

MATERIAL DISCLOSURE

Pursuant to article 228 of the consolidated text of the Securities Market Act, approved by Legislative Royal Decree 4/2015 of 23 October, Bankia, S.A. hereby reports that the Board of Directors, in its meeting held today, 21 July 2017, has agreed to call the Extraordinary 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 noon on 14 September 2017 on first call and at the same time and place on 15 September 2017 on second call, it being foreseeable that the meeting will be held on first call, with the attached agenda.

The above is notified as a material disclosure for all pertinent purposes.

Madrid, 21 July 2017

BANKIA, S.A.

EXTRAORDINARY GENERAL MEETING OF SHAREHOLDERS SEPTEMBER 2017

AGENDA

- 1.- Approval of the merger by absorption of Banco Mare Nostrum, S.A. by Bankia, S.A. in accordance with the common draft terms of the merger of 26 June 2017. Consideration of the Bankia, S.A. annual balance sheet closed at 31 December 2016 as merger balance sheet. Capital increase in Bankia, S.A. through the issue of a maximum of 205,684,373 ordinary shares with a par value of one euro each to execute the merger share exchange and consequent amendment of article 5 of the Bylaws. Application for admission to trading of the new shares. Filing for special tax regime. Delegation of authority, with authority to subdelegate.
- 2.- Fixing of the number of members of the Board of Directors. Appointment of director.
 - 2.1 Fixing of number of members of the Board of Directors at 12 members.
 - 2.2 Appointment of Mr. Carlos Egea Krauel, in the category of other external director, for the bylaws mandated term of four years, effective as from registration in the Commercial Registry of Valencia of the deed of merger by absorption of Banco Mare Nostrum, S.A. by Bankia, S.A.
3. 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.
4. Information regarding the amendment made to the Board of Directors Regulations with the introduction of a Final Provision for the purpose of setting up the Committee to monitor and supervise the merger of Bankia, S.A. and Banco Mare Nostrum, S.A.