

## **INSTRUCTIONS FOR ATTENDING THE GENERAL MEETING, PRIOR PROXY GRANTING AND REMOTE VOTING**

### **CONTENTS**

- I. ATTENDANCE IN PERSON AT THE GENERAL MEETING**
- II. PROXIES AND SHAREHOLDER REPRESENTATION**
- III. REMOTE VOTING**
- IV. RULES ON PRIORITY OF PROXIES, REMOTE VOTING AND ATTENDANCE IN PERSON**
- V. OTHER MATTERS**
- VI. DATA PROTECTION**

The mechanisms for granting proxies and prior voting for the General Meeting by electronic means will be available on Bankia's website ([www.bankia.com](http://www.bankia.com)) as from 18 February 2016, and will close at midnight on the third day prior to the date set for holding the Meeting on first call.

### **I. ATTENDANCE IN PERSON AT THE GENERAL MEETING**

In accordance with the provisions of articles 24 of the Bylaws and 9 of the General Meeting Regulations of Bankia, S.A. (hereinafter, "Bankia" or the "Company"), shareholders that own or represent at least 500 shares, registered in their name, or if appropriate in the name of the representative, in the corresponding records five days in advance of the date of a General Meeting is to be held will be entitled to attend the Meeting in person.

To attend the General Meeting, shareholders must prove their status as shareholders through the appropriate nominative card of attendance, proxy and remote voting. For this purpose, they may use the nominative card for attendance, proxy and remote voting sent by Bankia to their address.

Shareholders in default on the payment of pending contributions will not be entitled to vote but will be entitled to attend the general meetings of Bankia provided that they hold or represent at least 500 shares. The amount of their shares will be deducted from share capital for the purpose of computing the quorum.

Likewise, shareholders will also be denied the right to vote or speak if they arrive at the venue where the General Meeting is to be held after the scheduled time of the meeting, which is indicated on the call as well as on the individual attendance card, proxy card or remote voting card sent to their home address by Bankia.

Shareholders who have entered the venue may leave and re-enter as long as they give proof of their identity at all times by presenting their DNI (or equivalent identity document), the individually named slip given to them when they initially show their identity documents, and the identity card correctly marked to show that they have left.

## II. PROXIES AND SHAREHOLDER REPRESENTATION

### A) General rules.

Shareholders entitled to attend may grant proxies to any individual or legal person, including non-shareholders, pursuant to the provisions of article 25 of the Bylaws and article 8 of the General Meeting Regulations, in compliance with the requirements and formalities required by law. Individual shareholders who are not in full exercise of their civil rights and shareholders that are legal persons may be represented by those exercising legal representation thereof, duly accredited.

No more than one representative of a shareholder may be present at the General Meeting. A proxy granted to one who by law cannot act as such will not be valid or effective.

Proxies are always revocable. If the shareholder granting the proxy attends the General Meeting or votes remotely, this will result in revocation of the proxy, regardless of the date on which it was granted. The proxy will also be invalidated if shareholders dispose of their shares prior to the date on which the General Meeting is held and Bankia is aware they have done so.

The individual or legal person to which the shareholder has granted its proxy may not in turn, under any circumstances, grant a proxy for the same shareholder's vote to a third party.

A shareholder granting a proxy must provide voting instructions. If instructions are not provided, the representatives will vote for or against the proposals as they deem appropriate. It is also understood that the scope of the proxies extends to any other matter that is not included in the agenda but may be put to a vote at the General Meeting as permitted by law. However, shareholders may give express instructions to their representatives to abstain from voting on these points.

If the representatives incur a conflict of interest, they must inform the shareholders in detail before being appointed, or immediately after if the conflict is subsequent. In both cases, if no precise voting instructions are received, the provisions of the previous paragraph will apply.

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 designated representative is in a conflict of interest in voting on any of the proposals that, whether included or not in the agenda, are put to the vote at the General Meeting, the proxy will be deemed to have been granted to the Chairman of the Board, and if the Chairman has a conflict of interest it will be the Secretary of the General Meeting, except where there is evidence that precise voting instructions have been provided for each of these points. If the Secretary of the Meeting is likewise in a conflict of interest, he or she will abstain.

