

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 submits for publication on the CNMV website the full text of the notice calling the Extraordinary General Meeting of Shareholders of the Company, to be held on 14 September 2017 at first call and 15 September 2017 at second call, at the Palacio de Congresos in the city of Valencia, with the expectation that the meeting will be held at first call. The notice has been published today in the Commercial Registry Official Gazette (Boletín Oficial del Registro Mercantil - BORME) and on the company's website (www.bankia.com).

The notice is accompanied by the full texts of the proposed resolutions.

The reports of the directors on the agenda items that so require, together with the rest of the general meeting documents, are available on the company's website (www.bankia.com).

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

Madrid, 31 July 2017

BANKIA, S.A.

NOTICE OF CALL

BANKIA, S.A.

EXTRAORDINARY GENERAL MEETING OF SHAREHOLDERS — SEPTEMBER 2017

The Board of Directors of Bankia, S.A. ("**Bankia**" or the "**Company**") has decided to call the shareholders to the Extraordinary General Meeting to be held in Valencia, at the Palacio de Congresos – Avenida de las Cortes Valencianas no. 60, on 14 September 2017, at 12 noon, at first call or, in the absence of the requisite quorum, at second call, on 15 September 2017, at the same place and time, foreseeably at first call; the site will be open for access and attendance by those who are holders of or represent at least 500 shares from 11:00 am, both for the first and the second call, if applicable, in order for the shareholders to deliberate and vote on the points set out in the following

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.

RIGHT TO SUBMIT NEW PROPOSED RESOLUTIONS

In accordance with the terms of article 519 of the Corporations Act, shareholders representing at least 3% of the share capital may submit reasoned proposals for resolutions on matters already included or which should be included on the agenda.

This right will be exercised by sending certifiable notice to the Company, which must be received at the registered office at Calle Pintor Sorolla, 8, 46002 Valencia, to the attention of the Secretary of the Board of Directors, within five days following publication of this call.

This written notice must state the name or company name of the shareholder or shareholders making the request and must enclose the appropriate documentation —a copy of the attendance

card or certificate of entitlement— evidencing shareholder status, in order to check this information against that provided by Sociedad de Gestión de los Sistemas de Registro, Compensación y Liquidación de Valores, S.A.U. (IBERCLEAR), and the content of the proposal or proposals made by the shareholder.

NOTARY ATTESTATION OF THE GENERAL MEETING OF SHAREHOLDERS

The Board of Directors has requested the presence of a notary public to write up the minutes of the General Meeting, in accordance with the terms of article 203 of the Corporations Act in conjunction with article 101 of the Regulations of the Commercial Registry and article 4.2 of the General Meeting Regulations.

RIGHT OF ATTENDANCE

This General Meeting may be attended by any person, whether an individual or legal person, owning or representing at least 500 shares of Bankia registered in the name of the owner or, if applicable, of the person represented in the related accounting register five days prior to the date on which the General Meeting is to be held. The shareholders must provide proof of this circumstance on entry to the venue at which the General Meeting is held, through the related attendance card indicating the number, class and series of shares held, and the number of votes that may be cast. The card will be issued by the affiliated entities of Sociedad de Gestión de los Sistemas de Registro, Compensación y Liquidación de Valores, S.A.U. (IBERCLEAR) to the holders of the shares providing evidence of having registered them five days prior to the date on which the General Meeting is to be held at first call.

For the purposes of providing proof of identity of the shareholders or of those validly representing them, on entry to the venue where the General Meeting is to be held, the attendees may be requested, together with presentation of the attendance card, proof of identity through the presentation of the National Identity Card or any other current, official document that is generally accepted for these purposes. The site will be open for access and attendance by the shareholders owning or representing at least 500 shares from 11:00 am, both for the first and the second call, if applicable.

PROXY AND REMOTE VOTING

Shareholders may appoint proxies and vote by remote means of communication before the General Meeting is held, in accordance with the provisions of articles 25 and 31 of the Bylaws and articles 8 and 20 of the General Meeting Regulations. The mechanisms for on-line voting and appointment of proxies prior to the General Meeting will be available on the Bankia website (www.bankia.com) as from 31 July 2017, and will be closed at midnight of the third day before the date scheduled for holding the General Meeting at first call.

Shareholders must complete and sign proxies and the related attendance and proxy card.

The persons to whom the proxy and vote are granted must cast the vote by attending the Meeting in person, provided that they reach the minimum number of shares entitling them to attend. They must present the attendance and proxy cards at the registration desks at the shareholder's entrance, at the place and time indicated for holding the General Meeting, as from one hour before the scheduled time for commencing the General Meeting.

Proxies may be revoked at any time. By attending the General Meeting in person, the represented shareholder thereby revokes the proxy, provided that compliance is made with section "4. Basic rules for proxy appointments and voting before the General Meeting and personal attendance" below.

If the shareholder represented attends, the representative may not attend the General Meeting. If it does it will not be entitled to vote or participate in representation of that person, and may be required to leave the General Meeting.

The proxy must be granted specifically for each General Meeting, in writing or by remote means of communication.

Where the represented shareholders have issued instructions, the representative will cast the vote in accordance therewith and will be obliged to retain these instructions for twelve months as from the date on which the General Meeting is held.

A proxy may represent more than one shareholder, with no limit regarding the number of shareholders represented. When a representative represents multiple shareholders, it may cast conflicting votes based on the instructions given by each shareholder.

In any event, the number of represented shares will be used in the calculation of a quorum for the General Meeting.

The documents stating the proxies for the General Meeting must include the following information at least:

- a) Date on which the General Meeting is held and the agenda.
- b) Identity of the represented shareholder and the proxy. Where not specified, the proxy will be deemed to have been granted to the Lead Independent Director, without prejudice to the indications below with regard to conflict of interest.
- c) Number of shares held by the shareholder granting the proxy.
- d) Instructions on the way in which to cast the vote of the shareholder granting the proxy on each point on the agenda.

