

REPORT ON RESOLUTION FOURTEEN ON THE AGENDA OF THE ORDINARY GENERAL MEETING OF BANKIA, S.A. FOR THE PURPOSES OF ARTICLE 518 (D) OF THE CORPORATIONS LAW.

On 25 May 2012 the Board of Directors of Bankia, S.A. (hereinafter, “**Bankia**” or the “**Company**”) resolved to call the Ordinary General Meeting of the Company to be held on 29 June 2012 on first call and 30 June on second call. Point fourteen on the agenda of this General Meeting is as follows: “*Submission for consultative vote of the Report on the Plan for Restructuring, Viability and Improved Corporate Governance*” (hereinafter, the “**Report on the Plan**”).

Following the presentation by the “BFA-Bankia Group at the end of the March 2012 of a clean-up and restructuring plan which included measures that would allow it to comply with Royal Decree-Law 2/2012 and normalise its financial situation”, as announced in the statement issued by the Bank of Spain on 9 May 2012, the Bank of Spain, on that same date, called on the BFA-Bankia Group, among other measures, to also present a “reinforced financial restructuring plan that would put BFA-Bankia in a position to face the future with total confidence”.

Said plan is the Plan for Restructuring, Viability and Improved Corporate Governance (hereinafter, the “**Plan**”) that is the subject of the Report to which item fourteen on the agenda refers.

As the Plan is still in preparation and the Report on the Plan is expected to be made available to shareholders after the date of publication of the notice of the General Meeting, the Board has resolved, pursuant to article 518 (D) of Legislative Royal Decree 1/2010 of 2 July enacting the consolidated text of the Corporations Law (hereinafter, “**LSC**”), to issue this report to clarify that the Report on the Plan will not be made available to shareholders on the occasion of the General Meeting call.

PURPOSE OF AND REASON FOR THIS REPORT

As the Plan is still in preparation, the Report on the Plan will be made available to shareholders once the Plan has been completed.

Given the current situation of the Spanish economy and the forthcoming changes to the shareholder structure of Banco Financiero y de Ahorros, S.A. (hereinafter “**BFA**”), following the formal request by the Board of Directors on 9 May 2012 for the conversion of the preferred participating securities issued by BFA on 3 December 2010, which was accepted by the Governing Committee of the Fund for Orderly Bank Restructuring (hereinafter the “**FROB**”) in its session on 14 May 2012, the FROB will become a shareholder of BFA. Following the appointment of Mr. José Ignacio Goirigolzarri Tallaeché to the Office of Chairman of BFA and Bankia, the persons responsible for the management and administration of BFA are working, as requested by the Bank of Spain, to design and prepare the Plan, which is different from the plan that was in preparation before the aforementioned changes took place.

It should be pointed out that, according to the statement issued by the Ministry of Economy and Competitiveness on 9 May 2012, “the acquisition of an equity interest (in Banco Financiero y de Ahorros) is considered a first step to guarantee capital adequacy, reassure the markets and dispel the doubts of the markets regarding the institution’s capital needs” and that, according to

the same statement, “the Government will contribute the capital that is strictly necessary in order to carry out the required restructuring and put said plans into effect. The government is thus convinced that Bankia will make best use of its potential to continue to play a fundamental role in the Spanish banking industry.”

Both the Ministry of Economy and Competitiveness, the Bank of Spain and the FROB have acknowledged receipt of the request addressed by Banco Financiero y de Ahorros to the FROB for a capital contribution in the amount of nineteen billion euros and have informed BFA that they will immediately examine the Plan that BFA must submit in order for the FROB to be able to provide the requested financial support.

Consequently, in view of the fact that on the date of publication of the General Meeting call the Report on the Plan will not be ready to be made available to the shareholders so that they may evaluate it, the Company’s Board of Directors has issued this report in relation to the abovementioned point on the agenda.

Once the Board of Directors has prepared and approved the Plan, without prejudice to the need for the Plan to be submitted to the competent government and regulatory bodies, the Board of Directors will immediately publish and disseminate the Report on the Plan through the channels prescribed by law, so that it is brought to the attention of the Company’s shareholders in the exercise of their right to information.

Madrid, 25 May 2012.