

## NOTICE OF CALL

### BANKIA, S.A.

#### ORDINARY GENERAL MEETING OF SHAREHOLDERS — APRIL 2015

The Board of Directors of Bankia, S.A. ("Bankia" or the "Company") has decided to call the shareholders to the Ordinary General Meeting to be held in Valencia, at the Palacio de Congresos – Avenida de las Cortes Valencianas nº 60, on 22 April 2015, at 12 noon, at first call or, in the absence of the requisite quorum, at second call, on 23 April 2015, at the same place and time, foreseeably at first call; the site will be open for access and attendance by those who are holders of or represent at least 500 shares from 10:00 am, both for the first and the second call, if applicable, in order for the shareholders to deliberate and vote on the points set out in the following

#### **AGENDA**

**1. Approval of the Annual Accounts and Management Report of Bankia and of its consolidated Group, which were subject to an audit report. Allocation of results. Approval of the corporate management for the year. All of the above in reference to the year closed 31 December 2014.**

- 1.1. Approval of Individual Annual Accounts and Management Report of Bankia.
- 1.2. Approval of Consolidated Annual Accounts and Management Report of the Bankia Group.
- 1.3. Approval of the corporate management by the Board of the Company in 2014.
- 1.4. Allocation of results.

**2. Reductions of capital to adapt the equity structure of the Company.**

- 2.1. Setoff of losses against issue premium in an amount of 4,054,699,756.40 euros and the legal reserve in an amount of 82,682,927.96 euros, and subsequent reduction of share capital by 839,655,088.91 euros, by decreasing the par value of shares of the Company by 7.29036326177759 cents on the euro to 0.927096367382224 euros per share, to set off losses based on the balance sheet closed at 31 December 2014. Resulting amendment of article 5 of the Bylaws. Delegation of authority.
- 2.2. Reduction of share capital by an amount of 921,386,283.52 euros to increase the legal reserve, by decreasing the par value of shares by 8 cents on the euro, to 0.847096367382224 euros per share, based on the balance sheet closed at 31 December 2014. Resulting amendment of article 5 of the Bylaws. Delegation of authority.
- 2.3. Reduction of share capital by an amount of 542,424,336.37 euros to increase voluntary reserves, by decreasing the par value of shares by 4.7096367382224 cents on the euro, to 0.8 euros per share, based on the balance sheet closed at 31 December 2014. Resulting amendment of article 5 of the Bylaws. Delegation of authority.

### **3. Fixing of the number of members of the Board of Directors. Ratification of the Directors appointed by co-option.**

3.1. Fixing of the number of members of the Board of Directors.

3.2. Ratification of the appointment of Mr. Antonio Ortega Parra.

### **4. Approval of amendment of the following articles of the Bylaws: article 21 (distribution of authority); article 23 (call of the general meeting); article 23 bis (information prior to the general meeting); article 25 (remote proxies and attendance at the general meeting); article 27 (quorum for the general meeting); article 31 (manner of adopting resolutions); article 32 (adoption of resolutions); article 36 bis (non-delegable responsibilities of the board); article 38 (kinds of directors); article 39 (term of office); article 40 (subjective conditions for the position of director); article 41 (meetings of the board of directors); article 42 (adoption of resolutions by the board of directors); article 44 (positions on and committees of the board of directors); article 45 (executive committee); article 46 (audit and compliance committee); article 47 (appointments committee); article 47 bis (remuneration committee); article 48 (board risk committee); article 49 (remuneration of directors); article 50 (transparency of the remuneration scheme); article 51 (annual corporate governance report); article 52 (website); article 54 (approval and filing of the annual accounts), as well as introduction of article 47 quáter (risk advisory committee), in order to introduce certain improvements of a technical nature and adapt to Act 10/2014 of 26 June 2014 on Governance, Supervision and Solvency of Credit Institutions, as well as the amendments of the Corporations Act introduced by Act 31/2014 of 3 December 2014 amending the Corporations Act to improve Corporate Governance.**

4.1. Amendment of the articles related to operation of the general meeting: article 21 (distribution of authority); article 23 (call of the general meeting); article 23 bis (information prior to the general meeting); article 25 (remote proxies and attendance at the general meeting); article 27 (quorum for the general meeting); article 31 (manner of adopting resolutions); article 32 (adoption of resolutions);