A proxy can be granted using the nominative card of attendance, proxy and remote voting issued and sent by Bankia to the shareholder's address.

The individual or legal person to whom the proxy is granted may exercise the vote in personal attendance at the General Meeting, for which they must present an identity document on entering the site where the General Meeting is held.

All the members of the Board of Directors have expressed their personal decision to accept and exercise any proxies granted to them individually.

In order to prevent delays in the progress of the General Meeting, representatives are requested to provide evidence of their status as such at the Service Offices of the General Meeting and to submit the nominative card of attendance, proxy and remote voting signed by the shareholder granting the proxy prior to the date of the General Meeting and, in all cases, to provide it to the organisation services staff at the site where the General Meeting is held within one hour prior to the time scheduled for the meeting to begin.

Where the directors or another person acting on their behalf publicly request a proxy, those who act as representatives may not exercise the voting rights carried by the shares represented in respect of items on the agenda that give rise to a conflict of interest and, in all cases, in respect of the resolutions relating to (i) their appointment, ratification, removal, dismissal or forced retirement as directors; (ii) company claim for director liability brought against them; and (iii) approval or ratification of transactions between the Company and the directors, companies controlled or represented by the shareholders or persons acting on their behalf.

If the proxy had been granted through a public solicitation, the document evidencing the authorisation must contain or enclose the agenda, and the request for instructions for exercise of the voting right and indication of the way in which the proxy is to vote if precise instructions are not given, in all cases subject to the provisions of law.

When a shareholder grants a proxy to a financial intermediary, the latter must notify the Company, within seven days prior to the date set for holding the General Meeting, the identity of the shareholder, the number of shares in respect of which the representative exercises voting rights on the shareholder's behalf, and the instructions received. Exercise of the voting right, granting of proxies and Bankia's obligations are subject to the provisions of prevailing law, Bankia's Bylaws, Bankia's General Meeting Regulations and those detailed herein.

### **B) Granting proxies by way of remote means of communication**

#### **B.1) Delivery**

The shareholders may grant proxies by completing the nominative attendance, proxy and remote voting card sent to their address, which must be duly signed by them 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

### A.2) Postal correspondence

The shareholders may grant proxies by completing the nominative attendance, proxy and remote voting form sent to their address, which must be duly signed by them and, for this purpose, must be sent by mail or any other deliver service to the following address:

BANKIA, S.A. - Dirección de Valores  
Calle Gabriel García Márquez nº 1, 28232 Las Rozas - Madrid

Shareholders that are legal persons granting a proxy to a third party by mail must enclose a copy of the authorisation of the individual who signs the nominative card of attendance, proxy and remote voting and provide evidence of the authorisation by any other legally valid means.

### A.3) Electronic means

Individuals may grant proxies directly through the Electronic Service available on the website of Bankia, S.A. ([www.bankia.com](http://www.bankia.com)) by following the stated instructions, giving details of the proxy granted and the identity of the represented shareholder, including an electronic signature based on an Electronic User Certificate issued by the Spanish Royal Mint or the electronic DNI.

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

### B.4) Common rules for granting proxies through remote means of communication.

Proxies granted by remote means of communication must be received by Bankia before midnight of the third day prior to the day set for holding the General Meeting on first call. Otherwise, the proxy will be deemed to not have been granted.

After the aforementioned deadline, proxies will only be accepted when granted in writing and delivered by the designated representative attending the General Meeting in person, to the staff responsible for registering the shareholders on the day and place of holding the meeting.

Shareholders granting proxies through a remote means of communication must notify the designated representatives of the proxies they have been granted. When proxies are granted to the Chairman or a director, this notification will be deemed to have been made on Bankia's receipt thereof.

In order for the granting of the proxies to be valid, the representatives must accept the proxies by attending the General Meeting in person, unless they express a desire to the contrary.

