

**ANNUAL SHAREHOLDERS' GENERAL MEETING OF BANKIA, S.A.**  
**MARCH 2016**

**SHAREHOLDERS' ELECTRONIC FORUM**

1. Pursuant to article 539.2 of the consolidated text of the Capital Companies Act, approved by Legislative Royal Decree 1/2010 of 2 July, and article 6 of the Regulations of the Shareholders' General Meeting of Bankia, S.A. (hereinafter "Bankia"), on 10 February 2015 Bankia's Board of Directors approved the Regulations of the Shareholders' Electronic Forum in order to facilitate communication between Bankia's shareholders when calling and holding Shareholders' General Meetings.
  
2. Pursuant to these Regulations, Bankia has created a Shareholders' Electronic Forum (hereinafter, the "Forum") on its corporate website ([www.bankia.com](http://www.bankia.com)), which individual shareholders and voluntary associations of shareholders, if they exist, can access with the proper guarantees and in accordance with the Data Protection Act in relation to the processing of personal data.

By virtue of these Regulations, registered users may submit posts for publication on the Forum, in which the subject matter consists exclusively of the following:

- Proposals that are put forward as supplements to the agenda announced in the notice of the Shareholders' General Meeting.
- Requests for support for these proposals.
- Initiatives to achieve the necessary percentage to exercise a minority right contemplated by law or Bankia's corporate governance system.
- Offers or requests for voluntary proxies.

Notwithstanding the above and the applicable legislation, Bankia may modify the presentation, configuration, functioning and content of the Forum, as well as the conditions and rules of its use, by modifying the aforementioned Regulations.

## REGULATIONS OF THE SHAREHOLDERS' ELECTRONIC FORUM OF BANKIA, S.A.

### **Article 1. Introduction**

In accordance with article 539.2, second paragraph, of the Consolidated Corporations Act (Ley de Sociedades de Capital) approved by Legislative Royal Decree 1/2010 of 2 July (hereinafter, "**Corporations Act**"), Bankia, S.A. (hereinafter, "**Bankia**") approves in these regulations (hereinafter, the "**Regulations**"), that form part of its Corporate Governance System, in relation to the Shareholders' Electronic Forum of Bankia (hereinafter, the "**Forum**") which will be published on the Bankia website ([www.bankia.com](http://www.bankia.com)), when each General Shareholders' Meeting is called and held.

### **Article 2. Purpose of the Regulations**

These Regulations govern the provision and launch of this Forum by Bankia, and the terms and conditions of access and use by the Bankia shareholders and of any voluntary associations that may be established in accordance with current legislation.

In relation to the Forum, these Regulations supplement current rules relating to the use of the Bankia website, which will be fully applicable to the access and use of the Forum with regard to all aspects that are not amended by, or are incompatible with, the provisions of these Regulations.

Bankia reserves the right to amend, at any time and without prior notice, the presentation, configuration, functioning and content of the Forum, its conditions of use and the current Regulations, without prejudice to the provisions of applicable legislation.

### **Article 3. Acceptance of the Forum rules**

Registration as a user of the Forum (hereinafter "**Registered User**") and access and/or its use constitute full, unreserved acceptance of the terms and conditions of these Regulations and of applicable legislation at any given time.

Bankia will be deemed to be the Forum administrator (hereinafter, "**Administrator**") under the conditions and with the powers provided for in these Regulations, and it reserves the right of interpretation in the case of doubts or discrepancies with regard to its use.

### **Article 4. Object and purpose of the Forum**

The Forum has been created for the purpose of communication among the Bankia shareholders and will only be open in the period from the date of publication of the notice of the General Meeting, until the day on which the General Meeting is held, both inclusive.

By virtue thereof, registered users may submit for publication on the Forum posts whose subject matter consists exclusively of the following:

- a) Proposals that are put forward as supplements to the agenda announced in the notice of

the General Meeting. The foregoing will not be applicable in the case of Extraordinary General Shareholders' Meetings.

- b) Requests for support for these proposals.
- c) Initiatives to achieve a sufficient percentage to exercise the minority rights contemplated by law or in Bankia's Corporate Governance System.
- d) Offers or solicitations of voluntary proxies.

The publication of a supplementary proposal for the agenda in the Forum will not, under any circumstances, constitute acceptance thereof by Bankia or, consequently, an amendment to the agenda published in the notice of the General Meeting, without prejudice to the rights established in articles 172 and 519 of the Corporations Act.

## **Article 5. Registered users**

Access to and use of the Forum is reserved exclusively for individual shareholders of Bankia and the voluntary associations of shareholders that have been validly constituted pursuant to the provisions of article 539(2) of the Corporations Act and other implementing legislation.

In order to access and use the Forum, the shareholders and voluntary associations of shareholders must register as Registered Users by completing the related form for signing up as a Registered Forum User, and must evidence, where required to do so, their status as Bankia shareholders or duly constituted voluntary associations of shareholders inscribed at the CNMV in accordance with the requirements of article 539.4 of the Capital Companies Act, in the manner indicated in the aforementioned form.

