

Attendance, Proxy and Remote Voting Card for the Annual General Meeting of Bankia, S.A., which will be held in Valencia, at the Palacio de Congresos, Avenida de las Cortes Valencianas, no. 60, at 12:00 midday on 22 April 2015 on first call or, if there is no quorum on first call, at the same place and time the following day, 23 April 2015, on second call (it being foreseeable that the Meeting will be held on first call). The venue will be open to shareholders who hold or represent at least 500 shares from 10:00 onward, both on first and on second call, as the case may be.

Shareholders may also vote by proxy or remotely, using 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

In on 2015

Shareholder Number:
Number of Shares:



PROXY

REMOTE VOTING

ANNUAL GENERAL MEETING OF SHAREHOLDERS, APRIL 2015

ANNUAL GENERAL MEETING OF SHAREHOLDERS, APRIL 2015

The holder of this card may grant a proxy or vote remotely by filling out the appropriate fields in the table of items on the Agenda and 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 has been 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. 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 in accordance with the above instructions is in a conflict of interest or absent, the proxy will be deemed to be given to the Chairman of the Meeting or, if the Chairman of the Meeting is also in a conflict of interest, to the Secretary of the General Meeting, except where precise voting instructions have been given for each item. If the Secretary of the Meeting is likewise in a conflict of interest, he or she shall abstain. For information purposes, it is noted that the Chairman of the Board of Directors is in a conflict of interest in relation to items 10 and 12 on the Agenda.

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 item on the Agenda no box is checked, it will be understood that the shareholder votes in favour of the Board of Directors' proposal.

Furthermore, 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.

In relation to items not included in the attached Agenda, the proxy will be deemed to be given to the Chairman of the Meeting and the rules on voting and replacement in the event of conflict of interest contained in the Proxy section of this card apply. In such cases, the proxy will vote on the proposal as he or she sees fit, taking the corporate interest into account.

Check the "NO" box below only if you are opposed to the proxy appointment and do not authorise replacement (in which case it shall be understood that the shareholder abstains in relation to those proposals for resolutions).

NO

For 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 or she sees fit, taking the corporate interest into account.

ITEM ON THE AGENDA	1.1	1.2	1.3	1.4	2.1	2.2	2.3	3.1	3.2	4.1	4.2	4.3	4.4	4.5	4.6	4.7	4.8	4.9	5.1	5.2	5.3	5.4	5.5	6	7	8	9	10	11	12
IN FAVOUR																														
AGAINST																														
ABSTENTION																														
BLANK																														

Proposals on items not included in the Agenda

The proxy extends to proposals on items not included in the Agenda. In such cases, the proxy will vote on the proposal as he or she sees fit, taking the corporate interest into account.

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
appoints the proxy

Signature of the shareholder who

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

REMOTE VOTING
shareholder who is to vote remotely

Signature of the

In on 2015

Shareholder Number:
Number of Shares:



