange ratio will be rounded to four decimal places, with 0.00005 rounded up.

If BBVA makes any distribution of dividends, reserves or any other type of distribution to its shareholders (regardless of whether it is an ordinary, extraordinary, interim or complementary distribution) prior to the settlement of the Offer, and provided that the publication of the result of the Offer in the Official Quotation Bulletins is made on the same day or after the ex-dividend date of such distribution of dividends, reserves or any other type of distribution, the consideration payable upon settlement of the Offer will be adjusted upwards by including a cash payment for each Banco Sabadell share tendered pursuant to the Offer equal to the gross amount of the relevant distribution per BBVA share divided by the exchange ratio of 5.5483 (adjusted further, as the case may be, as described above).

BBVA has made it clear from the outset of the Offer that the consideration to be paid in the Offer would be subject to adjustments. Such adjustments were described in the Announcement issued on May 9, 2024 and will also be fully described in the Offer Document.

To date, each of Banco Sabadell and BBVA have paid dividends that have resulted in adjustments to the consideration to be paid in the Offer.

On October 1, 2024, Banco Sabadell paid a dividend of €0.08 per Banco Sabadell share and, as a result, the applicable exchange ratio was adjusted from the original exchange ratio of one BBVA share for each 4.83 Banco Sabadell shares to one BBVA share for each 5.0196 Banco Sabadell shares tendered and not withdrawn (which is the result of dividing €10.24 per BBVA share by €2.04 per *ex-dividend* Banco Sabadell share).

On October 10, 2024, BBVA paid a dividend of €0.29 per BBVA share and, as a result, BBVA increased the exchange offer consideration to one BBVA share and €0.29 for each 5.0196 Banco Sabadell shares tendered and not withdrawn.

On March 28, 2025, Banco Sabadell paid a dividend of €0.1244 per Banco Sabadell share and, as a result, the applicable exchange ratio was adjusted to one BBVA share and €0.29 for each 5.3456 Banco Sabadell shares tendered and not withdrawn (which is the result of dividing €10.24 per BBVA share by €1.9156 per *ex-dividend* Banco Sabadell share).

On April 10, 2025, BBVA paid a dividend of €0.41 per BBVA share and, as a result, BBVA increased the exchange offer consideration to one BBVA share and €0.70 for each 5.3456 Banco Sabadell shares tendered and not withdrawn.

On August 29, 2025, Banco Sabadell paid a dividend of €0.07 per Banco Sabadell share and, as a result, the applicable exchange ratio was adjusted to one BBVA share and €0.70 for each 5.5483 Banco Sabadell shares tendered and not withdrawn (which is the result of dividing €10.24 per BBVA share by €1.8456 per *ex-dividend* Banco Sabadell share).

Further dividends paid by either Banco Sabadell or BBVA could result in further adjustments to the consideration to be paid in the Offer.[6]

B. Conditions to the Offer

Consummation of the Offer (once commenced) will be subject to the satisfaction or waiver (to the extent permitted by law, including in accordance with any applicable timing limitations) of the following conditions (collectively, the "**Conditions**"): (i) in accordance with the provisions of article 13.2.b) of Royal Decree 1066/2007, the acceptance of the Offer by a number of shares of Banco Sabadell that permits BBVA to acquire at least more than half of the voting rights of the Banco Sabadell shares at the end of the acceptance period (excluding any treasury shares held by Banco Sabadell as of that time) (the "**Minimum Acceptance Condition**"); (ii) in accordance with the provisions of article 13.2.d) of Royal Decree 1066/2007, the approval by BBVA's general shareholders' meeting of the increase of its share capital through the issue of new BBVA shares with non-cash contributions in an amount which is sufficient to fully cover the share consideration offered to the shareholders of Banco Sabadell pursuant to the Offer (this Condition was satisfied on July 5, 2024); (iii) in accordance with the provisions of article 26.1 of Royal Decree 1066/2007, the express or tacit authorization of the economic concentration resulting from completion of the Offer by the Spanish antitrust authorities (the economic concentration was authorized by the Spanish antitrust authorities on April 30, 2025, subject to certain commitments assumed by BBVA (the "**CNMC Commitments**"), and an additional condition was imposed by the Spanish Council of Ministers on June 24, 2025, as described below);[7] and (iv) in accordance with the provisions of article 13.2.d) of Royal Decree 1066/2007, the authorization of the indirect acquisition of control of Banco Sabadell's banking subsidiary in the United Kingdom, TSB Bank PLC, by the Prudential Regulation Authority (this Condition was satisfied on September 2, 2024).