4.2. Amendment of the articles related to rules of operation and powers of the board of directors: article 36 bis (non-delegable responsibilities of the board); article 38 (kinds of directors); article 39 (term of office); article 40 (subjective conditions for the position of director); article 41 (meetings of the board of directors); article 42 (adoption of resolutions by the board of directors); article 44 (positions on and committees of the board of directors);

4.3. Amendment of the article related to the executive committee: article 45 (executive committee);

4.4. Amendment of the article related to the audit and compliance committee: article 46 (audit and compliance committee);

4.5. Amendment of the articles related to the appointments and remuneration committees: article 47 (appointments committee); article 47 bis (remuneration committee);

- 4.6. Introduction of the article related to the advisory risk committee and amendment of the article related to the board risk committee: article 47 quater (risk advisory committee); article 48 (board risk committee);
  - 4.7. Amendment of the articles related to remuneration: article 49 (remuneration of directors); article 50 (transparency of the remuneration scheme);
  - 4.8. Amendment of the articles related to the annual corporate governance report and website: article 51 (annual corporate governance report); article 52 (website).
  - 4.9. Amendment of the article related to approval and filing of the annual accounts: article 54 (approval and filing of the annual accounts).
- 5. Approval of the amendment of the following articles of the General Meeting Regulations: article 2 (general meeting of shareholders); article 6 (information available from the call date); article 7 (right of information prior to the holding of the general meeting); article 8 (proxies); article 11 (holding of the general meeting); article 12 (general meeting officers); article 18 (information); article 21 (voting on proposed resolutions); article 22 (splitting votes and proxies to intermediary entities) and article 23 (adoption of resolutions and declaration of result), to adapt to the amendments of the Bylaws and introduce certain improvements of a technical nature and adapt to Act 10/2014 of 26 June 2014 on Governance, Supervision and Solvency of Credit Institutions, as well as the amendments of the Corporations Act introduced by Act 31/2014 of 3 December 2014 amending the Corporations Act to improve Corporate Governance.**
- 5.1. Amendment of the article related to the general meeting of shareholders: article 2 (general meeting of shareholders);
  - 5.2. Amendment of the articles related to the preparation of the general meeting: article 6 (information available from the call date); article 7 (right of information prior to the holding of the general meeting); article 8 (proxies);
  - 5.3. Amendment of the articles related to the holding of the general meeting: article 11 (holding of the general meeting); article 12 (general meeting officers);
  - 5.4. Amendment of the article related to the information during the general meeting: article 18 (information);
  - 5.5. Amendment of the articles related to voting and documentation of resolutions: article 21 (voting on proposed resolutions); article 22 (splitting votes and proxies to intermediary entities), and article 23 (adoption of resolutions and declaration of result).
- 6. 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 and at any time within a maximum of five years, by means of cash contributions, with authority, if applicable, to disapply preferential subscription rights up to a maximum of 20% of share capital resulting from the second resolution on the agenda, annulling the delegation of authority conferred at the previous General Meeting.**

7. Delegation to the Board of Directors of the authority to issue, within a maximum term of five years, 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 one billion five hundred million (1,500,000,000) 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 up to a maximum of 20% of share capital resulting from the second resolution on the agenda.
8. Delegation to the Board of Directors of authority to issue debentures, bonds and other straight fixed income securities (including, inter alia, mortgage notes (cédulas) and commercial notes (pagarés)), not convertible, up to a maximum of thirty billion (30,000,000,000) euros and commercial notes up to a maximum of fifteen billion (15,000,000,000) euros, within the limits and in compliance with the requirements established in the Corporations Act, for a maximum term of 5 years after adoption of this resolution.
9. Authorisation enabling the derivative acquisition by the Board of Directors of own shares of the Company subject to the limits and to the requirements established by the Corporations Act, 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.
10. Fixing the remuneration of the Directors.
11. 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 Meeting.
12. Submission for consultative vote of the annual report on remuneration of members of the Bankia Board of Directors.
13. Information regarding amendments adopted in the Board of Directors Regulations, affecting the following articles: article 4 (general supervision function and other authority); article 8 (kinds of directors); article 9 (the chairman of the board); article 11 (the secretary of the board); article 12 (committees of the board of directors); article 13 (the executive committee); article 14 (the audit and compliance committee); article 15 (the appointments committee); article 15 bis (the remuneration committee); article 16 (the risk advisory committee); article 16 bis (the board risk committee); article 17 (meetings of the board of directors); article 18 (board meetings); article 21 (appointment, re-election and ratification of directors. Appointment of members of board committees. Appointment to Positions on the Board and Its Committees); article 23 (removal of directors); article 24 (procedure for removal or replacement of members of the board or its committees and from positions on those bodies); article 26 (rights of information and examination);

