

## ORDINARY GENERAL MEETING OF SHAREHOLDERS, JUNE 2013

Card of Attendance, Proxy and Remote Voting for the Ordinary General Meeting of Bankia, S.A. to be held in Valencia, at the Palacio de Congresos – Avenida de las Cortes Valencianas no. 60, on 25 June 2013, at 12 noon, at first call or, in the absence of the requisite quorum, at second call, on 26 June 2013, at the same place and time, (although it is probable that the Meeting will be held on the first call). The doors of the meeting venue will be opened so that shareholders can enter and attend from 10.00 am onwards.

Shareholders may also vote by proxy or remotely, by electronic means, as indicated on the reverse of this card and on the Bank's website (www.bankia.com).

### ATTENDANCE

#### Shareholders who wish to attend the General Meeting in person

Any shareholder who wishes to attend the General Meeting in person must sign this card in the space below and present it on the day of the Meeting at the place where the Meeting is held.

#### Signature of the shareholder who is to attend in person

BANKIA, S.A.  
The General Secretary

..... [place], ..... [day] ..... [month], 2013

Shareholder Number:



Number of Shares:

### PROXY

### REMOTE VOTING

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The holder of this card may grant a proxy or vote remotely by filling out the appropriate fields in the table of points on the Agenda and by signing the proxy appointment or remote voting section, as appropriate. If both sections are signed, remote voting will prevail and the proxy appointment will be void.

#### Shareholders wishing to appoint a proxy

The shareholder in whose name this card was issued appoints the following person as a proxy:

(Check only one of the following boxes and, where applicable, name the proxy. For this proxy to be valid, the shareholder who appoints the proxy must sign in the space provided.)

1.  The Chairman of the Board of Directors.

2.  .....

Any proxy appointment that does not name the individual or legal entity who is to hold the proxy will be deemed to appoint the Chairman of the Board of Directors. If the proxy holder appointed as described above has a conflict of interest in the vote on any of the proposals, whether on the agenda or not, that are submitted to the vote of the General Meeting, the proxy will be deemed to be given to the General Secretary of Bankia, except in cases where precise voting instructions have been given for each of said proposals. If the General Secretary of Bankia is likewise subject to a conflict of interest, he/she shall abstain.

#### Shareholders who wish to vote remotely in relation to the proposals on the Agenda

If, before the General Meeting is held, the shareholder in whose name this card was issued wishes to vote remotely in relation to the proposals on the Agenda of this General Meeting, said shareholder must check the appropriate box to indicate a vote in favour, against, or abstention.

Remote voting on proposals not included in the agenda is not permitted. If, in relation to any point on the Agenda, no box is checked, it will be understood that the shareholder votes in favour of the Board of Directors' proposal.

In any case, besides the provisions of the Law, the Bylaws and the General Meeting Regulations, any rules stated in the notice of General Meeting or on the Bankia website (www.bankia.com) must also be followed.

To give voting instructions, check the appropriate box in the following table. If no instructions are given, the proxy will vote on the proposals as he/she deems fit.

Point on the agenda	1.1	1.2	1.3	1.4	1.5	2	3	4	5	6	7	8	9	10	11	12	13
In favour																	
Against																	
Abstention																	
Blank																	

#### Proposals on points not included in the Agenda

The proxy extends to proposals on points not included in the Agenda. In such cases the proxy will vote on the proposal as he/she deems fit.

If you do not wish this to be the case, check the "NO" box below, in which case it will be understood that the shareholder instructs the proxy to abstain.

NO

### PROXY

#### Signature of the shareholder who appoints the proxy

..... [place], ..... [day] ..... [month], 2013

Any shareholder who votes remotely will be considered present for quorum purposes.

### REMOTE VOTING

#### Signature of the shareholder who is to vote remotely

..... [place], ..... [day] ..... [month], 2013

Shareholder Number:

Number of Shares:



## RIGHT OF ATTENDANCE

The Meeting may be attended by all shareholders holding one or more shares registered in the accounting record at least 5 days before the date of the Meeting.

### SHAREHOLDERS WISHING TO APPOINT A PROXY BY MEANS OF THIS CARD

Any shareholder who does not propose to attend may appoint any other individual or legal entity as his/her proxy. To do this the shareholder must complete the proxy appointment form on the other side of this card and sign it in the space provided. The proxy form may be delivered to the Bank by hand or by regular mail, in accordance with the Bylaws and the General Meeting Regulations. Any rules stated in the notice of General Meeting or on the Bankia website ([www.bankia.com](http://www.bankia.com)) must also be followed.