The Spanish Council of Ministers issued a decision on June 24, 2025 authorizing the economic concentration resulting from completion of the Offer subject to a condition aimed at protecting the following general interest concerns, other than those relating to the defense of competition: (i) ensuring an adequate maintenance of the objectives of the sectoral regulation linked to support for growth and business activity; (ii) protection of workers; (iii) territorial cohesion; (iv) social policy objectives related to the social work of their respective foundations, financial consumer protection and affordable housing; and (v) promotion of research and technological development (the **"Council of Ministers' Authorization**"). The Council of Ministers' Authorization requires, for a period of three years from June 24, 2025, that each of BBVA and Banco Sabadell maintains its separate legal personality and shareholders' equity (e.g., the entities cannot merge) and preserves its respective autonomy in the management of its operations with the aim of protecting the general interest concerns identified above (the "**Autonomy Condition**"). The Autonomy Condition must be materialized, at least, in the maintenance of autonomous management and decision-making in the respective entities, with a view to maximizing the value of each entity. Following such period of time, the Spanish Secretary of State for Economy and Business Support (*Secretaría de Estado de Economía y Apoyo a la Empresa*)

[6] BBVA is not seeking exemptive relief from Rule 14e-1(b) under the Exchange Act to permit BBVA to increase the consideration being paid in the Offer if BBVA pays a dividend or other distribution after commencement of the Offer and prior to the settlement of the Offer, without extending the Offer period, as BBVA has control over the timing of any declaration and payment of any such dividend or distribution. BBVA undertakes not to make any such payment or distribution during the acceptance period for the Offer.

[7] In accordance with the provisions of article 26.1.c) of Royal Decree 1066/2007, if prior to the end of the acceptance period the antitrust authorities subject their authorization to any condition, an offeror may withdraw an offer. On June 30, 2025, BBVA publicly announced its decision not to withdraw the Offer. As a result, the only condition pending satisfaction or waiver as of the date of this Letter is the Minimum Acceptance Condition.

will evaluate the efficacy of the Autonomy Condition, and the Spanish Council of Ministers will determine whether to extend the Autonomy Condition for an additional maximum period of two years.[8]

C. Duration of Acceptance Period and Withdrawal Rights

Under the Spanish Takeover Regulations, the acceptance period may not be less than 15 calendar days and no more than 70 calendar days. However, given the requirements under U.S. law, the Offer would remain open for a period of at least 20 U.S. business days. Under the Spanish Takeover Regulations, BBVA may extend the acceptance period provided that (i) the extension is announced at least three calendar days prior to the end of the acceptance period (as it may have been extended, if applicable); (ii) the acceptance period (as extended) does not exceed 70 calendar days, and (iii) the extension is communicated in advance to the CNMV. Subsequent offering periods are not allowed in Spain.

Any extension of the acceptance period in the Offer would be done in accordance with Spanish law and, except to the extent permitted pursuant to the relief requested in this Letter, Rule 14e-1 under the Exchange Act.

Banco Sabadell shareholders who tender their Banco Sabadell shares in the Offer may withdraw any such tendered Banco Sabadell shares at any time prior to the last day of the acceptance period.

Under Spanish law, it is not possible to withdraw acceptances from an offer under any circumstances on or after the last day of the acceptance period.

D. Results of the Offer, Waiver of Minimum Acceptance Condition and Settlement

In accordance with Spanish law and practice, the CNMV will inform (the "**CNMV Notification**") BBVA of the number of Banco Sabadell shares tendered in the Offer and not withdrawn within five Spanish stock exchange trading days following the end of the acceptance period. It is only upon receipt of the CNMV Notification that BBVA will know the final number of Banco Sabadell shares tendered in the Offer and whether the Minimum Acceptance Condition has been satisfied. Pursuant to the Spanish Takeover Regulations, BBVA would be permitted to waive the Minimum Acceptance Condition through the first Spanish stock exchange trading day following the date on which BBVA receives the CNMV Notification (i.e., through up to six Spanish stock exchange trading days following the end of the acceptance period). As of the date of this Letter, all other Conditions to the Offer have been satisfied.