The Chairman of the General Meeting or the persons designated by the Chairman will be deemed authorised to determine the validity of the proxies granted in compliance with the General Meeting attendance requirements.

The provisions of the preceding paragraphs will not be applicable where the proxy is a spouse, ascendant or descendant of the person represented, and provides evidence as such, or is the holder of a general power of attorney (granted in a deed that can be provided) to manage all the shareholder's assets in Spain.

Pursuant to the provisions cited above, the Board of Directors has developed the following rules for proxy appointments and remote voting prior to the General Meeting:

1. In-person or postal delivery

The shareholder may appoint a proxy by completing the nominative card of attendance, proxy and remote voting issued and sent to the shareholder's address or made available to the shareholders by the Company on its website (www.bankia.com). The card must be duly signed by the shareholder 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

The shareholder may likewise appoint a proxy by completing the nominative card of attendance, proxy and remote voting issued and sent to the shareholder's address, signing it and delivering it, for these purposes, by mail or any other similar courier service to the following address:

Bankia, S.A. - Dirección de Valores
C/ Gabriel García Márquez no. 1, 28232 Las Rozas – Madrid

Shareholders who are legal persons that grant a proxy to a third party by mail must enclose a copy of the power of attorney of the individual who signs the nominative card of attendance, proxy and remote voting or provide evidence of said person's powers by some other legally admissible means.

2. Electronic means

Individuals may grant proxies or vote directly through the Electronic Service operational on the Bankia website (www.bankia.com), by complying with the related instructions, detailing the proxies granted and the identity of the shareholders granting the proxies, including their electronic signatures based on an Electronic User Certificate issued by the Spanish Royal Mint (FNMT-RCM) or electronic DNI.

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

3. Remote voting prior to the General Meeting

The same procedure as established in section 1 above for remote appointment of proxies will be followed.

Individuals may cast their vote directly through the Electronic Service operational on the Bankia website (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.

4. Basic rules for proxy appointments and voting before the General Meeting and personal attendance

4.1. *Time limits for receipt by the Company of proxy appointments and remote votes prior to the General Meeting, whether delivered in person or by mail or by electronic means:*

They must be received by midnight of the third day before the date scheduled for holding the General Meeting at first call. Shareholders casting votes remotely, whether by mail or on-line, will be considered to be in attendance for the purposes of the quorum of the General Meeting.

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.

4.2. 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 to not have taken effect).

- 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 card of attendance, proxy and remote voting printed on paper render void votes made by electronic means either before or after.

- c) Priority based on the timing of the proxy appointment or vote:

Without prejudice to the provisions of section 4.2.b above, which shall 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. If the time the shareholder 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. If a shareholder casts multiple and inconsistent votes, the vote cast most recently will have priority.

5. Other matters

Any of the co-owners of a deposit of shares may vote, grant proxies or attend. The rules of priority among them established in section 4 above will apply. In any event, if there are co-owners of shares the provisions of article 126 of the Corporations Act will apply.

Shareholders who are legal entities and shareholders who are not residents of Spain must consult the Service Office for the General Meeting of Shareholders to adapt, with due safeguards, the mechanisms for remote voting and proxy appointments to their specific circumstances.

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 and provided that this occurs before the General Meeting commences.

Disposal of shares entitling shareholders to vote that are known to the Company will render the votes cast and proxies granted null and void.

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

6. 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.

7. Situations of conflict of interest

A shareholder will be in a situation of conflict of interest and may not exercise the voting right corresponding to its shares when the purpose of the resolution to be adopted is:

- a) to release an obligation of or grant a right to the aforesaid shareholder;
- b) to provide the aforesaid shareholder with any kind of financial assistance, including extending guarantees in its favour;
- c) to excuse the aforesaid shareholder from the obligations deriving from the duty of loyalty legally established for directors.

Regarding the proxy, before its appointment it must advise the shareholder in detail if there is a situation of conflict of interest. If the conflict arose following the appointment and the represented shareholder had not been informed of its existence, the shareholder must be informed immediately. In both cases, if new precise voting instructions have not been received for each of the matters on which the representative has to vote on behalf of the shareholder, the representative must abstain from casting a vote.

If the proxy has been validly granted in accordance with the law and the General Meeting Regulations but instructions are not included for casting the vote or if doubts arise as to the recipient or the scope of the proxy, it will be understood that: (i) the proxy is granted to the Lead Independent Director; (ii) it refers to all the proposals forming part of the Agenda of the General Meeting; (iii) the vote will be cast in favour of the proposals of the Board of Directors, and (iv) it also covers any points that may arise outside the Agenda, in respect of which the representative will cast a vote in the way he or she deems fit, having regard to the corporate interest.

Unless an indication is made by the represented shareholder, where the representative is involved in a conflict of interest, representation will be understood to be granted to the Lead Independent Director, and if the latter is in a conflict of interest, to the Secretary of the General Meeting, except in those cases for which there are specific voting instructions for each of those points. If the Secretary of the General Meeting is also in a conflict of interest, he or she must abstain.

INFORMATION ON THE MERGER WITH BANCO MARE NOSTRUM, S.A.

In relation to the merger by absorption of Banco Mare Nostrum, S.A. ("**BMN**") by Bankia referred to on the first point of the agenda, it is noted that, in accordance with the provisions of article 39.1 of Act 3/2009 of 3 April 2009 on structural modifications of business corporations, since before the publication of this notice of call the following documents have been posted on the Company website (www.bankia.com), where they may be downloaded and printed out:

- (i) The merger common draft terms dated 26 June 2017.
- (ii) The reports of the directors of Bankia and BMN on the merger common draft terms.
- (iii) The report of the independent expert appointed by the Commercial Registry of Valencia on the merger common draft terms.
- (iv) The annual financial statements and directors' report, individual and consolidated, for the last three years (2016, 2015 and 2014) of Bankia and of BMN, as well as the related reports of the statutory auditors.
- (v) The merger balance sheets of Bankia and BMN, which are the last annual balance sheet for each entity at 31 December 2016 that forms part of their respective individual financial statements for 2016, with the related report of the statutory auditors.
- (vi) The current bylaws of Bankia and BMN.
- (vii) Full text of the bylaws of Bankia as the absorbing that will apply after the merger is executed. Those bylaws will be the current Bankia bylaws (as set out in Schedule 1 to the merger common draft terms), in which there will only be amended, as a consequence of the merger, the share capital figure (article 5 of the Bankia bylaws) as a result of the capital increased carried out to execute the merger share exchange.
- (viii) Identity of the directors of Bankia and of BMN, with the dates since when they have held their directorships, and the same information for the BMN director who it is proposed be included in the Bankia Board of Directors as a consequence of the merger.