article 27 (remuneration of the directors); article 28 (information on remuneration); article 29 (general obligations of a director); article 30 (general duty of diligence); article 31 (duty of loyalty); article 32 (duty to avoid situations of conflict of interest); article 33 (waiver scheme); article 35 (related-party transactions); article 36 (relations with the markets); and renumbering of article 38 to article 37 (relations with shareholders); article 39 to article 38 (relations with institutional shareholders) and article 40 to article 39 (relations with the statutory auditor), all to adapt the Board of Directors Regulations to Act 10/2014 of 26 June 2014 on Governance, Supervision and Solvency of Credit Institutions and the amendments of the Corporations Act introduced by Act 31/2014 of 3 December 2014 amending the Corporations Act to improve Corporate Governance, and to introduce certain improvements of a technical nature deriving from the aforesaid rules.

## **SUPPLEMENT TO THE CALL.**

In accordance with the terms of article 519 of the Corporations Act, shareholders representing at least 3% of the share capital may request the publication of a supplement to the call of an Ordinary General Shareholders Meeting adding one or more points to the agenda, provided the new points are accompanied by an explanatory justification or, as applicable, by a proposed resolution with an explanatory justification.

Similarly, shareholders representing 3% or more of the share capital may submit reasoned proposals for resolutions on matters already included or which should be included on the agenda.

These rights will be exercised by sending certifiable notice to the Company, which must be received at the registered office Calle Pintor Sorolla, 8, 46002 Valencia, to the attention of the Secretary of the Board of Directors, within five days following publication of this call.

This written notice must state the name or company name of the shareholder or shareholders making the request and must enclose the appropriate documentation -a copy of the attendance card or certificate of entitlement- evidencing shareholder status, in order to check this information against that provided by Sociedad de Gestión de los Sistemas de Registro, Compensación y Liquidación de Valores, S.A.U. (Iberclear), and the content or the points proposed by the shareholder or the content of the proposal or proposals made by the shareholder.

If the shareholder proposes a new point or new points on the Agenda, the shareholder may also be required to attach the proposal or proposals and the reports or supporting reports for the proposals to which the points included in the supplement refer, in cases where this is necessary for legal reasons.

The additional items will be published at least 15 days prior to the date set for the Meeting at first call.

## **NOTARY ATTESTATION OF THE GENERAL MEETING OF SHAREHOLDERS.**

The Board of Directors has requested the presence of a notary public to write up the minutes of the General Meeting, in accordance with the terms of article 203 of the Corporations Act in conjunction with article 101 of the Regulations of the Companies Registry and article 4.2 of the General Meeting Regulations.

## **RIGHT OF ATTENDANCE.**

This Meeting may be attended by any person, whether an individual or legal person, owning or representing at least 500 shares of Bankia registered in the name of the owner or, if applicable, of the person represented in the related accounting register five days prior to the date on which the Meeting is to be held. The shareholders must provide proof of this circumstance on entry to the venue at which the General Meeting is held, through the related attendance card indicating the number, class and series of shares held, and the number of votes that may be cast. The card will be issued by the affiliated entities of Sociedad de Gestión de los Sistemas de Registro, Compensación y Liquidación de Valores, S.A.U. (Iberclear) to the holders of the shares providing evidence of having registered them five days prior to the date on which the General Meeting is to be held at first call.