After expiration of the acceptance period and satisfaction (or waiver, to the extent permitted by law, including in accordance with any applicable timing limitations and the relief requested in this Letter) of all the Conditions, the Offer would be settled, and BBVA would pay for all Banco Sabadell shares validly tendered and not withdrawn against the issue of BBVA shares and delivery of the related cash consideration. Settlement of the Offer would occur between approximately 10 to 15 Spanish stock exchange trading days after the end of the acceptance period. Upon settlement of the Offer, holders of Banco Sabadell shares who have tendered, and have not withdrawn, their Banco Sabadell shares into the Offer will receive one newly-issued BBVA share and €0.70 in cash for each 5.5483 Banco Sabadell shares (adjusted, as the case may be, as described above).

IV. Discussion and Requested Exemptive and No-Action Relief

[8] Additional information regarding the Council of Ministers' Authorization is provided in BBVA's report on Form 6-K furnished to the SEC on June 24, 2025.

A. *Rule 14e-1(b) - Change in Consideration Offered*

As described above, the consideration under the Offer will be subject to a Downward Adjustment if Banco Sabadell makes any distribution of dividends, reserves or any other type of distribution to its shareholders (regardless of whether it is an ordinary, extraordinary, interim or complementary distribution) prior to the settlement of the Offer, provided that the publication of the result of the Offer in the Official Quotation Bulletins is made on the same day or after the ex-dividend date of such distribution of dividends, reserves or any other type of distribution. Bidders establish such price adjustment mechanisms because the payment of dividends, reserves or any other type of distribution by a target company in a tender offer represents a value leakage from such target, and any such leakage would (if unadjusted for) mean that the offeror would pay the same amount of consideration for such target company even though it would be worth less than it was immediately prior to such distribution. At the same time, the adjustments are economically neutral to a tendering shareholder of the target company as any downward adjustment in the offer consideration would be offset by the distribution received. In Spanish offers, bidders establish these price adjustment mechanisms in the offer announcement, and the CNMV permits such mechanisms, because under applicable Spanish law the bidder would not otherwise be permitted to reduce the offer price in response to a dividend paid by the target.

On March 20, 2025, the annual general shareholders' meeting of Banco Sabadell approved a new shareholder remuneration policy proposed by Banco Sabadell's Board of Directors (the "**New Dividend Policy**"). Based on the resolutions adopted by the annual general shareholders' meeting, the New Dividend Policy is intended to be in place at least through the publication of the results of the Offer. According to the terms of the New Dividend Policy, Banco Sabadell will, as a general rule, distribute annual shareholder remuneration out of the earnings of a given financial year within the month following the annual general shareholders' meeting in which shareholders approve the annual accounts and the allocation of the earnings of the financial year in question, without detriment to the power of the Board of Directors to decide to pay one or more interim dividends prior to that time which, if so decided, Banco Sabadell will seek to satisfy "on 29 August (or next business day) and on 29 December (or next business day) of the financial year against which they are paid."[9] On May 8, 2025, Banco Sabadell announced that it intends to increase the estimated shareholder remuneration for 2024 and 2025 to €3.4 billion, including dividends and share buybacks.[10]

Banco Sabadell paid a €0.08 per share dividend (€429 million in total) on October 1, 2024 and a €0.1244 per share dividend (€670 million in total) on March 28, 2025, in each case out of the earnings for the 2024 financial year. On July 24, 2025, Banco Sabadell announced a dividend of €0.07 per Banco Sabadell share payable on August 29, 2025. While as of the date of this Letter BBVA is not aware of the declaration of any further dividend or distribution by Banco Sabadell other than the extraordinary dividend expected to be paid in 2026, as described above, based on the above announcement and the New Dividend Policy, it is possible that Banco Sabadell declares and pays further dividends or distributions prior to the settlement of the Offer.

[9] Banco Sabadell's financial year ends on December 31.

[10] In addition, at an extraordinary general shareholders' meeting held on August 6, 2025, Banco Sabadell shareholders approved an extraordinary dividend amounting to €0.50 per share, subject to the completion of the proposed sale of Banco Sabadell's subsidiary, TSB plc. If such sale is consummated, the dividend will be paid on the last business day of the month following the receipt of the sale price. As this payment would be after the settlement of the Offer, no Downward Adjustment is expected to arise in connection with such dividend.