In relation to the publication of the merger common draft and pursuant of article 32.3 of the Law 3/2009, it is noted that it was inserted into the websites of Bankia and BMN June 27, 2017, having published the fact of such inclusion in the Official Gazette of the Commercial Registry.

Pursuant to article 40.2 of the aforesaid Act 3/2009, there are placed on record below the minimum specifics required by law of the merger common draft terms that are submitted to the General Meeting for approval under point one of the agenda:

(1) Identification of the companies involved

Absorbing: Bankia, S.A., with registered office at Calle Pintor Sorolla no. 8, 46002 Valencia, registered in the Commercial Registry of Valencia in volume 9341, book 6623, folio 104, page V-17274 and holding Corporate Taxpayer Identification Code number A-14010342.

Absorbed: Banco Mare Nostrum, S.A., with registered office at Paseo de Recoletos no. 17, 28004 Madrid, registered in the Commercial Registry of Madrid in volume 28378, section 8, folio 1, page M-511037 and holding Corporate Taxpayer Identification Code number A-86104189.

(2) Exchange ratio and procedure

The exchange ratio for BMN shares and Bankia shares, which has been determined on the basis of the real value of the net assets of both companies, will be, without any supplementary cash compensation, ONE (1) ordinary share of Bankia, with a par value of one euro, for every SEVEN POINT EIGHT TWO NINE EIGHT SEVEN (7.82987) ordinary shares of BMN, with a par value of one euro each.

Bankia will carry out the exchange of BMN shares, according to the share exchange ratio specified above, using newly issued ordinary shares.

Toward this end Bankia will increase its capital in the amount necessary to be able to execute the exchange of BMN shares by issuing and placing in circulation the requisite number of new ordinary shares with a par value of one euro each, of the same single class and series as the ones currently outstanding, represented as book entries. Those shares may only be subscribed for by the BMN shareholders, and, in accordance with the provisions of article 304.2 of the Spanish Corporations Act, there will be no preferential subscription right.

Pursuant to article 26 of Act 3/2009, there will be no exchange of BMN shares owned by Bankia or of any own shares that BMN may hold as treasury stock, which will be retired. For the record, at the date of the Draft Merger Terms, Bankia does not hold any shares of BMN. At this time, BMN hold 3,171,205 treasury shares.

Considering the total number of shares of BMN outstanding at the date of these Draft Merger Terms that could opt into the exchange (i.e., 1,613,653,104 shares with a face value of one euro per share, less the abovementioned 3,171,205 treasury shares, which will be held in treasury until the merger takes effect and so will not be exchanged), the maximum number of Bankia shares to be issued to cover the share exchange is 205,684,373 ordinary shares of Bankia with a face value of one euro per share, which represents a capital increase in a total maximum nominal amount of EUR 205,684,373.00. The amount of the capital increase could vary depending on BMN's treasury shares and Bankia's holding of BMN shares at the time of the Merger.

Any difference between the fair value of the assets received by Bankia in the Merger and the face value of the new shares will be allocated to the paid-in surplus. Both the face value of the new shares and the resulting paid-in surplus will be fully paid through the transfer *en bloc* of BMN's assets and liabilities to Bankia.

After (i) the approval of this merger by the General Meetings of Shareholders of Bankia and BMN; (ii) the presentation of the equivalent document referred to by articles 26.1.d) and 41.1.c) of Royal Decree 1310/2005 of 4 November 2005; (iii) the fulfilment of the conditions precedent referred to further below; (iv) the execution before notary public of the public deed of the merger and the related capital increase in Bankia; and (v) the registration of that merger deed in the Commercial Registry of Valencia, the exchange of BMN shares for Bankia shares will take place, as from the date specified in the notices to be published in accordance with the applicable laws and regulations.

The exchange of BMN shares for Bankia shares will be carried out through the custodians of the former shares, in accordance with the procedures stipulated for the book-entries system and, in particular, according to the terms of Royal Decree 878/2015 of 2 October 2015, on clearing, settlement and registration of negotiable securities represented as book entries and applying the provisions of article 117 of the Corporations Act insofar as relevant.

As a consequence of the merger, the BMN shares will be retired.

The owners of a number of BMN shares that according to the agreed exchange ratio does not allow them to receive an integer number of Bankia shares may acquire or transfer shares in order to proceed to exchange them according to that exchange ratio.

Without prejudice to the above, the participating entities may set up mechanisms to facilitate the exchange of the BMN shares for Bankia shares, by appointing a fractions agent to act as counterparty for the purchase of fractions or remainders. Thus, all BMN shareholders who, in view of the stipulated share exchange ratio and the number of BMN shares they hold, are not entitled to receive at least one whole share of Bankia or are entitled to receive an integer number of Bankia shares and who have a remaining number of BMN shares that is not sufficient to allow them to receive one additional Bankia share, may transfer those excess BMN shares to the fractions agent, who will pay their cash value.

Bankia will request to have the new shares it issues to execute the merger swap admitted to trading on the Madrid, Barcelona, Valencia and Bilbao Stock Exchanges, to be traded through the Spanish stock market interconnection system known as the Sistema de Interconexión Bursátil (Continuous Market), complying with all legal formalities required for that purpose.