For the purposes of providing proof of identity of the shareholders or of those validly representing them, on entry to the venue where the General Meeting is to be held, the attendees may be requested, together with presentation of the attendance card, proof of identity through the presentation of the National Identity Card or any other current, official document that is generally accepted for these purposes. The site will be open for access and attendance by the shareholders owning or representing at least 500 shares from 10:00 am, both for the first and the second call, if applicable.

## **PROXIES AND REMOTE VOTING.**

Shareholders may appoint proxies and vote by remote means of communication before the General Meeting is held, in accordance with the provisions of articles 25 and 31 of the bylaws and articles 8 and 20 of the General Meeting Regulations. The mechanisms for on-line voting and appointment of proxies prior to the Meeting will be available on the Bankia website ([www.bankia.com](http://www.bankia.com)) as from 26 March 2015, and will be closed at midnight of the third day before the date scheduled for holding the General Meeting at first call.

Shareholders must complete and sign proxies and the related attendance and proxy card.

The persons to whom the proxy and vote are granted must cast the vote by attending the Meeting in person, provided that they reach the minimum number of shares entitling them to attend. They must present the attendance and proxy cards at the registration desks at the shareholders entrance, at the place and time indicated for holding the General Meeting, as from two hours before the scheduled time for commencing the Meeting.

Proxies may be revoked at any time. By attending the Meeting in person, the represented shareholder thereby revokes the proxy, provided that compliance is made with section "1.4. Basic rules for proxy appointments and voting before the General Meeting and personal attendance" below.

If the shareholder represented attends, the representative may not attend the General Meeting. If it does it will not be entitled to vote or participate in representation of that person, and may be required to leave the General Meeting.

The proxy must be granted specifically for each General Meeting, in writing or by remote communication.

Where the represented shareholders have issued instructions, the representative will cast the vote in accordance therewith and will be obliged to retain these instructions for twelve months as from the date on which the Meeting is held.

A proxy may represent more than one shareholder, with no limit regarding the number of shareholders represented. When a proxy represents multiple shareholders, it may cast conflicting votes based on the instructions given by each shareholder.

In any event, the number of represented shares will be used in the calculation of a quorum for the Meeting.

The documents stating the proxies for the General Meeting must include the following information at least:

- (a) Date on which the General Meeting is held and the Agenda.
- (b) Identity of the represented shareholder and the proxy. Where not specified, the proxy will be deemed to have been granted to the Chairman of the Board of Directors, without prejudice to the indications below with regard to conflict of interest.
- (c) Number of shares held by the shareholder granting the proxy.
- (d) Instructions on the way in which to cast the vote of the shareholder granting the proxy on each point on the Agenda.

The Chairman of the General Meeting or the persons designated by the Chairman will be deemed authorised to determine the validity of the proxies granted in compliance with the General Meeting attendance requirements.

The provisions of the preceding paragraphs will not be applicable where the proxy is a spouse, ascendant or descendant of the person represented, and provides evidence as such, or is the holder of a general power or attorney in a deed, which can be provided, to manage all the shareholder's assets in Spain.

Pursuant to the provisions cited above, the Board of Directors has developed the following rules for proxy appointments and remote voting prior to the Meeting:

## **1. REMOTE APPOINTMENT OF PROXIES PRIOR TO THE GENERAL MEETING.**

The following remote communication media will be valid for appointing proxies:

### **1.1. In-person or postal delivery.**

The shareholder may appoint a proxy by completing the nominative card of attendance, proxy and remote voting issued and sent to the shareholder's address or made available to the shareholders by the Company on its website ([www.bankia.com](http://www.bankia.com)). The card must be duly signed by the shareholder and delivered to any of branches of the Bankia network or one of the Services Offices of the General Meeting, located at the following addresses:

Bankia, S.A. - Oficina de Atención a la Junta General de Accionistas  
Paseo de la Castellana nº 189, 28046 Madrid

Bankia, S.A. - Oficina de Atención a la Junta General de Accionistas  
C/ Pintor Sorolla nº 8, 46002 Valencia

The shareholder may likewise appoint a proxy by completing the nominative card of attendance, proxy and remote voting issued and sent to the shareholder's address, signing it and delivering it, for these purposes, by mail or any other similar courier service to the following address:

Bankia, S.A. - Dirección de Valores  
C/ Gabriel García Márquez nº 1, 28232 Las Rozas - Madrid

Shareholders who are legal persons that grant a proxy to a third party by mail must enclose a copy of the power of attorney of the individual who signs the nominative card of attendance, proxy and remote voting or provide evidence of said person's powers by some other legally admissible means.