Rule 14e-1(b) under the Exchange Act provides that, following an increase or decrease in the consideration offered under a tender offer, the offer must remain open for at least 10 U.S. business days from the date that notice of the increase or decrease is first published or sent or given to securityholders. The Staff has taken the position that if the consideration offered in a tender offer is reduced as a result of a dividend or other distribution made by the target company, then such reduction constitutes a decrease in the consideration offered for purposes of Rule 14e-1(b).[11]

If Banco Sabadell pays a further dividend or other distribution prior to the settlement of the Offer, each Banco Sabadell share will decrease in value as a result of such distribution, and, provided that the publication of the result of the Offer in the Official Quotation Bulletins is made on the same day or after the ex-dividend date of such distribution of dividends, reserves or any other type of distribution, BBVA will revise the proposed exchange ratio in order to account for the value of such distribution pursuant to the Downward Adjustment. While the Downward Adjustment would be purely mechanical, as a result thereof, BBVA would be required to extend the Offer to the extent required by Rule 14e-1(b).

We hereby respectfully request on behalf of BBVA that the Staff grant exemptive relief to BBVA from the provisions of Rule 14e-1(b) under the Exchange Act to permit BBVA to offer consideration which would decrease as a result of dividend payments or other distributions made by Banco Sabadell without extending the acceptance period by 10 U.S. business days as required by Rule 14e-1(b). In this regard, we note the Staff's grant of relief to Nordic Telephone Company[12] to permit the offer price to decrease as a result of dividend payments or other distributions made by the target company.[13] In this case, the company seeking relief was not required to comply with the requirement to extend the offer by 10 U.S. business days.

The Offer Document will disclose that, if Banco Sabadell pays a dividend or other distribution prior to the settlement of the Offer, and provided that the publication of the result of the Offer in the Official Quotation Bulletins is made on the same day or after the ex-dividend date of such dividend or other distribution, the consideration under the Offer will be reduced pursuant to the Downward Adjustment. Further, the Offer Document will disclose that, if there is a Downward Adjustment, BBVA will not extend the acceptance period by 10 U.S. business days as required by Rule 14e-1(b). In addition, if there is a Downward Adjustment, BBVA will disseminate an announcement of the reduction through a press release. BBVA will file the announcement with the Commission via the EDGAR filing system on the date that the announcement is made. BBVA will also make an "other relevant information" filing with the CNMV in Spain.

B. Rule 14d-4(d)(2) – Waiver of Minimum Acceptance Condition

Rule 14d-4(d)(2)(i) under the Exchange Act requires that, in the event of a material change other than price or share levels, an exchange offer must remain open for at least five U.S. business days from the date that the related material changes to the tender offer materials are disseminated to security

[11] See Guidance on Mini-Tender Offers and Limited Partnership Tender Offers, Release No. 34-43069 (July 24, 2000): "We believe that a bidder's intent to reduce the offering price based on distributions made to security holders by the target company and fees imposed by the bidder is material information. In describing the offer price, the bidder should disclose, if applicable, that the price may be reduced by any distributions or fees and the amount, if known. If the bidder changes the price, the tender offer would need to be extended for 10 business days as provided by Rule 14e-1(b)."

[12] Nordic Telephone Company Aps, SEC No-Action Letter (January 3, 2006).

[13] The Staff has also previously granted exemptive relief under Rule 14e-1(b), albeit under different circumstances, to E.ON Zwolfte Verwaltungs GmbH, SEC No-Action Letter (December 6, 2006) and ENEL Società per Azioni, SEC No-Action Letter (July 3, 2007) in connection with potential reductions in the offer price upon the payment of a dividend by the target.

holders. In Release No. 33-7760 (October 22, 1999),[14] the Commission stated that it believed the time periods set forth in Rule 14d-4(d)(2) represent general guidelines that should be applied uniformly to all tender offers, including those that, like the Offer, are subject only to Regulation 14E.

The Commission has held that a waiver of a minimum acceptance condition is a material change in the terms of an offer. According to the Commission: "The U.S. rules require that at least five business days remain in an offer following the waiver of the minimum tender condition. This permits investors to learn of, and react to, this material change to the offer. The concern is that certain security holders may want to withdraw if the bidder lowers the minimum condition, while others may want to tender into the offer."[15]

We note that in determining whether to make the critical decision to waive the Minimum Acceptance Condition, BBVA and its advisors will need to have complete, accurate information about the final number of Banco Sabadell shares tendered into the Offer, and thus the resulting percentage ownership BBVA would have in Banco Sabadell, at the time any such decision is made.[16] Because of the tendency in tender offers, including in Spain, for the bulk of the shares to be tendered near the end of the offer's acceptance period, this information will not be available until after the end of the acceptance period. Further, unlike in the United States, where employment of a single exchange agent permits bidders to know at any point in the offering period the number of securities then-tendered, centralizing and counting tendered securities in Spanish tenders take an extended period of time due to the mechanics of the tender process.[17] Consequently, on account of Spanish law and practice, BBVA will be in a position to make an informed decision whether to waive the Minimum Acceptance Condition only after receipt of the CNMV Notification, which will occur within five Spanish stock exchange trading days after the end of the acceptance period, as described above.