(3) Contributions of business or ancillary performances

Given that there are no contributions of business and that no ancillary performances have been stipulated in the participating entities, no compensation needs to be granted in this respect.

(4) Special securities and rights

Neither of the participating entities has special shares or holders of special rights other than simple share ownership; nor will any special rights or options be granted to the holders of non-equity securities. Consequently, there is no need to grant any special right or to offer any type of option.

(5) Advantages attributed to the independent experts or to the directors

No advantage of any type has been attributed to the directors of any of the participating entities or to the independent expert who issues the relevant report on the merger common draft terms.

(6) Rights attaching to the new shares

The new shares issued by Bankia to execute the merger exchange will be ordinary shares of the same single class and series as those currently outstanding, and enjoy the same rights as from the time the merger deed is registered in the Commercial Registry of Valencia.

In particular, those new shares will entitle their owners, as from the date of the merger deed's registration in the Commercial Registry of Valencia, to share in the company profits on the same terms as the rest of the owners of Bankia shares outstanding at that date.

(7) Effective accounting date

The date as from which the operations of the absorbed will be considered executed for accounting purposes for the account of the absorbing will be the one that applies under the Spanish General Accounting Plan (Plan General de Contabilidad) approved by Royal Decree 1514/2007 of 16 November 2007 and, in particular in standard 19 thereof, as well as under International Financial Reporting Standard 3, and, in particular, paragraphs 8 and 9 thereof,

with which the former is consistent. In any event, in the event of inconsistency between the two standards, the latter will prevail.

According to said standards in effect at the date of the merger common draft terms, the effective accounting date of the merger will be the date on which, the merger having been approved by the General Meetings of Bankia and of BMN, the last of the administrative authorisations to which the merger's effectiveness is subject is obtained, as that is the date on which the absorbing will be considered to have acquired control of the absorbed on the terms referred to by said standards.

(8) Bylaws of the merged company

The merger will not require amendment of the bylaws of the absorbing, except as regards the share capital figure, due to the capital increase carried out to execute the merger share exchange.

(9) Measurement of the assets and liabilities of the absorbed

As a consequence of the merger, BMN will be wound up without being liquidated, and its assets and liabilities transferred *en bloc* and by universal succession to Bankia.

For the purposes provided for in article 31.9 of Act 3/2009, it is noted that the BMN assets and liabilities are those recorded in the individual and consolidated balance sheets of that entity closed at 31 December 2016.

It is likewise noted that according to the applicable accounting standards, the identifiable assets, the liabilities taken on and any non-controlling interest in the absorbed will be recorded in Bankia on the acquisition date (effective accounting date of the merger as explained above), and separately from the goodwill, at their fair values.

(10) Dates of the accounts of the merging companies used to establish the terms and conditions for the merger

For the purposes provided in Article 36 of Law 3/2009, the annual balance sheet of Bankia closed at 31 December 2016 that forms part of Bankia's annual accounts for 2016, duly audited by Bankia's auditor and approved by its Ordinary General Meeting held on 24 March 2017, will be considered to be its merger balance sheet.

Similarly, the annual balance sheet of BMN closed at 31 December 2016 that forms part of BMN's annual accounts for 2016, duly audited by BMN's auditor and approved by its Ordinary General Meeting held on 5 May 2017, will be considered to be its merger balance sheet.

For the purposes of Article 31.10 of Law 3/2009, it is noted that the terms of the Merger have been established based on the abovementioned annual accounts of the Merging Entities for the year ended 31 December 2016.

(11) Consequences for employment, gender impact on management bodies and implications for the company's social responsibility

According to what is provided in article 44 of the consolidated text of the Spanish Employees' Statute Law (Ley del Estatuto de los Trabajadores) approved by Legislative Royal Decree 2/2015 of 23 October 2015, which regulates corporate successions, Bankia will be subrogated to the position of BMN as regards the employment rights and obligations of the BMN employees.

The merging entities will comply with their disclosure obligations and, if applicable, their obligations to consult with the legal representatives of the employees of each entity, as provided in the relevant labour laws. The proposed merger will likewise be notified to the relevant government bodies, in particular to the General Treasury of the Social Security system.

After the merger has been executed, the existing employment rights of BMN employees will be respected as provided by law. Similarly, after the execution of the merger, Bankia will analyse the overlaps, redundancies and economies of scale arising from the process and will carry out the employment restructuring it deems necessary, applying the relevant employment law provisions.

The merger is not expected to have any gender impact on the governing body of the absorbing.

The merger will not affect Bankia's social responsibility.

In accordance with the draft terms of merger, it is noted that the effectiveness of the merger is subject to the authorization of the Ministry for Economy and Competitiveness, as stipulated in the twelfth additional provision of Law 10/2014 of 26 June on the ordering, supervision and solvency of credit institutions, as well as upon attainment of all such others necessary authorizations from the Directorate General of Insurance and Pension Funds (DGSFP), the National Securities Market Commission (CNMV), National Commission on Markets and Competition or any other administrative body or entity.

OTHER DOCUMENTS AVAILABLE ON THE WEBSITE

Irrespective of the right to information and in addition to the documents specified in the preceding section, as from the date this notice of call is published the following documents, amongst others, will be available on an uninterrupted basis on the Company website (www.bankia.com):

- (i) This notice of call to the meeting.
- (ii) The total number of shares and voting rights as at the date of the call.
- (iii) The full text of the proposed resolutions for the points on the General Meeting Agenda.
- (iv) The explanatory reports required by article 529 *decies* of the Corporations Act in relation to the director whose appointment is proposed under the second point of the agenda, including his or her identity, résumé and category of directorship.
- (v) Instructions for attending the General Meeting, proxy granting and remote voting.
- (vi) Model of attendance, proxy and remote voting card.
- (vii) Regulations of the Shareholders' Electronic Forum.
- (viii) Right of information.
- (ix) Company Bylaws.
- (x) General Meeting Regulations.
- (xi) Board of Directors Regulations.