### **1.2. Electronic means.**

Individuals may grant proxies or vote directly through the Electronic Service operational on the Bankia website ([www.bankia.com](http://www.bankia.com)), by complying with the related instructions, detailing the proxies granted and the identity of the shareholders granting the proxies, including their electronic signatures based on an Electronic User Certificate issued by the Spanish Royal Mint (FNMT-RCM) or electronic DNI.

All electronic proxies (except those granted to the Chairman, the Directors or the General Secretary of Bankia) must be printed and submitted, together with the identification document, by the designated representatives, to the staff responsible for registering shareholders on the day and at the place of holding the General Meeting, within two hours prior to the time scheduled for the Meeting to begin.



### **1.3. Remote voting prior to the General Meeting.**

The same procedure as established in section 1.1 above for remote appointment of proxies will be followed.

Individuals may cast their vote directly through the Electronic Service operational on the Bankia website ([www.bankia.com](http://www.bankia.com)), following the relevant instructions and using their electronic signatures based on an Electronic User Certificate issued by the Spanish Royal Mint (FNMT-RCM) or electronic DNI.

### **1.4. Basic rules for proxy appointments and voting before the General Meeting and personal attendance.**

#### **1.4.1. Time limits for receipt by the Company of proxy appointments and remote votes prior to the Meeting, whether delivered in person or by mail or by electronic means:**

They must be received by midnight of the third day before the date scheduled for holding the General Meeting at first call. Shareholders casting votes remotely, whether by mail or on-line, will be considered to be in attendance for the purposes of the quorum of the General Meeting.

Votes cast remotely may only be rendered null and void by subsequent express revocation made by the same means and within the same term as those relating to the votes cast, by attendance in person at the Meeting of the shareholders who cast the vote or their representative, or due to the sale of the shares entitling the shareholders to vote, provided this is known by Bankia.

A remote vote may not be changed once cast, except through the attendance in person at the Meeting of the shareholder who cast the vote or, in the case of electronic voting, through a subsequent valid vote cast within the established term, or through the revocation of the vote cast electronically within the established term.

#### **1.4.2. Rules on priority of proxies, remote voting and attendance in person:**

##### **(a) Priority of proxies, remote voting and attendance in person:**

Attendance in person at the General Meeting of a shareholder who had previously granted a proxy or voted remotely, through whichever means for casting votes, will render said proxy or vote null and void, provided that the shareholder owns or represents at least 500 shares.

Votes cast through whichever means will render ineffective any proxy granted electronically or in writing either previously (in which case the proxy is deemed to have been revoked) or subsequently (in which case the proxy is deemed not to have been granted).

(b) Priority based on means used for granting the proxy or for casting the vote:

Where shareholders grant proxies validly both by electronic means and using the nominative attendance, proxy and remote voting card printed on paper, the latter takes priority over the former regardless of their respective dates.

Also, votes cast validly by handwritten signature on the nominative attendance, proxy and remote voting card printed on paper render votes made by electronic means ineffective, whether cast earlier or later.

(c) Priority based on the timing of the proxy appointment or vote:

Without prejudice to the provisions of section 1.4.2. (b) above, which shall take preference over the provisions under this letter, where shareholders grant several proxies or cast several votes, the latest action (proxy appointment or vote) takes priority. If the time the shareholder granted one of the proxies or cast one of the votes is uncertain, the vote, regardless of the means used for casting it, will have priority over the proxy. If a shareholder casts multiple and inconsistent votes, the vote cast most recently will have priority.

## 1.5. Other questions.

Any of the co-owners of a deposit of shares may vote, grant proxies or attend. The rules of priority among them established in section 1.4 above will apply. In any event, if there are co-owners of shares the provisions of article 126 of the Corporations Act will apply.

Shareholders who are legal entities and shareholders who are not residents of Spain must consult the Service Office for the General Meeting of Shareholders to adapt, with due safeguards, the mechanisms for remote voting and proxy appointments to their specific circumstances.