Further, under Spanish law, BBVA will not be permitted to extend the acceptance period, or to provide for a subsequent offer period, after the end of the acceptance period.[18] Accordingly, absent the relief requested in this Letter, BBVA would not be permitted to waive the Minimum Acceptance Condition after the end of the acceptance period, even though any waiver at such time through the first Spanish stock exchange trading day following the date on which BBVA receives the CNMV Notification (i.e.,

[14] Regulation of Takeovers and Security Holder Communications, Release No. 33-7760 (October 22, 1999).

[15] Cross-Border Tender Offers, Business Combinations and Rights Offerings, Proposed Rules, Release No. 33-7611 (November 13, 1998).

[16] This is particularly important in the context of the Offer given that, pursuant to Royal Decree 1066/2007, BBVA will be required to launch a mandatory tender offer for any untendered Banco Sabadell shares if BBVA acquires Banco Sabadell shares representing 30% or more (but less than 50%) of Banco Sabadell's voting rights following completion of the Offer (a "**Mandatory Tender Offer**"). Pursuant to article 9 of Royal Decree 1066/2007, such Mandatory Tender Offer would need to be made at an "equitable price" in cash that may not be lower than the highest price that BBVA, or persons acting in concert therewith, has paid or agreed to pay for Banco Sabadell shares during the 12 months prior to the announcement of such Mandatory Tender Offer, calculated in accordance with article 9.2.e) of Royal Decree 1066/2007. Pursuant to Royal Decree 1066/2007, as an alternative to cash consideration, BBVA may (but it is not obligated to) also offer BBVA shares, or a combination of cash and BBVA shares, pursuant to a Mandatory Tender Offer, at the election of any tendering Banco Sabadell shareholders (so that such tendering Banco Sabadell shareholders could elect to receive the cash consideration or the alternative consideration of BBVA shares or a combination of cash and BBVA shares).

[17] Holders of Banco Sabadell shares who wish to tender their Banco Sabadell shares into the Offer will be able to submit their declaration of acceptance in writing to the Iberclear participant where their Banco Sabadell shares are deposited, either in person, by electronic means or by any other means permitted by such Iberclear participant.

[18] However, to the extent BBVA waives the Minimum Acceptance Condition and, therefore, acquires at least 30% (but less than 50%) of the voting rights of the Banco Sabadell shares at the end of the acceptance period (excluding any treasury shares held by Banco Sabadell as of that time), BBVA will be required to launch a Mandatory Tender Offer within one month after settlement of the Offer, and Banco Sabadell shareholders that do not tender their Banco Sabadell shares in the Offer will be able to tender such shares in such Mandatory Tender Offer. As a result, such shareholders would – similar to in the context of a subsequent offering period – have the opportunity to sell their shares to the offeror.

through up to six Spanish stock exchange trading days following the end of the acceptance period) would be permitted by Spanish law and practice.

As of the date of this Letter, BBVA does not intend to waive the Minimum Acceptance Condition. However, based on future facts and circumstances, it is possible that BBVA will determine that it is appropriate to waive the Minimum Acceptance Condition. Any decision to waive the Minimum Acceptance Condition would be based on, among other factors, the number of Banco Sabadell shares tendered in the Offer and not withdrawn, the price per Banco Sabadell share that BBVA would be required to offer in any subsequent Mandatory Tender Offer, business developments, macroeconomic developments and conditions, and prevailing market conditions. BBVA undertakes not to waive the Minimum Acceptance Condition if the number of Banco Sabadell shares tendered and not withdrawn in the Offer would not permit BBVA to acquire at least 30% of the voting rights of the Banco Sabadell shares (excluding any treasury shares held by Banco Sabadell as of that time). Acquiring a 30% stake would give BBVA a controlling interest in Banco Sabadell for purposes of Royal Decree 1066/2007. As a result, pursuant to Royal Decree 1066/2007, BBVA would be required within one month after settlement of the Offer to launch a Mandatory Tender Offer for any untendered Banco Sabadell shares.[19]

The Staff has provided relief to certain bidders in Spain to permit them to waive the minimum acceptance condition after the expiration of their offer, without extending the offer period (or withdrawal rights) after such waiver, in accordance with Spanish law and practice, subject to such bidders providing certain procedural and disclosure protections.[20]

