

OTHER RELEVANT INFORMATION

Pursuant to article 227 of the consolidated text of the Securities Market Act, approved by Legislative Royal Decree 4/2015 of 23 October 2015, it is hereby notified that the Board of Directors, in its meeting held today, has agreed to call the Ordinary General Meeting of Shareholders of the company, which will be held in Valencia, in the Palacio de Congresos, in Avenida de las Cortes Valencianas number 60, at 12:00 am on 27 March 2020 on first call and at the same time and place on 28 March 2020 on second call, it being foreseeable that the meeting will be held on first call, with the attached Agenda.

Madrid, 21th February 2020

BANKIA, S.A.

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ORDINARY GENERAL MEETING OF SHAREHOLDERS - MARCH 2020

AGENDA

1. Approval of the audited Annual Accounts and Management Report of Bankia and of its consolidated Group. Approval of the consolidated statement of non-financial information of the Bankia Group. Approval of the corporate management for the year. Allocation of results. All of the above in reference to the year closed 31 December 2019.
 - 1.1. Approval of the Annual Accounts and Individual Management Report of Bankia.
 - 1.2. Approval of the Annual Accounts and Consolidated Management Report of the Bankia Group.
 - 1.3. Approval of the consolidated statement of non-financial information of the Bankia Group.
 - 1.4. Approval of the corporate management by the Board of the Company in 2019.
 - 1.5. Allocation of results.
2. Fixing of the number of members of the Board of Directors. Appointment and reelection of members of the Board of Directors.
 - 2.1. Fixing number of members of the Board of Directors at 13.
 - 2.2. Appointment as director of Ms. Nuria Oliver Ramírez, in the category of independent director, for the bylaws mandated term of four years, effective as from the attainment of the pertinent regulatory authorisations.
 - 2.3. Reelection as director, in the category of executive director, of Mr. José Sevilla Álvarez, for the bylaws mandated term of four years.
 - 2.4. Reelection as director, in the category of independent director, of Mr. Joaquín Ayuso García, for the bylaws mandated term of four years.
 - 2.5. Reelection as director, in the category of independent director, of Mr. Francisco Javier Campo García, for the bylaws mandated term of four years.
 - 2.6. Reelection as director, in the category of independent director, of Ms. Eva Castillo Sanz, for the bylaws mandated term of four years.
 - 2.7. Reelection as director, in the category of independent director, of Mr. Antonio Greño Hidalgo, for the bylaws mandated term of four years.
3. Appointment of the statutory auditor of the Company and its consolidated Group for 2020, 2021 and 2022.
4. 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.

5. Delegation to the Board of Directors of the authority to issue, one or more times, 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, annulling the delegation of authority conferred at the previous General Meeting.
6. 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 the resolution, annulling the authority conferred at the previous General Meeting.
7. Authorisation of the Board of Directors to distribute interim dividends during 2020.
8. Payment of part of the 2019 and 2020 annual variable remuneration of executive directors in Bankia shares.
 - 8.1. Payment of part of the 2019 annual variable remuneration of executive directors in Bankia shares.
 - 8.2. Payment of part of the 2020 annual variable remuneration of executive directors in Bankia shares.
9. Amendment of the General Meeting Regulations in order to include, as applicable, the basic principles of Directive (EU) 2017/828, certain provisions relating to recent legislative reforms, certain questions in line with best practices in corporate governance, and certain technical specifications.
 - 9.1. Amendment of articles 2 ("General Meeting of Shareholders") and 5 ("Notice of call"), as well as the heading of Chapter II ("Call and preparation of the General Meeting").
 - 9.2. Amendment of articles 6 ("Information available from the call date") and 7 ("Right of information prior to the holding of the General Meeting"), and inclusion of a new article 8 BIS ("Attendance, proxy and remote voting cards").
 - 9.3. Amendment of articles 9 ("Right of attendance"), 10 ("Means of communication and logistics"), 11 ("Holding the General Meeting") and 15 ("Constitution").
 - 9.4. Amendment of articles 18 ("Information") and 19 ("Proposals").
 - 9.5. Amendment of articles 20 ("Remote voting") and 21 ("Voting on proposed resolutions"), and of the heading of Chapter VI ("Voting and documentation of resolutions").
 - 9.6. Inclusion of new articles 23 BIS ("Provisional suspension") and 23 TER ("Extension") and of a new Chapter VII ("Suspension and extension of the General Meeting").
 - 9.7. Amendment of article 26 ("Publication of resolutions") and inclusion of the new Chapter VIII ("Documentation of resolutions").
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. Consultative vote on the annual report on remuneration of members of the Bankia Board of Directors.

12. Information on amendments made to the Board of Directors Regulations, which affect articles 15 (Appointments and Responsible Management Committee) and 15 bis (Remuneration Committee), and on the approval of the Regulations of the Appointments and Responsible Management Committee and of the Regulations of the Remuneration Committee.