In order to guarantee the user's identity, shareholders who are individuals must have an electronic national identity card ("DNIe") or a recognised or advanced electronic signature, based on a recognised, current signature issued by the Spanish Public Certification Authority (Entidad Pública de Certificación Española, or "CERES"), which is part of the Spanish Royal Mint, and must identify themselves in the registration process using any of these devices.

In the case of shareholders that are legal persons or voluntary associations of shareholders, the person granted the proxy to access the Forum must be identified in the form, in the manner established therein.

For subsequent access to, and communication in, the Forum, completion of a special usage form may be required.

Access to and use of the Forum by registered users is subject to, in accordance with applicable legislation, maintenance of their status, at all times, as shareholders of Bankia, or as duly constituted and registered voluntary association of shareholders.

If at any time Bankia, as Forum Administrator, has reasonable doubts as to the fulfilment of these conditions by any Registered User, it may require the user to evidence that this status is still held,

and may request the provision of any information or documentation it considers appropriate to verify the circumstances provided for herein.

Bankia may require additional information, or suspend or cancel the registration of Registered Users if the latter fail to provide satisfactory evidence that the aforementioned conditions have been met.

Any posts submitted by shareholders or voluntary associations that lose this status before the related General Meeting is held will be withdrawn automatically, together with any posts relating or linked to the former.

## **Article 6. Forum access and publication of posts**

### **1. Forum access**

All Registered Users may access the Forum and consult the posts made by other Registered Users.

The Forum is only intended for the publication of posts made by the Registered Users in relation to the matters indicated in article 4 of these Regulations and is not intended to be, under any circumstances, a mechanism for electronic conversations among Registered Users or a place for virtual debate. Nor does the Forum constitute a communication channel between Bankia and its shareholders.

Therefore, Bankia will only include in the Forum posts that are appropriate in accordance with the Law and Bankia's corporate governance rules and its regulations, and any other comments on these posts will not be subject to publication in the Forum.

### **2. Publication of posts on the Forum**

Any Registered User may submit posts on any of the matters set forth in article 4 above, which will be published on the Bankia Forum in accordance with the technical procedures established at any given time. The content of the posts may only be in text format and, once published, they will be accessible to any other Registered User.

Posts by Registered Users are made in a personal capacity and, except in the case of shareholders that are legal entities or voluntary associations of shareholders duly authenticated pursuant to the law and these Regulations, posts will not be published that have been received from representatives of shareholders, shareholder groups or agreements, depositaries, financial intermediaries or any other persons acting on behalf or in the interests of shareholders.

Publication of posts must be requested by using the forms available for this purpose on the Forum, which include:

- a) Identification of the Registered User making the post.
- b) Text of the post, indicating the content of the initiative precisely.
- c) A succinct justification of the post.

All posts published on the Forum will include the identification details (first name and surnames in the case of individuals, company name in the case of legal entities and registered name and number in the CNMV registry, in the case of shareholder associations, and, in the latter two cases, the identification details of their respective representatives) of the Registered User preparing the post and an indication of the date and time inserted.

Any Registered User joining a thread published on the Forum will have access to the e-mail address of the Registered User who published the post.

By making posts, Registered Users responsible for them are deemed to declare and guarantee that their content is lawful and complies with the law, these Regulations and the requirements of good faith, that they have all necessary authorisation and permission to make the posts and that they do not infringe the rights of any third parties.

Bankia may verify that the posts intended to be made comply with the law, these regulations and the requirements of good faith, and may refuse their inclusion in the Forum or withdraw any posts it considers are non-compliant.

Also, the Administrator may reply to any post made by the Registered Users by using the e-mail address provided by the Registered User or through any other means of communication it considers appropriate.

### 3. Content of the posts

Any use made of the Forum by the Registered Users must comply fully with prevailing law, these Regulations and the requirements of good faith. As a result, it is expressly forbidden to:

- a) Infringe the legitimate rights, property and interests of Bankia, of other Registered Users and third parties and, in particular, their intellectual and industrial property rights, religious freedom, honour, reputation and privacy, personal data protection and any other legal property, rights or interests protected by law.
- b) Enter personal information or details of third parties without the informed consent of their holder, or commit identity theft.

- c) Include content or expressions that are discriminatory, racist, sexist, violent, xenophobic or in any way degrading or offensive.
- d) Include any type of material that is inappropriate or contrary to the requirements of good faith.
- e) Supply information of any kind intended for committing illicit acts of a criminal, civil or administrative nature.
- f) Perform any actions (or supply information to third parties) enabling avoidance of any technical restrictions included in the Forum's various supports or software that are designed to prevent unauthorised use.
- g) Include content or material without due authorisation of the holders of the related intellectual or industrial property rights.
- h) Damage, disable, overload or impair the functioning of the Forum or the computer systems of Bankia or of other Registered Users or third parties, or the documents, archives or any type of content stored on computer equipment (hacking), or hinder the normal use and enjoyment of the Forum by the other Registered Users.

Insertions of any type of advertising by the Registered Users are strictly prohibited.