In on 2015

AGENDA

1. Approval of the audited Annual Accounts and Management Report of Bankia and its consolidated Group. Allocation of results. Approval of the corporate management for the year. All of the above in reference to year closed on 31 December 2014.
 - 1.1. Approval of the individual Annual Accounts and Management Report of Bankia.
 - 1.2. Approval of the Consolidated Annual Accounts and Management Report of the Bankia Group.
 - 1.3. Approval of the work done by the Board of Directors of the Company in 2014.
 - 1.4. Allocation of results.
2. Capital reductions aimed at adjusting the structure of the Company's equity.
 - 2.1. Offsetting of losses of 4,054,699,756.40 euros against the share premium account and 82,682,927.96 euros against the legal reserve and subsequent reduction of share capital by 839,655,088.91 euros through a reduction in the face value of the Company's shares by 7.29036326177759 euro cents to 0.927096367382224 euros per share, to offset losses based on the balance sheet at 31 December 2014. Consequent amendment of article 5 of the Bylaws. Delegation of authority.
 - 2.2. Reduction of the share capital by 921,386,283.52 euros in order to increase the legal reserve, through a reduction in the face value of all the shares by 8 euro cents to 0.847096367382224 euros per share based on the balance sheet at 31 December 2014. Consequent amendment of article 5 of the Bylaws. Delegation of authority.
 - 2.3. Reduction of the share capital by 542,424,336.37 euros in order to increase the voluntary reserves, through a reduction in the face value of all the shares by 4.7096367382224 euro cents to 0.8 euros per share based on the balance sheet at 31 December 2014. Consequent amendment of article 5 of the Bylaws. Delegation of authority.
3. Setting of the number of members of the Board of Directors. Ratification of the directors appointed by co-option.
 - 3.1. Setting of the number of members of the Board of Directors.
 - 3.2. Ratification of the appointment of Mr. Antonio Ortega Parra.
4. Approval of the amendment of the following articles of the Company Bylaws: Article 21 (Distribution of authority); Article 23 (Call of General Meeting); Article 23 bis (Disclosures prior to the General Meeting); Article 25 (Proxies and online attendance at General Meeting); Article 27 (Quorum for General Meeting); Article 31 (Manner of adopting resolutions); Article 32 (Adoption of resolutions); Article 36 bis (Non-delegable powers of the board); Article 38 (Categories of directors); Article 39 (Term of office); Article 40 (Subjective conditions for being a director); Article 41 (Board meetings); Article 42 (Adoption of resolutions by the board of directors); Article 44 (Offices 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 (Directors' remuneration); Article 50 (Transparency of remuneration arrangements); Article 51 (Annual corporate governance report); Article 52 (Website); Article 54 (Approval and deposit of financial statements); and the introduction of Article 47 quáter (Consultative Risks Committee) to introduce certain technical improvements and adapt the regulations to Law 10/2014 of 26 June on the ordering, supervision and solvency of credit institutions and the amendments to the Capital Companies Act (Ley de Sociedades de Capital) introduced by Law 31/2014 of 3 December, amending the Capital Companies Act, for the improvement of corporate governance.
 - 4.1. Amendment of the articles relating to the Functioning of the General Meeting: Article 21 (Distribution of authority); Article 23 (Call of General Meeting); Article 23 bis (Disclosures prior to the General Meeting); Article 25 (Proxies and online attendance at General Meeting); Article 27 (Quorum for General Meeting); Article 31 (Manner of adopting resolutions); Article 32 (Adoption of resolutions);
 - 4.2. Amendment of the articles relating to the Rules of functioning and powers of the Board of Directors: Article 36 bis (Non-delegable powers of the board); Article 38 (Categories of directors); Article 39 (Term of office); Article 40 (Subjective conditions for being a director); Article 41 (Board meetings); Article 42 (Adoption of resolutions by the board of directors); Article 44 (Offices and committees of the board of directors);
 - 4.3. Amendment of the article relating to the Executive Committee; Article 45 (Executive Committee);
 - 4.4. Amendment of the article relating to the Audit and Compliance Committee: Article 46 (Audit and Compliance Committee);
 - 4.5. Amendment of the articles relating to the Appointments and Remuneration Committee: Article 47 (Appointments Committee); Article 47 bis (Remuneration Committee);
 - 4.6. Introduction of an article on the Consultative Risks Committee and amendment of the article relating to the Board Risk Committee: Article 47 quater (Consultative Risks Committee); Article 48 (Board Risk Committee);
 - 4.7. Amendment of the articles relating to remuneration: Article 49 (Directors' remuneration); Article 50 (Transparency of remuneration arrangements)
 - 4.8. Amendment of the articles relating to the corporate governance report and the website: Article 51 (Annual corporate governance report); Article 52 (Website);
 - 4.9. Amendment of the article relating to the approval and deposit of the financial statements: Article 54 (Approval and deposit of the financial statements).
5. Approval of the amendment of the following articles of the Regulations of the General Meeting of Shareholders: 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 proposals for resolutions); Article 22 (Split votes and granting of proxies to intermediaries); and Article 23 (Adoption of resolutions and announcement of voting results), to adapt to the amendments to the Bylaws and introduce certain technical improvements and adapt the regulations to Law 10/2014 of 26 June on the ordering, supervision and solvency of credit institutions and the amendments to the Capital Companies Act (Ley de Sociedades de Capital) introduced by Law 31/2014 of 3 December, amending the Capital Companies Act, for the improvement of corporate governance.
 - 5.1. Amendment of the article relating to the General Meeting of Shareholders: Article 2 (General Meeting of Shareholders);
 - 5.2. Amendment of the articles relating 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 relating 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 relating to information during the General Meeting: Article 18 (Information);
 - 5.5. Amendment of the articles relating to voting and documentation of resolutions: Article 21 (Voting on proposals for resolutions); Article 22 (Split votes and granting of proxies to intermediaries); and Article 23 (Adoption of resolutions and announcement of voting results).
6. Delegation of authority to the Board of Directors 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 up to a limit of 20% of the share capital resulting from resolution no. 2 in the Agenda, annulling the delegation of authority conferred at the previous General Meeting.
7. Delegation of authority to the Board of Directors to issue, within a maximum of five years, securities convertible into 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 thousand five hundred million (1,500,000,000) euros; authority to increase the share capital in the requisite amount; and authority, where applicable, to disapply preferential subscription rights, up to a limit of 20% of the share capital resulting from resolution no. 2 in the Agenda.
8. Delegation of authority to the Board of Directors 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 requirements established in the Capital Companies Act, for a maximum period of five years from the time the resolution is adopted.
9. Granting of authority to the Board of Directors to purchase own shares in the secondary market, subject to the limits and requirements established in the Capital Companies Act, with express authority to reduce share capital, where appropriate, one or more times in order to cancel the own shares purchased. Delegation of authority to the Board to execute this resolution.
10. Setting of directors' remuneration.
11. Delegation of authority to the Board of Directors to give legal form to, interpret, correct and execute the resolutions adopted by the General Meeting, with authority to subdelegate this task.
12. Submit the annual report on the remuneration of the directors of BANKIA to an advisory vote.
13. Information on the amendments adopted in the Board of Directors Regulations, which affect the following articles: Article 4 (General supervisory function and other authority); Article 8 (Qualitative composition); Article 9 (Chairman of the board); Article 11 (Secretary of the board); Article 12 (Board committees); Article 13 (Executive committee); Article 14 (Audit and Compliance Committee); Article 15 (Appointments Committee); Article 15 bis (Remuneration Committee); Article 16 quater (Consultative Risks Committee); Article 16 bis (Board Risk Committee); Article 17 (Board meetings); Article 18 (Conduct of meetings); Article 21 (Appointment, reelection 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 (Information and inspection authority); Article 27 (Directors' remuneration); Article 28 (Information on remuneration); Article 29 (General obligations of directors); Article 30 (General duty of care); Article 31 (Duty of loyalty); Article 32 (Duty to avoid conflicts of interest); Article 33 (Waivers); Article 35 (Related party transactions); Article 36 (Relations with the markets); and renumbering of Article 38, which becomes Article 37 (Relations with shareholders); Article 39, which becomes Article 38 (Relations with institutional shareholders) and Article 40, which becomes Article 39 (Relations with the statutory auditor), all this to adapt the Board of Directors Regulations to Law 10/2014 of 26 June on the ordering, supervision and solvency of credit institutions and the amendments to the Capital Companies Act (Ley de Sociedades de Capital) introduced by Law 31/2014 of 3 December, amending the Capital Companies Act, for the improvement of corporate governance, as well as to introduce certain technical improvements resulting from said regulations.