We hereby respectfully request on behalf of BBVA no-action relief with respect to Rule 14d-4(d)(2) under the Exchange Act to permit BBVA, in the event that the Minimum Acceptance Condition has not been satisfied, to waive the Minimum Acceptance Condition to the extent described herein following the expiration of the Offer in accordance with Spanish law and practice, without extending the acceptance period of the Offer, subject to the disclosure protections described below:

- The Offer Document will disclose that BBVA may waive the Minimum Acceptance Condition if the number of Banco Sabadell shares tendered in the Offer permits BBVA to acquire at least 30% of the voting rights of the Banco Sabadell shares at the end of the acceptance period (excluding any treasury shares held by Banco Sabadell as of that time).

- The Offer Document will describe the procedure for waiving the Minimum Acceptance Condition under Spanish law and practice.

[19] See the discussion above in footnote 16.

[20] See E.ON Zwolfte Verwaltungs GmbH, SEC No-Action Letter (December 6, 2006) and ENEL Società per Azioni, SEC No-Action Letter (July 3, 2007). Such no-action letters refer to the Staff interpretation set forth in Cross-Border Tender Offers, Business Combinations and Rights Offerings, Proposed Rules, Release No. 33-7611 (November 13, 1998) on the application of Rule 14d-4(d) under the Exchange Act to the reduction and waiver of a minimum acceptance condition without providing withdrawal rights by a bidder eligible for the Tier II Relief. The Staff reaffirmed the premise for this interpretive position in Commission Guidance and Revisions to the Cross-Border Tender Offer, Exchange Offer, Rights Offering, and Business Combination Rules and Beneficial Ownership Reporting Rules for Certain Foreign Institutions, Final Rule and Interpretation, Release No. 33-8957 (September 19, 2008), but supplemented the conditions that must be satisfied in order for such a bidder to waive or reduce the minimum acceptance condition in an offer without providing withdrawal rights after such reduction or waiver (the "**Interpretation**").

We note that the Commission has granted relief that goes beyond the Interpretation in Swedish Match AB, SEC No-Action Letter (June 27, 2022) and Oak Leaf B.V., SEC No-Action Letter (May 21, 2013) (where the relevant offers did not qualify for Tier II Relief).

- The Offer Document will fully discuss the potential impact of the waiver of the Minimum Acceptance Condition, including, specifically, how BBVA's resulting ownership percentage may affect synergies, the pro forma financial information and the estimated impact of the Offer on BBVA's capital ratio.[21] It will also discuss that any waiver would lead to a requirement that BBVA launch a Mandatory Tender Offer for any untendered Banco Sabadell shares, and that such offer would need to be made at an "equitable price" in cash in accordance with Article 9.2.e) of Royal Decree 1066/2007.[22]

- Further, the Offer Document will caution shareholders not to tender their Banco Sabadell shares if their willingness to tender into the Offer would be affected by a waiver of the Minimum Acceptance Condition on the above terms.[23]

Finally, we would note that the relevance of the Minimum Acceptance Condition is mitigated in the context of the Offer. First, any waiver will trigger an obligation for BBVA to undertake a Mandatory Tender Offer shortly following completion of the Offer. Thus, even if the Minimum Acceptance Condition is waived and BBVA therefore acquires pursuant to the Offer an interest in Banco Sabadell below the interest required to satisfy the Minimum Acceptance Condition, BBVA's interest in Banco Sabadell may increase shortly thereafter pursuant to the Mandatory Tender Offer. Second, the CNMC Commitments and the Council of Ministers' Authorization subject BBVA and Banco Sabadell to certain commitments and limitations described above. A waiver of the Minimum Acceptance Condition to a level below a majority interest is potentially less significant to tendering Banco Sabadell shareholders than in circumstances where the bidder is not required to undertake a further tender offer or subject to similar commitments and limitations.

C. Rule 14d-7 under the Exchange Act and Section 14(d)(5) of the Exchange Act – Withdrawal Rights upon Early Commencement

As discussed above, pursuant to the Spanish Takeover Regulations, once authorization of the Offer is granted by the CNMV, BBVA will be required to disseminate the Offer by making an announcement in the Official Quotation Bulletins and in at least one national newspaper in Spain no later than five business days after receiving notification from the CNMV that the relevant authorization has been granted. Pursuant to Spanish law, the Offer would open, and the acceptance period would commence, on the first Spanish stock exchange trading day following the date of publication of the first of the abovementioned announcements. As BBVA does not have control over the specific timing of the CNMV's authorization of the Offer, it is possible that the CNMV's authorization would be granted, and the Offer commenced, pursuant to these requirements prior to the time the registration statement on Form F-4 for the Offer is declared effective.