(xii) FAQs.

(xiii) Valid requests for information, clarifications or questions submitted by the shareholders pursuant to their right of information and the replies provided by the directors.

It is placed on record that shareholders also have at their disposal on the Company website (www.bankia.com) the report of the Board of Directors and report of the accounting auditor, different from the Bankia auditor and named for these purposes by the Commercial Registry, as required by the Corporations Act in relation to the issue of bonds in perpetuity contingent convertible into ordinary shares of Bankia, with disapplication of the preferential subscription right, approved by the Board of Directors on 29 June 2017 under the authorisations thereupon conferred by the shareholders in General Meeting.

RIGHT OF INFORMATION

In accordance with the provisions of articles 197 and 520 of the Corporations Act and article 7 of the Regulations of the General Meeting of Shareholders of the Company, from the day of publication of the call of the General Meeting until and including the fifth day prior to the day it is scheduled to be held, or during the meeting itself, the shareholders may request information or clarifications or submit the written questions they consider appropriate to the matters on the agenda of the General Meeting. Also, in the same time frame and by the same means, the shareholders may request information or clarifications and pose questions they deem fit, either in writing or orally while the General Meeting is being held, with regard to any information accessible to the public that may have been provided by the Company to the Spanish National Securities Markets Commission since the last General Meeting was held.

Requests for information shall be sent in writing to the Service Offices for the General Shareholders Meeting at the addresses indicated above and delivered by hand at the address or sent by post or by electronic means using the Electronic Service provided on the Company's corporate website (www.bankia.com), in which case, in order to equip the system with appropriate guarantees of authenticity and identification of the shareholders exercising their right to information, an electronic signature (advanced or recognised), in the terms set forth in Electronic Signature Law 59/2003 of 19 December, based on either a recognised electronic certificate of which there is no record of its having been revoked that has been issued by the Royal Spanish Mint (FNMT-RCM) or an electronic DNI. Whichever means is used for sending the requests for information, the shareholders' requests must include their name and surnames (or company name), the taxpayer identification number and evidence of the shares held, in order to be able to check this information against the list of shareholders and the number of shares appearing in each shareholder's name provided by Sociedad de Gestión de los Sistemas de Registro, Compensación y Liquidación de Valores, S.A.U. (IBERCLEAR). The shareholder will be understood to give his or her consent to the requests for information being answered by a reply to the email address of the requesting shareholder. The shareholders may also request information by contacting the Service Offices of the General Shareholders Meeting by telephone (902 10 75 75, or +34 81 787 75 75 for calls from outside Spain from Monday to Friday from 8:00 to 22:00 hour) or by electronic means using the Electronic Service provided on the Company's corporate website (www.bankia.com), in which case the shareholders must use their electronic signature as indicated above.

Valid requests for information or clarification or questions made in writing, and the directors' answers provided in writing, shall be included on the Company's website.

With regard to any oral requests for information or clarifications regarding the matters on the agenda made while the General Meeting is being held and that are not answered at the time, the Board of Directors is obliged to provide this information in writing within seven days after the General Meeting has ended.

The directors may limit their answer to remitting to the information provided when, prior to the statement of the specific question, the requested information is available in a clear, express and direct manner for all shareholders on the Company's corporate website (www.bankia.com) in question and answer format. Also, pursuant to the provisions of article 197 of the Corporations Act and article 7.4 of the Company's General Meeting Regulations, it is hereby stated that the directors shall not be obliged to provide the aforementioned information, when (i) the information is not necessary for the protection of the rights of the shareholder, or there are objective reasons to conclude that it may be used other than for corporate purposes, or its disclosure is harmful to the company or the related companies and it is requested by shareholders representing less than 25% of the Company's share capital, (ii) the request does not refer to items on the agenda or to information accessible to the public provided by the National Securities Markets Commission since the holding of the most recent General Meeting, (iii) the information may for any reason be considered abusive or contrary to the principles of equal treatment of shareholders, (iv) the requested information is clearly and directly available to all shareholders on the Company's corporate website (www.bankia.com) in a question-answer format or (v) for other reasons established by law or in the bylaws.

SPECIAL INSTRUMENTS OF DISCLOSURE

In accordance with article 539.2 of the Corporations Act, Bankia has set up on its corporate website (www.bankia.com) a Shareholders Electronic Forum (hereinafter the "**Forum**"), which can be accessed with the appropriate safeguards by all individual shareholders and by any voluntary associations of shareholders that may be set up in accordance with the provisions of article 539.4 of the Corporations Act.

On the Forum may be posted initiatives to reach the percentage required to exercise statutory non-controlling shareholder rights and any offers or requests to act as a voluntary proxy.

The Forum is not a mechanism for on-line conversations between shareholders, nor a place for virtual debate. Nor does the Forum constitute a communication channel between the Company and its shareholders. The Forum is set up for the purpose of facilitating communication between Bankia shareholders from the time the General Meeting is called until it is held.

After entering the Forum via the Bankia website (www.bankia.com), shareholders must identify themselves, by using their electronic signature based on an Electronic Certificate of User issued by the Spanish Royal Mint (FNMT-RCM) or the electronic DNI. Legal persons and non-residents of Spain should consult the Service Office of the General Meeting in order to adapt, with the requisite safeguards, the mechanisms for participating in the Shareholders Electronic Forum. As from the date of publication of the notice of call, the necessary information and requirements for participating in the Forum may be consulted on the Bankia website (www.bankia.com). Access to the Forum and the terms and conditions for its use and operation will be governed by the provisions of this call of General Meeting and in the operating rules for the Shareholders Electronic Forum, which may be consulted on the Bankia website.