Any Registered User who becomes aware of any type of content on the Forum or supplied through the Forum that is against the law, the rules established in these Regulations or the requirements of good faith may report this fact to Bankia through the contact mailbox referred to in article 12 below, although this will not give rise to any liability for Bankia, even if no measure is taken in this connection.

The Registered Users undertake to use the Forum diligently and correctly, and in compliance with the law, these Regulations and the requirements of good faith, in accordance with its purpose, as described in article 4 above.

#### 4. Removal of posts following the General Meeting

Once the General Meeting has been held, Bankia reserves the right to remove and erase all posts relating thereto.

#### **Article 7. Scope of the Forum**

The Forum is not a communications channel between Bankia and the Registered Users.

By virtue of the above, no post made or published in the Forum may be considered, under any circumstance, to be a notification to Bankia for any purpose and, in particular, for the purpose of exercising any right to which the Registered Users are entitled, individually or collectively, or to replace the necessary legal requirements and corporate governance requirements of Bankia in relation to the exercise of any rights or the performance of the shareholders' initiatives and actions.

Shareholders must exercise any rights or powers through the legally established channels, in accordance with the provisions of, as appropriate, the law and the regulations of Bankia, whereas the Forum is not a valid channel for this purpose under any circumstance.

## **Article 8. Bankia's liability**

### 1. Scope of Bankia's liability

Bankia accepts no liability for the accuracy, authenticity, validity, lawfulness or relevance of the posts submitted by the Registered Users or for the opinions expressed thereby.

Bankia will only be liable for its own services and the content created directly by it and identified with its copyright as a trademark or intellectual or industrial property of Bankia.

By accessing and/or using the Forum, all Registered Users declare that they are aware and accept that the use of the Forum takes place, in all cases, under their sole and exclusive responsibility.

Bankia reserves the right to amend, suspend, cancel or restrict the mechanisms for accessing and using the Forum 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 or any other eventuality of an identical or similar nature beyond Bankia's control that hinder the use of the Forum access and use mechanisms.

### 2. Content

Any Registered User may submit posts on any point covered in article 4 above.

The Administrator expressly reserves the right to deny access and/or use of the Forum and to not publish, or to remove, posts published by Registered Users who fail to comply with current legislation, these Regulations and the requirements of good faith.

The Administrator has the power, but not the obligation, to control the use of the Forum and its content, which is the sole responsibility of the Registered Users who create it. The

Administrator may establish tools to filter and moderate the content of the posts and to withdraw content when it considers that it may be unlawful or in breach of the rules established in these Regulations or the requirements of good faith.

The Registered Users will be liable for any damage or losses suffered by Bankia, another Registered User or any third party as a result of any access and/or use of the Forum (including, in particular, the creation of posts) that fail to comply with the provisions of current law, these Regulations or the requirements of good faith.

## **Article 9. Lack of licence**

Bankia authorises the Registered Users to use the intellectual and industrial property rights relating to the software installed on Bankia's server, which executes the features that comprise the Forum, solely for using them for the purposes provided for in article 4, under the terms and conditions established in these Regulations. The Registered Users must refrain from obtaining, or attempting to obtain, access and use of the Forum and its content by means or procedures other than those that, in each case, have been made available to them or indicated for this purpose.

Bankia does not grant any type of licence or authorisation for use of any kind in relation to its intellectual or industrial property rights or to any other property or right relating to the Forum other than that described in the previous paragraph.

## **Article 10. Costs for using the Forum**

Access and use of the Forum by the Registered Users is free of charge, except in relation to the connection cost through the telecommunications network supplied by the access provider contracted by each Registered User.

## **Article 11. Security and personal data protection**

The aspects relating to security and personal data protection contained in these Regulations at any given time will be applicable to the Forum. In particular, the personal data provided by the Registered Users or generated as a result of using the Forum will be processed by Bankia for the purpose of establishing, managing and supervising the functioning of the Forum in accordance with the provisions of these Regulations and applicable legislation.

The Forum users grant their acceptance, authorisation and express consent to the Administrator to publish the content of all the posts submitted to the Forum website. They also grant their acceptance, authorisation and consent so that the content sent by any Forum user may be viewed by any other Registered User, and that the Registered User's name and surnames, or company name can be recorded and may be viewed by any Registered User as a means of identifying the author of any published post.

In addition, for the purposes provided for in Organic Law 15/1999 of 13 December on Personal Data Protection, the Registered Users are hereby informed that their personal data will be included in an automatic file owned by Bankia in respect of which, at any given time, the



Registered Users may exercise their right of access, rectification, cancellation and opposition in writing, with proof of identity by e-mail to [protecciondedatos@bankia.com](mailto:protecciondedatos@bankia.com) or to the following address, indicating "LOPD-derechos ARCO-Accionistas": apartado de correos nº 61076 Madrid.

## **Article 12. Contact mailbox**

Registered Users who have suggestions or proposals on improving the Forum, require technical assistance, or wish to make complaints about content that fails to comply with these Regulations may contact Bankia using the e-mail address that is provided for this purpose on the Forum. The purpose of this electronic mailbox is to provide a service for the Registered Users and to improve the quality of the Forum, while it does not imply any control or liability on the part of Bankia.