Where the shareholder is a legal entity, it must notify any amendment to, or revocation of, the powers of attorney of its representative and, accordingly, Bankia accepts no liability until this notification has been made and provided that this occurs before the General Meeting commences.

Disposal of shares entitling shareholders to vote that are known to Bankia, will render the votes cast and proxies granted null and void.

The shareholder is wholly responsible for custody of the electronic signature for using the on-line proxy appointment and voting service.

## 1.6. Technical issues.

Bankia reserves the right to modify, suspend, cancel or restrict the electronic voting and proxy mechanisms prior to the General Meeting when required or forced to do so for technical or security reasons.

Bankia will not be liable for any losses caused to the shareholders as a result of faults, overloads, line failures, connection failures, malfunctioning of the mail service or any other eventuality of an identical or similar nature beyond Bankia's control that hinder the use of the electronic voting and proxy mechanisms prior to the General Meeting.

## **1.7. Situations of conflict of interest.**

A shareholder will be in a situation of conflict of interest and may not exercise the voting right corresponding to its shares when the purpose of the resolution to be adopted is:

- (a) to release an obligation of or grant a right to the aforesaid shareholder;
- (b) to provide the aforesaid shareholder with any kind of financial assistance, including extending guarantees in its favour;
- (c) to excuse the aforesaid shareholder from the obligations deriving from the duty of loyalty legally established for administrators.

Regarding the proxy, before its appointment it must advise the shareholder in detail if there is a situation of conflict of interest. If the conflict arose following the appointment and the represented shareholder had not been informed of its existence, the shareholder must be informed immediately. In both cases, if new precise voting instructions have not been received for each of the matters on which the representative has to vote on behalf of the shareholder, the representative must abstain from casting a vote.

If the proxy has been validly granted in accordance with the law and the Meeting Regulations but instructions are not included for casting the vote or if doubts arise as to the recipient or the scope of the proxy, it will be understood that: (i) the proxy is granted to the Chairman of the Board of Directors; (ii) it refers to all the proposals forming part of the Agenda of the General Meeting; (iii) the vote will be cast in the way considered appropriate, and (iv) it also covers any points that may arise outside the Agenda, in respect of which the representative will cast a vote in the way he or she considers appropriate.

Unless an indication is made by the represented shareholder, where the representative is involved in a conflict of interest, representation will be understood to be granted to the Chairman of the Meeting, and if the latter is in a conflict of interest, the Secretary of the General Meeting, except in those cases for which there are specific voting instructions for each of those points. If the Secretary of the General Meeting is also in a conflict of interest, he must abstain.

## **RIGHT OF INFORMATION.**

From the day of publication of this call of General Meeting, the shareholders may examine, at the Service Offices of the General Meeting of Shareholders located at Calle Pintor Sorolla no. 8, 46002 Valencia (registered office) or at Paseo de la Castellana no. 189, 28046 Madrid, from Monday to Friday from 9:00

am and 2:00 pm, or may ask to be sent (immediately and free of charge) a copy of the verbatim text of the proposed resolutions on the agenda already approved by the Board of Directors and any prescribed reports in relation to the items on the Agenda. The same documentation may be examined and obtained through the Company's website ([www.bankia.com](http://www.bankia.com)).

In addition to the aforementioned documentation, according to the provisions of article 518 of the Corporations Act, the aforesaid Company website will make available, without interruption from the moment the General Meeting is called until it is held, the notice of call, the total number of shares and voting rights at the date of the notice of call, the complete text of the proposed resolutions, the Annual Accounts (individual and consolidated) of the Bank and its Group, the management reports and the related auditors' reports, the annual report on director remuneration, the forms that must be used for proxy and remote voting, and all the documents to be submitted for approval at the Meeting. In the event of appointment, ratification or re-election of members of the board of directors, the identity, résumé and category to which each of them belongs will be available, as will the proposal and reports referred to in section 529 decies. In the case of a legal person, the information must include information on the individual that is to be appointed for permanent exercise of the functions inherent in the position.