[21] When including the relevant disclosure, BBVA would give due consideration to the fact that the Offer Document must include all information necessary for investors to make an informed investment decision.

[22] The Offer Document will also indicate that, once a Mandatory Tender Offer process (if applicable) is completed, BBVA will be permitted under Spanish law to freely acquire Banco Sabadell shares in the market, giving it the possibility of further increasing its interest in Banco Sabadell.

[23] Given the fact that the Minimum Acceptance Condition could be waived and the potential impact of any such waiver will be fully disclosed in the Offer Document disseminated to shareholders at the commencement of the acceptance period, we see *de minimis* additional benefit in issuing a press release or other announcement regarding a potential waiver at any other time during the acceptance period. In addition, any publication of a notice similar to the one required by the Interpretation to be made five U.S. business days prior to the scheduled expiration date of the Offer could be misinterpreted by investors to imply that BBVA had information at such time suggesting that the Minimum Acceptance Condition would not be met. However, as discussed above, due to the tendency for shareholders to tender their shares at the end of the acceptance period, and given the decentralized nature of the tender offer mechanics in Spain, BBVA will have very limited visibility on the amount of shares effectively tendered and not withdrawn during the acceptance period until the end of such acceptance period.

Rule 162 under the Securities Act permits an offeror to commence an exchange offer (often referred to as "early commencement") before the registration statement relating to the offeror's securities is declared effective if the offer is subject to Rule 13e-4 or Rules 14d-1 through 14d-11 under the Exchange Act or if, among other things, the offeror provides withdrawal rights to the same extent as would be required if the exchange offer were subject to the requirements of Rules 14d-1 through 14d-11 under the Exchange Act, and so long as no tendered securities are purchased until the registration statement is declared effective and the offer has expired.

The Offer is not subject to Rule 13e-4 or Rules 14d-1 through 14d-11 under the Exchange Act[24] and, absent any requirement derived from reliance on Rule 162, the U.S. tender offer rules and regulations that are applicable to the Offer would not require that BBVA provide withdrawal rights at any time to holders of Banco Sabadell shares in connection with the Offer.[25]

Absent the relief requested here, in order for BBVA to commence the Offer before its registration statement on Form F-4 is declared effective in reliance on Rule 162, BBVA would have to provide withdrawal rights throughout the entire acceptance period for an offer, i.e., through the expiration of the offer, pursuant to Rule 14d-7 under the Exchange Act.[26] Furthermore, BBVA would be required to provide "back-end" withdrawal rights to the same extent as would be required by Section 14(d)(5) of the Exchange Act.[27]

Pursuant to the Spanish Takeover Regulations, holders of Banco Sabadell shares will have withdrawal rights in connection with the Offer. However, under the Spanish Takeover Regulations, such withdrawal rights will be available only prior to the last day of the acceptance period. Put another way, under the Spanish Takeover Regulations, such withdrawal rights will expire on the day prior to the last day of the acceptance period of the Offer,[28] whereas Rule 14d-7 would require that such withdrawal rights be provided through the expiration of the Offer. Further, Section 14(d)(5) of the Exchange Act would require that "back-end" withdrawal rights be provided, if applicable, until settlement of the Offer.

We hereby respectfully request on behalf of BBVA that the Staff grant no-action relief to BBVA with respect to Rule 14d-7 under the Exchange Act and Section 14(d)(5) of the Exchange Act, so that BBVA may rely, if necessary, on Rule 162 under the Securities Act to commence the Offer before its registration statement on Form F-4 is declared effective, despite the fact withdrawal rights would be provided in connection with the Offer only through the day prior to the last day of the acceptance period as required by the Spanish Takeover Regulations, rather than through the expiration of the Offer, as would be required by Rule 14d-7, and that "back-end" withdrawal rights would not be provided after the expiration of the Offer.

We do not believe that permitting early commencement of the Offer in the circumstances contemplated herein would materially prejudice Banco Sabadell shareholders, as they would continue

[24] As noted above, the Banco Sabadell shares are not registered under Section 12 of the Exchange Act.

[25] As noted above, Commission rules do not mandate withdrawal rights be provided in connection with Regulation 14E-only offers.

[26] See Rule 14d-7 under the Exchange Act: "any person who has deposited securities pursuant to a tender offer has the right to withdraw any such securities during the period such offer request or invitation remains open."