PROTECTION OF PERSONAL DATA

The personal data that shareholders or their representatives submit to Bankia for purposes of exercising their General Meeting information, attendance, proxy and voting rights, or that are provided by the banks and securities brokers and dealers that hold the shares of those shareholders in custody via Sociedad de Gestión de los Sistemas de Registro, Compensación y Liquidación de Valores, S.A.U. (IBERCLEAR), will be processed for the purpose of managing the pursuit, development and control of the shareholder relationship and, where applicable, the representation relation that exists. 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 not properly completed, Bankia may not execute the aforesaid actions.

The shareholders will be responsible for obtaining the consent of their representatives, if they appoint a proxy, for Bankia to process their personal data for the purposes indicated above.

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) 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, attendees give their consent to the recording and broadcasting of the Meeting.

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

21 July 2017

General Secretary and Secretary to the Board of Directors
Miguel Crespo Rodríguez

PROPOSED RESOLUTIONS FOR GENERAL MEETING OF SHAREHOLDERS OF BANKIA, S.A. IN RELATION TO THE MERGER BY ABSORPTION OF BANCO MARE NOSTRUM, S.A.

POINT ONE ON THE 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.**

Approve the merger by absorption of Banco Mare Nostrum, S.A. ("**BMN**" – absorbed) by Bankia, S.A. ("**Bankia**" – absorbing), with the termination by winding up without liquidation of BMN and *en bloc* transfer of all its assets and liabilities to Bankia, which acquires by universal succession the whole of the assets, liabilities and rights and obligations of the absorbed (the "**Merger**"), on the terms and conditions provided in the merger common draft terms signed by the directors of Bankia and BMN on 26 June 2017 (the "**Draft Merger Terms**").

Toward that end, in accordance with the provisions of Act 3/2009 of 3 April 2009 on structural modifications of business corporations ("**Act 3/2009**") and other applicable provisions, the following resolutions are adopted as part of one single operation:

1. **Consideration of the Bankia, S.A. annual balance sheet closed at 31 December 2016 as merger balance sheet**

In accordance with the provisions of article 36.1 of Act 3/2009, approve as merger balance sheet of Bankia for the purposes of the Merger the balance sheet for the year ended 31 December 2016 included in the Bankia 2016 financial statements.

Said Bankia 2016 financial statements were audited by its statutory auditor, Ernst & Young, S.L., who issued their audit report without qualifications on 10 February 2017, and were approved by the Annual General Meeting of Shareholders of Bankia held on 24 March 2017.

2. **Approval of the Draft Merger Terms**

Approve the Draft Merger Terms in its entirety and without modification, with said proposal being considered incorporated herein by reference for all relevant purposes.

In accordance with article 32 of Act 3/2009, the Draft Merger Terms has been posted on the corporate websites of Bankia (www.bankia.com) since 27 June 2017 and of BMN (www.bmn.es) since that same date, where it may be downloaded and printed out.

The fact of the Draft Merger Terms in the Bankia and BMN corporate websites was published in the Commercial Registry Official Gazette, with expression in each case of the corresponding corporate web site as well as from the date of their inclusion in the same.

3. Approval of the merger resolution in accordance with article 40 of Act 3/2009 and article 228 of the Regulations of the Commercial Registry

Approve the Merger strictly on the terms and conditions of the Draft Merger Terms.

As provided in article 228 of the Regulations of the Commercial Registry and as an integral part of this merger resolution, the following circumstances are expressly stated:

(1) Identity of the Participating Entities

Absorbing: Bankia, S.A., with registered office at Calle Pintor Sorolla no. 8, 46002 Valencia, registered in the Commercial Registry of Valencia in volume 9341, book 6623, folio 104, page V-17274 and holding Corporate Taxpayer Identification Code number A-14010342.

Absorbed: Banco Mare Nostrum, S.A., with registered office at Paseo de Recoletos no. 17, 28004 Madrid, registered in the Commercial Registry of Madrid in volume 28378, section 8, folio 1, page M-511037 and holding Corporate Taxpayer Identification Code number A-86104189.

(2) Bylaws amendments

The merger will not require amendment of the bylaws of the absorbing, except as regards the share capital figure (article 5 of the Bankia bylaws), due to the capital increase carried out to execute the Merger share exchange.

(3) Share exchange ratio

The exchange ratio for BMN shares and Bankia shares, which has been determined on the basis of the real value of the net assets of both companies, will be, without any supplementary cash compensation, ONE (1) ordinary share of Bankia, with a par value of one euro, for every SEVEN POINT EIGHT TWO NINE EIGHT SEVEN (7.82987) ordinary shares of BMN, with a par value of one euro each.

(4) Exchange procedure and date as from which the new shares will entitle their holders to share in the company profits

Bankia will carry out the exchange of BMN shares, according to the share exchange ratio specified above, using newly issued ordinary shares.

Toward this end Bankia will increase its capital in the amount necessary to be able to execute the exchange of BMN shares by issuing and placing in circulation the requisite number of new ordinary shares with a par value of one euro each, of the same single class and series as the ones currently outstanding, represented as book entries. Those shares may only be subscribed for by the BMN shareholders, and, in accordance with the provisions of article 304.2 of the Spanish Corporations Act, there will be no preferential subscription right.

Pursuant to article 26 of Act 3/2009, there will be no exchange of BMN shares owned by Bankia or of any own shares that BMN may hold as treasury stock, which will be retired.

After (i) the approval of this merger by the General Meetings of Shareholders of Bankia and BMN; (ii) the presentation of the equivalent document referred to by articles 26.1.d) and 41.1.c) of Royal Decree 1310/2005 of 4 November 2005; (iii) the fulfilment of the conditions precedent referred to further below; (iv) the execution before notary public of the public deed

of the Merger and the related capital increase in Bankia; and (v) the registration of that Merger deed in the Commercial Registry of Valencia, the exchange of BMN shares for Bankia shares will take place, as from the date specified in the notices to be published in accordance with the applicable laws and regulations.