### SHAREHOLDERS WISHING TO VOTE REMOTELY PRIOR TO THE SHAREHOLDERS' MEETING BY MEANS OF THIS CARD

Any shareholder who does not propose to attend and who does not wish to appoint a proxy may vote remotely on the points on the Agenda. To do this the shareholder must complete the remote voting space on the other side of this card and sign it in the space provided. Any shareholder who votes remotely will be considered present for quorum purposes. Remote votes may be delivered to the Bank by hand or by regular mail, in accordance with the Bylaws and the General Meeting Regulations. Any rules stated in the notice of General Meeting or ([www.bankia.com](http://www.bankia.com)) must also be followed.

### PROXY APPOINTMENT AND REMOTE VOTING PRIOR TO THE GENERAL MEETING BY ELECTRONIC MEANS

Shareholders may also appoint a proxy or vote on the points on the Agenda of the General Meeting, prior to the date of the Meeting, by electronic means, in accordance with the provisions of the Bylaws and the General Meeting Regulations. To do this they must follow the rules included in the notice of General Meeting and on the Bank's website ([www.bankia.com](http://www.bankia.com)).

## AGENDA

1. Approval of the Annual Accounts and Management Report of BANKIA and of its consolidated Group have been included in an audit report. Allocation of results. Approval of the corporate management for the period from 1 January to 25 May 2012 and 25 May and 31 December 2012. All of the above in reference to the year closed on 31 December 2012.
  - 1.1. Approval of the Bankia Annual Accounts and Individual Management Report.
  - 1.2. Approval of the Bankia Group Annual Accounts and Consolidated Management Report.
  - 1.3. Approval of the company management carried out by the Company Board between 1 January 2012 and 25 May 2012.
  - 1.4. Approval of the company management carried out by the Company Board between 25 May 2012 and 31 December 2012.
  - 1.5. Allocation of results.
2. Agreement on the allocation of losses of the reserve generated by the capital reductions approved by the Steering Committee of the Fund for Orderly Bank Restructuring (FROB) by virtue of its resolution of 16 April 2013, published in the Official State Gazette on 18 April 2013, and use of the issuance premium reserve to compensate for losses.
3. Designation of the accounts auditor for the Company and its consolidated group for the years 2013, 2014 and 2015.
4. Approval of the amendment of the following articles of the Corporate Bylaws: section 2 of Article 23 ("Call to the General Meeting"), section 1 of Article 26 ("Place and time of the meeting"), section 1 of Article 37 ("Quantitative composition of the Board"), section 1 of Article 38 ("Qualitative composition of the Board"), section 1 of Article 41 ("Meetings of the Board of Directors"), section 1 and 2 of Article 44 ("Board of Directors posts and committees"), section 1 of Article 45 ("Executive Committee"), sections 1, 2 and 3 of Article 46 ("Audit and Compliance Committee"), sections 1 and 3 of Article 47 ("Appointments and Remuneration Committee") and section 4 of Article 49 ("Remuneration of Directors"), in order to incorporate certain technical improvements in this set of articles relating to the General Meeting and the Board of Directors, and to adapt them to the Unified Good Governance Code for Listed Companies published by the National Securities Market Commission.
5. Delegation to the Board of Directors of the authority to increase the share capital by up to a maximum of 50% of the subscribed share capital, by means of one or more increases at any time within a maximum of five years, by means of cash contributions, with authority, if applicable, to disapply preferential subscription rights, annulling the delegation of authority conferred at the previous General Meeting.
6. Delegation to the Board of Directors of the authority to issue securities convertible into and/or exchangeable for shares of the Company, as well as warrants or other similar securities that may directly or indirectly entitle the holder to subscribe for or acquire shares of the Company, for an aggregate amount of up to five thousand million (5,000,000,000) euros; as well as the authority to increase the share capital in the requisite amount, and the authority, if applicable, to disapply preferential subscription rights.
7. Delegation to the Board of Directors of the authority to issue debentures, bonds and other straight non-convertible fixed-income securities (including, inter alia, asset-backed notes and commercial paper), warrants and instruments, up to a maximum of thirty thousand million (30,000,000,000) euros and promissory notes up to a maximum of fifteen thousand million (15,000,000,000) euros, subject to the limits and to the requirements laid down in the Spanish Corporations Act (Ley de Sociedades de Capital — LSC), for a maximum term of five years as from the time this resolution is adopted.
8. Authorisation for the Board of Directors to derivatively acquire its own shares, subject to the limits and to the requirements established by the Spanish Corporations Act (Ley de Sociedades de Capital — LSC), with express authority to reduce, if applicable, the share capital one or more times in order to retire the own shares acquired. Delegation within the Board of Directors of the authority to execute this resolution.
9. Approval of the merger by absorption of the companies BANKIA, S.A. (absorbing company) and BANCAJA GESTIÓN DE ACTIVOS, S.L.U. (absorbed company). Approval of the merger plan approved and signed by the management bodies of the companies involved, dated 14 May 2013. Approval of the balance of BANKIA, S.A. as of 31 December 2012, verified by the Company's accounts auditor, as the balance of the merger. Inclusion of the merger under the special tax regime provided for in Chapter VIII of the Revised Text of the Corporate Tax Law, approved by Legislative Royal Decree 4/2004, of 5 March.
10. Approval of the merger by absorption of the companies BANKIA, S.A. (absorbing company) and BANKIA BANCA PRIVADA, S.A. (absorbed company). Approval of the proposed merger approved and signed by the administrative bodies of the participating companies on 14 May 2013. Approval of the balance of BANKIA, S.A. as of 31 December 2012, verified by the Company's accounts auditor, as the balance of the merger. Inclusion of the merger under the special tax regime provided for in Chapter VIII of the Revised Text of the Corporate Tax Law, approved by Legislative Royal Decree 4/2004, of 5 March.
11. Approval of the merger by absorption of the companies BANKIA, S.A. (absorbing company) and MADRID LEASING CORPORACION, S.A.U., E.F.C. (absorbed company). Approval of the proposed merger approved and signed by the administrative bodies of the participating companies on 14 May 2013. Approval of the balance of BANKIA, S.A. as of 31 December 2012, verified by the Company's accounts auditor, as the balance of the merger. Inclusion of the merger under the special tax regime provided for in Chapter VIII of the Revised Text of the Corporate Tax Law, approved by Legislative Royal Decree 4/2004, of 5 March.
12. Delegation of authority to the Board of Directors, with authority to subdelegate, for the formal execution, interpretation, correction and implementation of the resolutions adopted at the General Shareholders' Meeting.
13. Submission for consultative vote of the Report on the Bankia Board of Directors remuneration policy.
14. Information on the amendment of the following articles of the Regulations of the Board of Directors: sections 1, 2 and 3 of Article 9 ("The Chairman of the Board"), section 1 of Article 14 ("the Executive Committee"), sections 1 and 2 of Article 15 ("The Audit and Compliance Committee"), sections 1 and 2 of Article 16 ("The Appointments and Remuneration Committee"), section 1 of Article 18 ("Meetings of the Board of Directors"), sections 4 and 7 of Article 22 ("Appointment, reelection and ratification of directors. Designation of members of the Board Committees. Appointment to post on the Board and its Committees"), Section 1 of Article 23 ("Duration of the post"), section 3.a) of Article 24 ("Removal of directors"), Article 25 ("Procedure for relieving or substituting members of the Board or its Committees or posts in these bodies"), section 4 of Article 28 ("Remuneration of Directors"), Article 30 ("General obligations of directors"), Article 32 ("Non-competition obligation") and section 4 of Article 37 ("Related operations"); and renumbering of the Regulation articles as a result of the deletion of Article 10 ("The Vice Chair").