In accordance with the provisions of articles 197 and 520 of the Corporations Act and article 7 of the Regulations of the General Meeting of Shareholders, from the day of publication of the call of the General Meeting until and including the fifth day prior to the day it is scheduled to be held at first call, or during the meeting itself, the shareholders may request information or clarifications or submit the written questions they consider appropriate to the matters on the Agenda. Also, in the same time frame and by the same means, the shareholders may request information or clarifications and pose questions, either in writing or verbally while the Meeting is being held, with regard to any information accessible to the public that may have been provided by the Company to the Spanish National Securities Markets Commission since the last General Meeting was held and with regard to the auditors' report.

Requests for information shall be sent in writing to the Service Offices for the General Shareholders Meeting at the addresses indicated above and delivered by hand at the address or sent by post or by electronic means using the Electronic Service provided on the Company's corporate website ([www.bankia.com](http://www.bankia.com)), in which case, in order to equip the system with appropriate guarantees of authenticity and identification of the shareholders exercising their right to information, an electronic signature (advanced or recognised), in the terms set forth in Electronic Signature Law 59/2003 of 19 December, based on either a recognised electronic certificate of which there is no record of its having been revoked that has been issued by the Royal Spanish Mint (FNMT-RCM) or an electronic ID. Whichever means is used for sending the requests for information, the shareholders' requests must include their name and surnames (or company name), the taxpayer identification number and evidence of the shares held, in order to be able to check this information against the list of shareholders and the number of shares appearing in each shareholder's name provided by Sociedad de Gestión de los Sistemas de Registro, Compensación y Liquidación de Valores, S.A.U. (Iberclear). The shareholder will be understood to give his or her consent to the requests for information being answered by a reply to the email address of the requesting shareholder. The shareholders may also request information by contacting the Service

Offices of the General Shareholders Meeting by telephone (902 10 75 75, or +34 81 787 75 75 for calls from outside Spain from Monday to Friday from 8:00 am to 10:00 pm) or by electronic means using the Electronic Service provided on the Company's corporate website ([www.bankia.com](http://www.bankia.com)), in which case the shareholders must use their electronic signature as indicated above.

Valid requests for information or clarification or questions made in writing, and the directors' answers provided in writing, shall be included on the Company's website.

With regard to any verbal requests for information or clarifications regarding the matters on the Agenda made while the General Meeting is being held and that are not answered at the time, the Board of Directors is obliged to provide this information in writing within seven days after the General Meeting has ended.

The directors may limit their answer to remitting to the information provided when, prior to the statement of the specific question, the requested information is available in a clear, express and direct manner for all shareholders on the Company's corporate website ([www.bankia.com](http://www.bankia.com)) in question and answer format. Also, pursuant to the provisions of article 197 of the Corporations Act and article 7.4 of the Company's General Meeting Regulations, it is hereby stated that the directors shall not be obliged to provide the aforementioned information, (i) when the information is not necessary for the protection of the rights of the shareholder, or there are objective reasons to conclude that it may be used other than for corporate purposes, or its disclosure is harmful to the company or the related companies and it is requested by shareholders representing less than 25% of the Company's share capital, (ii) when the request does not refer to items on the Agenda or to information accessible to the public provided by the National Securities Markets Commission since the holding of the most recent General Meeting, (iii) when the information may for any reason be considered abusive or contrary to the principles of equal treatment of shareholders, (iv) the requested information is clearly and directly available to all shareholders on the Company's corporate website ([www.bankia.com](http://www.bankia.com)) in a question-answer format or (v) for other reasons established by law or in the bylaws.

## **DOCUMENTS AVAILABLE ON THE WEBSITE.**

Irrespective of the right of information indicated above, as from the date on which the notice of call is published, the following documents, among others, will be available for consultation on the Company website ([www.bankia.com](http://www.bankia.com)):

- (i) This call of General Meeting.
- (ii) Total number of shares and voting rights as at the date the General Meeting is called.
- (iii) The full text of the proposed resolutions for the points on the General Meeting Agenda, as well as the related directors' reports on points 2, 4, 5, 6 and 7 of the Agenda.