The exchange of BMN shares for Bankia shares will be carried out through the custodians of the former shares, in accordance with the procedures stipulated for the book-entries system and, in particular, according to the terms of Royal Decree 878/2015 of 2 October 2015, on clearing, settlement and registration of negotiable securities represented as book entries and applying the provisions of article 117 of the Corporations Act insofar as relevant.

As a consequence of the Merger, the BMN shares will be retired.

The owners of a number of BMN shares that according to the agreed exchange ratio does not allow them to receive an integer number of Bankia shares may acquire or transfer shares in order to proceed to exchange them according to that exchange ratio.

Without prejudice to the above, the Participating Entities may set up mechanisms to facilitate the exchange of the BMN shares for Bankia shares, by appointing a fractions agent to act as counterparty for the purchase of fractions or remainders. Thus, all BMN shareholders who, in view of the stipulated share exchange ratio and the number of BMN shares they hold, are not entitled to receive at least one whole share of Bankia or are entitled to receive an integer number of Bankia shares and who have a remaining number of BMN shares that is not sufficient to allow them to receive one additional Bankia share, may transfer those excess BMN shares to the fractions agent, who will pay their cash value.

The new shares issued by Bankia to execute the merger exchange will be ordinary shares of the same single class and series as those currently outstanding, and enjoy the same rights as from the time the Merger deed is registered in the Commercial Registry of Valencia.

In particular, those new shares will entitle their owners, as from the date of the merger deed's registration in the Commercial Registry of Valencia, to share in the company profits on the same terms as the rest of the owners of Bankia shares outstanding at that date.

Bankia will request to have the new shares it issues to execute the Merger swap admitted to trading on the Madrid, Barcelona, Valencia and Bilbao Stock Exchanges, to be traded through the Spanish stock market interconnection system known as the Sistema de Interconexión Bursátil (Continuous Market), complying with all legal formalities required for that purpose.

(5) Date as from which the operations of the absorbed will be considered executed for accounting purposes for the account of the absorbing

The date as from which the operations of the absorbed will be considered executed for accounting purposes for the account of the absorbing will be the one that applies under the Spanish General Accounting Plan (Plan General de Contabilidad) approved by Royal Decree 1514/2007 of 16 November 2007 and, in particular in standard 19 thereof, as well as under International Financial Reporting Standard 3, and, in particular, paragraphs 8 and 9 thereof, with which the former is consistent. In any event, in the event of inconsistency between the two standards, the latter will prevail.

According to said standards in effect at the date of the Draft Merger Terms, the effective accounting date of the Merger will be the date on which, the Merger having been approved by the General Meetings of Bankia and of BMN, the last of the administrative authorisations

to which the merger's effectiveness is subject is obtained, as that is the date on which the absorbing will be considered to have acquired control of the absorbed on the terms referred to by said standards.

(6) Rights to be granted in the absorbing to holders of special classes, to holders of preferred participating securities and to holders of special rights or, as applicable, the options offered thereto

Neither of the Participating Entities has special shares or holders of special rights other than simple share ownership; nor will any special rights or options be granted to the holders of non-equity securities. Consequently, there is no need to grant any special right or to offer any type of option.

(7) Advantages of any kind to be attributed in the absorbing to the independent expert and to the directors of the Participating Entities

No advantage of any type has been attributed to the directors of any of the Participating Entities or to the independent expert who issues the relevant report on the Draft Merger Terms.

In accordance with the terms of the Draft Merger Terms, it is noted that the effectiveness of the Merger is subject upon authorisation from the Minister of Economy, Industry and Competitiveness, as stipulated in the twelfth additional provision of Act 10/2014 of 26 June on regulation, supervision and solvency of credit institutions, as well as upon attainment of all such other authorisations as may be required from the Spanish Directorate General for Insurance and Pension Funds, from the Comisión Nacional del Mercado de Valores (Spanish Securities Market Commission), from the Comisión Nacional de los Mercados y de la Competencia (Spanish Markets and Competition Commission) and any other administrative body or entity.

4. 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 regarding the share capital. Application for admission to trading of the new shares

As a consequence of the Merger and in order to execute the share swap to which it gives rise, increase the share capital of Bankia by a maximum nominal amount of 205,684,373.00 euros, by issuing and placing in circulation a maximum of 205,684,373 ordinary shares of the Company of the same single class and series as those currently outstanding, each with a par value of one euro each, on the terms and conditions set out below:

- (i) Amount of the increase:** The amount of the share capital increase will be for a maximum of 205,684,373.00 euros, through the issue and placement in circulation of a maximum of 205,684,373 new ordinary shares of the same class and series and carrying the same rights as those currently outstanding, each with a par value of one euro. The Board of Directors will have the authority, with express authority to subdelegate this power, to determine the final amount of the capital increase within the maximum envisaged as a function of the final number of BMN shares entitled to participate in the exchange.
- (ii) Issue price and issue premium:** The new shares will be issued for their par value of one euro per share plus the issue premium calculated as indicated below. The difference between the fair value of the BMN net assets received by Bankia by virtue of the Merger and the nominal value of the new shares will be allocated to the issue premium.

