

PROPOSED RESOLUTIONS RATIFYING THE APPOINTMENT OF DIRECTORS; ITEM 3 (J) OF THE AGENDA OF THE 2012 ORDINARY GENERAL MEETING OF BANKIA, S.A.

The Company's Board of Directors unanimously resolved on 8 June 2012 to bring before the shareholders in the Ordinary General Meeting called for 29 June 2012, at first call, and 30 June 2012, at second call, the following proposed resolutions, for approval or otherwise, under section (j) of the third point on the agenda:

3. Ratification of directors appointed by co-option

"j) Ratify, in compliance with the prevailing statutory and bylaw provisions, the appointment of the following Directors:

- (i) Mr. Álvaro Rengifo Abbad, in the category of "Independent Director", in accordance with the report and proposal of the Appointments and Remuneration Committee, appointed by the co-option procedure by virtue of the resolution approved by the Board of Directors at its meeting of 8 June 2012, at which the new Director stated his formal acceptance and joined the Board of Directors, for a term of office subject to the same expiry date as that of the previous Director he replaces Mr. Álvaro de Ulloa Suelves.*
- (ii) Mr. Alfredo Lafita Pardo, in the category of "Independent Director", in accordance with the report and proposal of the Appointments and Remuneration Committee, appointed by the co-option procedure by virtue of the resolution approved by the Board of Directors at its meeting of 8 June 2012, at which the new Director stated his formal acceptance and joined the Board of Directors, for a term of office subject to the same expiry date as that of the previous Director he replaces Mr. Arturo Fernández Álvarez."*

A brief curriculum vitae of the new directors whose appointment is submitted to the General Meeting for ratification is included below:

Alfredo Lafita. State Attorney, director-secretary of Fundación Juan March, trustee of Fundación de Ayuda contra la Drogadicción and director in Diana Capital. He has served as executive vice chairman of Banca March, chairman of Banco de Asturias and Banco NatWest España, vice chairman of Banco Guipuzcoano and director in Signet Bank of Virginia. He has also held directorships in Corporación Financiera Alba, Philip Morris España, FG de Inversiones Bursátiles, Larios and Grupo Zeltia, as well as serving as director and founder of the Cambio 16 Group.

Álvaro Rengifo. State Economics and Trade Expert, with a Degree in Economics and Business Studies. He is chairman of the Bombardier group in Spain. He has served as general manager of the international commercial department of the Isolux Corsán Group, general manager for international operations of the Leche Pascual Group, and executive director of the Inter-American Development Bank.