[27] Section 14(d)(5) of the Exchange Act generally requires that withdrawal rights be exercisable at any time after 60 days from the date of commencement of the offer if tendered securities have not been accepted for payment within 60 days after the commencement of the offer.

[28] This would be the case even if BBVA were to waive the Minimum Acceptance Condition after the expiration of the acceptance period pursuant to Spanish law and practice. In particular, pursuant to Spanish law and practice, BBVA may waive the Minimum Acceptance Condition after receipt of the CNMV Notification, which will occur within five Spanish stock exchange trading days after the end of the acceptance period, without having to extend the offer period or provide withdrawal rights.

to be able to withdraw any tendered securities through the day prior to the last day of the acceptance period as required by the Spanish Takeover Regulations. Furthermore, we do not believe that reliance on Rule 162 to permit early commencement of a cross-border exchange offer should be precluded in circumstances such as those present here where there is a direct conflict between Spanish and U.S. law. In addition, in view of the significant protections provided under Spanish law to Banco Sabadell shareholders, we believe that considerations of international comity with Spanish law should be taken into account.

As a condition to the relief being requested, BBVA will undertake to extend the acceptance period as may be required so that withdrawal rights are available to Banco Sabadell shareholders for at least five U.S. business days following the date the registration statement on Form F-4 is declared effective by the SEC. In addition, the Offer Document will disclose that withdrawal rights may be exercised at any time prior to the last day of the acceptance period. Further, if any material change occurs in the information published, sent or given to Banco Sabadell shareholders prior to the effectiveness of the registration statement, BBVA will disseminate such information in a manner reasonably designed to inform Banco Sabadell shareholders of such change and comply, except to the extent permitted pursuant to the relief requested in this Letter, with the minimum periods during which, pursuant to the provisions of Rules 14d-4(b) and (d) under the Exchange Act, the Offer must remain open (with withdrawal rights exercisable prior to the last day of the acceptance period) after notice of such change is provided to Banco Sabadell shareholders. In addition, BBVA undertakes not to purchase any Banco Sabadell shares pursuant to the Offer until the registration statement is declared effective.

* * *

We appreciate the Staff's consideration of these matters. If you require any further information or have any questions regarding this request, please contact the undersigned at +34 91 768 9610.

Sincerely yours,

Michael J. Willisch

cc: Javier Álvarez-Cienfuegos, BBVA

#22298852v40

GARRIGUES

2 September 2025

Division of Corporation Finance
Securities and Exchange Commission
100 F Street, N.E.
Washington, D.C. 20549
U.S.A.

Attn: Ms. Tiffany Posil, Chief, Office of Mergers and Acquisitions
Mr. David Plattner, Special Counsel, Office of Mergers and Acquisitions
Mr. Shane Callaghan, Special Counsel, Office of Mergers and Acquisitions

Dear Ms. Posil and Messrs. Plattner and Callaghan:

Refence is made to the exchange offer by Banco Bilbao Vizcaya Argentaria, S.A. (“**BBVA**”) to all shareholders of Banco de Sabadell, S.A. (“**Banco Sabadell**”), to acquire all the issued and outstanding registered shares of Banco Sabadell, announced on 9 May 2024 (the “**Offer**”).

J&A Garrigues, S.L.P. is acting as Spanish counsel to BBVA in connection with the Offer.

In such capacity, we have reviewed the letter, dated 2 September 2025, prepared by Davis Polk & Wardwell LLP on behalf of BBVA requesting exemptive relief from Rule 14e-1(b) under the Securities Exchange Act of 1934, as amended (the **“Exchange Act**”), and no-action relief with respect to Rule 14d-4(d)(2) and Rule 14d-7 under the Exchange Act and Section 14(d)(5) of the Exchange Act, in connection with the Offer as described therein (the “**Letter**”). We hereby confirm that we believe that the descriptions of Spanish law, regulation and practice in the Letter are fair, complete and accurate as such relate to the Offer.

The foregoing confirmation is limited to matters involving the laws of the Kingdom of Spain in force as of today and is not to be read as extending by implication to any other matters not referred to therein. This letter is issued on the basis that it will be governed by, and construed in accordance with, Spanish law, and that all matters between the addressee of this letter and us (in particular, those regarding interpretation) will be brought before the Spanish courts.

This letter is provided solely for the benefit of the addressee in connection with the transaction contemplated in the Letter and may not be used or relied upon by any other person for any other purpose.

Yours sincerely,

J&A Garrigues, S.L.P.

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