- (iv) The Annual Accounts, management report and auditors' report for 2014, as well as the consolidated Annual Accounts, management report of the Group and auditors' report for the same year.
- (v) A report explaining the competence, experience and merits of the director and the director's resume.
- (vi) The Annual Corporate Governance Report for 2014.
- (vii) The annual report on director remuneration and the 2014 Report of the Appointments and Remuneration Committee.
- (viii) The 2014 Report of the Audit and Compliance Committee.
- (ix) Instructions for attending the General Meeting, proxy granting and remote voting.
- (x) Model of the Attendance, Proxy and Remote Voting Card.
- (xi) Regulations of the Shareholders Electronic Forum.
- (xii) Right of information.
- (xiii) Bylaws.
- (xiv) General Meeting Regulations.
- (xv) Board of Directors Regulations
- (xvi) FAQs.

## **SPECIAL INSTRUMENTS OF DISCLOSURE.**

In accordance with article 539.2 of the Corporations Act, Bankia has set up on its corporate website ([www.bankia.com](http://www.bankia.com)) a Shareholders Electronic Forum (hereinafter the "Forum"), which can be accessed with the appropriate safeguards by all individual shareholders and by any voluntary associations of shareholders that may be set up in accordance with the provisions of article 539.4 of the Corporations Act.

Any supplementary proposals to the agenda announced in the notice of the general meeting may be posted on the Forum, together with requests for support for such proposals, initiatives to reach the percentage required to exercise statutory non-controlling shareholder rights and any offers or requests to act as a voluntary proxy.

The Forum is not a mechanism for on-line conversations between shareholders, nor a place for virtual debate. Nor does the Forum constitute a communication channel between the Company and its shareholders. The Forum is set up for the purpose of facilitating communication between Bankia shareholders from the time the General Meeting is called until it is held.

After entering the Forum via the Bankia website ([www.bankia.com](http://www.bankia.com)), shareholders must identify themselves, by using their electronic signature based on an Electronic Certificate of User issued by the

Spanish Royal Mint (FNMT–RCM) or the electronic ID. Legal persons and non-residents of Spain should consult the Service Office of the General Meeting in order to adapt, with the requisite safeguards, the mechanisms for participating in the Shareholders Electronic Forum. As from the date of publication of the notice of call, the necessary information and requirements for participating in the Forum may be consulted on the Bankia website ([www.bankia.com](http://www.bankia.com)). Access to the Forum and the terms and conditions for its use and operation will be governed by the provisions of this call of General Meeting and in the operating rules for the Shareholders Electronic Forum, which may be consulted on the Bankia website.

## **PROTECTION OF PERSONAL DATA.**

The personal data that shareholders or their representatives submit to Bankia for purposes of exercising their General Meeting information, attendance, proxy and voting rights, or that are provided by the banks and securities brokers and dealers that hold the shares of those shareholders in custody via Sociedad de Gestión de los Sistemas de Registro, Compensación y Liquidación de Valores, S.A.U. (Iberclear), will be processed for the purpose of managing the pursuit, development and control of the shareholder relationship and, where applicable, the representation relation that exists. All personal data included in the nominative attendance, proxy and voting care are necessary and mandatory in order to exercise attendance, proxy and voting rights. If not properly completed, Bankia may not execute the aforesaid actions.

The shareholders will be responsible for obtaining the consent of their representatives, if they appoint a proxy, for Bankia to process their personal data for the purposes indicated above.

The details may be notified to the notary who will attend the General Meeting and to third parties in exercise of the right of information provided for under law, or made accessible to the public to the extent that they form part of the documentation available on the Company website ([www.bankia.com](http://www.bankia.com)) or are stated at the General Meeting, which may be the subject of audio-visual recording and public broadcast on the website. By attending the General Meeting, attendees give their consent to the recording and broadcasting of the Meeting.

In addition, for the purposes provided for in Organic Act 15/1999 of 13 December 1999 on the Protection of Personal Data, the shareholders and their representatives are hereby informed that said data will be entered in an automated filing system owned by Bankia in respect of which the shareholders and representatives may at all times exercise their right of access, rectification, cancellation and objection by sending their 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, indicating "LOPD-derechos ARCO-Accionistas" as reference.

Valencia, 18 March 2015  
General Secretary and Secretary of the Board of Directors  
Miguel Crespo Rodríguez