Proxies granted by mail or electronic means may be rendered null and void by the shareholders' express revocation made by the same means as that used for granting the proxy, which Bankia must receive before midnight on the third day prior to the day set for holding the General Meeting on first call. If, after granting the proxy, the shareholder attends the General Meeting or votes by any valid means of remote communication, or sells the shares entitling him to vote and Bankia is aware he has done so, the proxy is deemed to be revoked.

If the shareholder grants the proxy after having voted by any valid means of remote communication, the proxy will be deemed to not have been granted.

### III. **REMOTE VOTING**

Voting at the General Meeting will be governed by the provisions of chapter VI of the General Meeting Regulations. Shareholders entitled to attend may also send their vote remotely in the form set forth in article 20 of the General Meeting Regulations, following the instructions established below.

#### **A) Voting by way of remote means of communication**

##### **A.1) Delivery**

Shareholders may cast their votes by completing the nominative card for attendance, proxy and remote voting in paper format sent to their address, which they must duly sign and which must be delivered to any of the branches of the Bankia network or to the Service 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

##### **A.2) Postal correspondence**

Shareholders may cast their votes by completing the nominative card for attendance, proxy and remote voting, which they must duly sign and which, for this purpose, must be sent by mail or any other similar delivery system to the following address:

BANKIA, S.A. - Dirección de Valores  
Calle Gabriel García Márquez nº 1, 28232 Las Rozas - Madrid

Shareholders that are legal persons casting their vote by mail must enclose a copy of the authorisation of the individual who signs the nominative attendance, proxy and remote voting card or provide evidence of the authorisation by any other legally valid means.

### A.3) Electronic means

Individuals may cast their votes directly through the Electronic Service available on the website of Bankia, S.A. ([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.

### A.4) Common rules for voting through remote means of communication

Votes cast by remote means of communication must be received by Bankia before midnight of the third day prior to the day set for holding the General Meeting on first call. Otherwise, the vote will be deemed not to have been cast.

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

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.

## **IV. 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 when the proxy is granted or the vote cast.**

Without prejudice to the provisions of section IV B) above, which will take preference over the provisions under this letter, where shareholders grant several proxies or cast several votes, the latest action (proxy granted or vote cast) takes priority. Where the moment in which the shareholders 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. Where shareholders cast more than one vote in different ways, the vote that was cast last will have priority.

**V. OTHER MATTERS. TECHNICAL ISSUES**

Co-holders of share deposits are entitled to vote, grant proxies and attend, and the rules on priorities established in section IV will be applicable to them.

For the purposes of article 126 of the Spanish Corporations Act (Ley de Sociedades de Capital) and article 7 of Bankia's Bylaws, with the exception of cases in which the appointment of a representative of shares subject to joint ownership is expressly accredited, it is presumed that a co-holder performing an action at any given moment (granting a proxy, casting a vote or attending in person) has been designated by the other co-owners to exercise the shareholder rights.

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, provided that this occurs before the General Meeting commences.

Disposal of shares entitling shareholders to vote, of which the Company is aware before the date contemplated for holding the meeting, will render the votes cast and proxies granted null and void.

Shareholders casting remote votes in accordance with the terms indicated in this section will be deemed to be present for the purpose of the quorum of the General Meeting.

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

### **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.

### **VI. DATA PROTECTION**

Personal data sent by the shareholders or shareholders' representatives to Bankia for the purpose of exercising their rights of information, attendance, proxy and voting at the General Meeting or that have been provided by the banks and securities dealers and brokers with whom the shareholders have deposited their shares, through IBERCLEAR, will be processed for the purpose of managing the development, compliance and control of the shareholder relationship and, where appropriate, of the representation in place. All personal data included in the nominative attendance, proxy and voting card are necessary and mandatory in order to exercise attendance, proxy and voting rights. If the Card is not properly filled out, Bankia may refuse to perform the actions indicated above.

The shareholders will be responsible for obtaining the consent of the representatives they designate, if proxies are granted, in order for their personal information to be processed by Bankia for the aforementioned purpose.

The data 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, 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](mailto:protecciondedatos@bankia.com) or to the postal address Apartado de Correos 61076 Madrid 28080, giving "LOPD-derechos ARCO-Accionistas" as reference.