**PROTECTION OF PERSONAL DATA** The data sent to Bankia in order to exercise the rights provided for on the Card shall be processed in order to manage the shareholding relationship, and, where relevant, representation. All the data contained on the Card are necessary and obligatory in order to exercise the rights indicated on it. If not properly completed, Bankia may not permit the exercise of the above-mentioned rights. Shareholders shall be responsible, where relevant, for seeking the consent of their designated representative, so that their data can be processed by Bankia for the indicated purpose. These data may be communicated to the notary attending the General Meeting, as well as to third parties in the exercise of the right to prior information, or be made accessible to the public insofar as they are contained in the documentation available on the web page of the Company or are revealed in the General Meeting, the proceedings of which may be recorded and publicly disseminated on the web page. By attending the General Meeting, attendants give their consent to such recording and dissemination. Likewise, in accordance with Organic Act 15/1999, of 13 December, on the Protection of Personal Data, shareholders and shareholders' representatives are informed that their data will be stored in an automatic file, owned by Bankia. Shareholders or representatives may exercise their right of access, rectification, cancellation and objection at any time by sending a written request to such effect, with proof of their identity, to the email address [protecciondedatos@bankia.com](mailto:protecciondedatos@bankia.com) or to the postal address Apartado de Correos 61076 Madrid 28080, giving "LOPD-derechos ARCO-Accionistas" as reference."