RIGHT OF ATTENDANCE The Meeting may be attended by all shareholders who hold or represent at least 500 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 or 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) 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 does not wish to appoint a proxy may vote remotely. 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 on the Bankia website (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 items 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).

PROTECTION OF PERSONAL DATA Any data sent to Bankia for the purpose of exercising the rights stated on the Card will be used to manage the shareholder relationship and any proxies given. All the data collected on the Card are necessary and obligatory in order to exercise the rights stated on it. If the Card is not properly filled out, Bankia may refuse to perform the actions indicated above. Shareholders will be responsible, where applicable, for obtaining their appointed proxy's consent to the processing of the proxy's data by Bankia for the purpose already stated. Data may be disclosed to the notary who will attend the General Meeting and to third parties in exercise of the right of information, or be accessible to the public, insofar as they are included in the documentation available on the Company's web site or are stated in the General Meeting, which may be recorded and broadcast publicly on the website. By attending the General Meeting, participants give their consent to such recording and broadcasting. In accordance with Organic Act 15/1999 on the Protection of Personal Data, shareholders and proxy holders are informed that said data will be stored in an automatic file, owned by Bankia. Shareholders and proxy holders may exercise their right of access, rectification, cancellation and objection at any time by sending a written request to such effect, with proof of identity, to the email address protecciondedatos@bankia.com or to the postal address Apartado de Correos 61076 Madrid 28080, giving "LOPD-derechos ARCO-Accionistas" as reference.