

ORDINARY GENERAL SHAREHOLDERS' MEETING – MARCH 2016

Attendance, Proxy and Remote Voting Card for the Ordinary General Meeting of shareholders 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 15 March 2016 on first call or, if there is no quorum on first call, at the same place and time the following day, 16 March 2016, 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 2016

Shareholder Number:
Number of Shares:



PROXY

REMOTE VOTING

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The holder of this card may grant a proxy or vote remotely by filling out the appropriate fields in the table of 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 will abstain. For information purposes, it is noted that the Chairman of the Board of Directors is in a conflict of interest in relation to item 11 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 regarding the proposals on the Agenda for this Meeting, it must check the corresponding box with an X, depending upon the sense of the vote 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 will be understood that the shareholder abstains in relation to those proposals for resolutions).

NO

To give voting instructions, check the appropriate box in the following table. If no instructions are given, the proxy will vote on the proposals as he 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	2.4	2.5	3	4.1	4.2	4.3	4.4	4.5	4.6	4.7	5.1	5.2	5.3	6	7	8	9	10	11	
IN FAVOUR																											
AGAINST																											
ABSTENTION																											
BLANK																											

Proposals regarding points not contemplated on the Agenda in the call

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

Signature of the shareholder who appoints the proxy

In on 2016

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

REMOTE VOTING

Signature of the shareholder who is to vote remotely

In on 2016

Shareholder Number:

Number of Shares:



AGENDA

1. Approval of the audited Annual Accounts and Management Report of Bankia and of its consolidated Group. Allocation of results. Approval of the corporate management for the year. All of the above in reference to the year closed 31 December 2015.
 - 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 corporate management by the Board of the Company in 2015.
 - 1.4 Allocation of results.
2. Appointment and reelection of members of the Board of Directors.
 - 2.1 Appoint as director, in the category of independent director, Mr. Antonio Greño Hidalgo for the bylaws mandated term of four years, to replace director Mr. Alfredo Lafita Pardo, who tendered his resignation effective as from the conclusion of the General Meeting.
 - 2.2 Reelect as director, in the category of executive director, Mr. José Sevilla Álvarez for the bylaws mandated term of four years.
 - 2.3 Reelect as director, in the category of independent director, Mr. Joaquín Ayuso García for the bylaws mandated term of four years.
 - 2.4 Reelect as director, in the category of independent director, Mr. Francisco Javier Campo García for the bylaws mandated term of four years.
 - 2.5 Reelect as director, in the category of independent director, Ms. Eva Castillo Sanz for the bylaws-mandated term of four years.
3. Reelection of the statutory auditor of the Company and its Consolidated Group for 2016.
4. Approval of amendment of the following articles of the Company Bylaws: article 17 (Issue of Debentures), article 18 (Convertible and Exchangeable Debentures), article 19 (Other Securities), article 21 (Distribution of Authority), article 23 bis (Information Prior to General Meeting), article 27 (Quorum for General Meeting), article 38 (Categories of Directors), article 44 (Positions on and Committees of Board of Directors), article 45 (Executive Committee), article 46 (Audit and Compliance Committee), article 47 (Appointments and Responsible Management Committee), elimination of article 47 ter (Appointments and Remuneration Committee), renumbering of article 47 quáter as article 47 ter (Risk Advisory Committee), article 49 (Remuneration of Directors), article 53 (Financial Year and Preparation of Annual Accounts), and amendment of the transitional provision to adapt the Bylaws to the new Good Governance Code of Listed Companies approved by Spain's securities exchange regulator, the Comisión Nacional de Mercado de Valores (CNMV), in February 2015, to the modifications of the Spanish Corporations Act introduced by Law 22/2015 of 20 July 2015 on Auditing of Accounts, and by Law 5/2015 of 27 April 2015 to promote lending to business, and to introduce certain improvements of a technical nature deriving from the aforesaid rules.
 - 4.1 Amendment of articles relating to the issue of debentures and other securities: article 17 (Issue of Debentures), article 18 (Convertible and Exchangeable Debentures), article 19 (Other Securities).
 - 4.2 Amendment of articles relating to operation of the general meeting: article 21 (Distribution of Authority), article 23 bis (Information Prior to General Meeting), article 27 (Quorum for General Meeting).
 - 4.3 Amendment of articles relating to the board of directors: article 38 (Categories of Directors), article 44 (Positions on and Committees of Board of Directors).
 - 4.4 Amendment of articles relating to board of directors committees: article 45 (Executive Committee), article 46 (Audit and Compliance Committee), article 47 (Appointments and Responsible Management Committee), article 47 ter (Appointments and Remuneration Committee), article 47 quáter (Risk Advisory Committee).
 - 4.5 Amendment of article relating to remuneration: article 49 (Remuneration of Directors).
 - 4.6 Amendment of article relating to the financial year and preparation of the annual accounts: article 53 (Financial Year and Preparation of Annual Accounts).
 - 4.7 Amendment of transitional provision: Transitional Provision.
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) and article 11 (Holding the General Meeting), to adapt them to the amendments of the Bylaws and the new Good Governance Code of Listed Companies approved by Spain's securities exchange regulator, the Comisión Nacional de Mercado de Valores (CNMV), in February 2015, to the modifications of the Spanish Corporations Act introduced by Law 22/2015 of 20 July 2015 on Auditing of Accounts, and by Law 5/2015 of 27 April 2015 to promote lending to business, and to introduce certain improvements of a technical nature deriving from the aforesaid rules.
 - 5.1 Amendment of article relating to the powers of the general meeting: article 2 (General Meeting of Shareholders).
 - 5.2 Amendment of articles relating to 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).
 - 5.3 Amendment of article relating to the holding of the general meeting: article 11 (Holding the General Meeting).
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, 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.
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*)), warrants and instruments, 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. Delegation within the Board of Directors of the authority to execute this resolution.
10. 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.
11. Submission for consultative vote of the annual report on remuneration of members of the Bankia Board of Directors.
12. Information regarding amendments adopted in the Board of Directors Regulations, affecting the following articles: article 4 (General Supervisory Function and Other Authority), article 8 (Qualitative Composition), introduction of article 8 bis (Director Selection Policy), article 9 (Chairman of the Board), article 10 (Chief Executive Officer), article 11 (Secretary of the Board), article 12 (Board Committees), article 14 (Audit and Compliance Committee), article 15 (Appointments Committee), article 15 bis (Remuneration Committee), removal of article 15 ter (Appointments and Remuneration Committee), article 16 (Risk Advisory Committee), article 17 (Meetings of the Board of Directors), introduction of article 18 bis (Evaluation of the Board of Directors and its Committees and Evaluation of the Performance of their Duties by the Chairman), 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 of Directors or its Committees and from Positions on those Bodies), article 27 (Remuneration of Directors), article 28 (Disclosure of Remuneration), article 30 (General Duty of Care), article 36 (Relations with the Markets), article 37 (Relations with Shareholders) and the transitional provision, to adapt the Board of Directors Regulations to the new Good Governance Code of Listed Companies approved by Spain's securities exchange regulator, the Comisión Nacional de Mercado de Valores (CNMV), in February 2015, to the modifications of the Spanish Corporations Act introduced by Law 22/2015 of 20 July 2015 on Auditing of Accounts, to the amendments introduced in the Bylaws, and to introduce certain improvements of a technical nature deriving from the aforesaid rules.

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 INFORMATION 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 addition, for the purposes provided for in Organic Act 15/1999 of 13 December 1999 on the Protection of Personal Information, 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 protecciondatos@bankia.com or to the postal address Apartado de Correos 61076 Madrid 28080, indicating "LOPD-derechos ARCO-Accionistas" as reference.