- (iii) **Payment of the new shares:** Both the par value of the new shares and the issue premium thereon will be wholly paid in as a result of the *en bloc* transfer of the BMN assets and liabilities to Bankia by virtue of the Merger.
- (iv) **Representation of the new shares:** The new shares will be represented by book entries; the related bookkeeping will be carried on by the Sociedad de Gestión de los Sistemas de Registro, Compensación y Liquidación de Valores, S.A. (IBERCLEAR) and its affiliated participants on the terms of the applicable laws and regulations.
- (v) **Rights attaching to the new shares:** The new shares issued by Bankia to execute the merger exchange will be ordinary shares of the same single class and series as those currently outstanding, and enjoy the same rights as from the time the Merger deed is registered in the Commercial Registry of Valencia. In particular, those new shares will entitle their owners, as from that date, to share in the company profits on the same terms as the rest of the owners of Bankia shares outstanding at that date.
- (vi) **Preferential subscription right:** The subscription of the new shares is reserved for the owners of BMN shares by virtue of the Merger share exchange, and, in accordance with the provisions of article 304.2 of the Corporations Act, there is no preferential subscription right for Bankia shareholders.
- (vii) **Incomplete subscription:** In accordance with article 311 of the Corporations Act, the possibility is expressly envisaged of the capital increase not being fully subscribed. Thus, if the increase is not fully subscribed, the share capital will only be increased by the amount of subscriptions actually made.
- (viii) **Amendment of the company bylaws:** As a result of the capital increase, article 5 of the Bankia bylaws will be amended to reflect the new share capital figure.
- (ix) **Delegation of specific powers:** Pursuant to the terms of article 297.1.a) of the Corporations Act, authority is delegated to the Board of Directors, with express authority to subdelegate, to set the date on which the capital increase resolution is to be carried into effect and determine the conditions thereof insofar as regards matters not provided for in this resolution and, in particular, without limitation, to determine the final amount of the capital increase within the stipulated maximum and, if applicable, its incomplete subscription, and the consequent final number of ordinary shares to be issued to execute the Merger share exchange, as well as the amount of the issue premium, and to draw up the new wording of article 5 of the Bankia bylaws to adapt it to the new share capital figure and the resulting number of shares.

Approve the application for admission to trading of the new shares issued under this resolution on the Madrid, Barcelona, Valencia and Bilbao Stock Exchanges, through the Interconnected Stock Market System (Continuous Market), making express record of Bankia's submission to the rules that exist or which may be issued on securities exchange matters and, especially, on trading, continued listing and delisting of securities.

5. Filing for special tax regime

In accordance with the provisions of article 89 of the Corporate Income Tax Act 27/2014 of 27 November 2014, approve the Merger's submission to the special tax regime provided in Chapter VII of Title VII and in the second additional provision of said Act. Toward that end, and as provided in article 89 of Act 27/2014, the Merger will be notified to the tax authorities in the regulated manner and time limits.

6. Delegation of authority

Delegate to the Board of Directors, with express authorisation to subdelegate, the broadest powers required in law to execute and implement the preceding resolutions for the successful outcome of the Merger and to perform all such acts, legal dealings, contracts, declarations and operations and adopt all such resolutions and decisions as necessary or convenient for that purpose, with express powers of ratification, clarification, rectification and correction, and, in particular, and without limitation, to:

- (i) Fix, complete, develop, amend, remedy omissions and adapt the preceding resolutions to the oral or written assessment given by the Commercial Registry and by any other authorities, government officials or competent institutions.
- (ii) Draft, publish and issue all such notices or communications as may be necessary or convenient in relation to the Merger.
- (iii) Declare the fulfilment or non-fulfilment or waive, insofar as legally possible and consistent with the corporate interest, any conditions precedent to which the Merger has been made subject. This power includes authority to perform the acts and adopt the decisions needed for their fulfilment.
- (iv) Determine the date on which the resolutions regarding the Merger are to be executed and notarised and the public deed of the Merger filed for registration.
- (v) Notarise the Merger resolutions as well as the supplementary documents, public or private, that are needed for the integration of the assets and liabilities of the absorbed into the absorbing to take effect.
- (vi) Carry out all necessary acts to make the relevant settlements with and guarantee the credit rights of such creditors as who may oppose the Merger on the legally stipulated terms.
- (vii) Execute all deeds of inventory of property, where applicable, or such others as may be necessary or convenient to evidence the absorbing's title to the assets and rights absorbed as a consequence of the merger and obtain registration in the relevant public registers in the name of the acquirer of all registrable assets.
- (viii) Establish mechanisms designed to facilitate the execution of the swap of BMN shares for Bankia shares, by appointing a fractions agent (which may be Bankia itself) to act as counterparty to purchase share fractions or remainders, fixing the amount that must be paid in cash to carry out the acquisition of the remainders or fractions, and enter into all such contracts as may be necessary or convenient for that purpose.
- (ix) Appoint the affiliated entity or entities of Sociedad de Gestión de los Sistemas de Registro, Compensación y Liquidación de Valores, S.A.U. (IBERCLEAR) who act as agent for the Merger swap (which may be Bankia itself) and for the issue of the new shares, and enter into all such contracts as may be necessary or convenient for that purpose.
- (x) Draft, sign and file the necessary documents before the Spanish Securities Market Commission (Comisión Nacional del Mercado de Valores) regarding the Merger and, in particular, prepare, verify and register a document that qualifies as the equivalent of a prospectus under the applicable laws and regulations.

- (xi) Carry out any act, declaration, notification or formality before the Minister of Economy, Industry and Competitiveness, the European Central Bank, the Bank of Spain, the Spanish Securities Market Commission, the National Markets and Competition Commission (Comisión Nacional de los Mercados y la Competencia — CNMC), the Spanish Directorate General for Insurance and Pension Funds, the Governing Corporations of the Stock Exchanges, Sociedad de Bolsas, the securities registration, clearing and settlement service known as Sociedad de Gestión de los Sistemas de Registro, Compensación y Liquidación de Valores, S.A.U. (IBERCLEAR), the Directorate General for the Treasury and Financial Policy and any other public or private body or entity or registry, in Spain or out of Spain, in relation to the Merger.
- (xii) Carry out all formalities and actions that are necessary or convenient to request and obtain admission to trading for the new shares on the Madrid, Barcelona, Valencia and Stock Exchanges, through interconnected stock market system known as the Sistema de Interconexión Bursátil (Continuous Market).
- (xiii) Draw up, sign, execute and, if applicable, certify any other type of document regarding the Merger.
- (xiv) Determine, in short, all other circumstances that are needed, adopting and implementing the necessary resolutions, executing the requisite documents and carrying out all other pertinent formalities before any public or private body, entity or registry, in Spain or abroad, and proceed to fulfil all other conditions required by law to give the Merger full effect.
- (xv) And in general, perform all such acts as may be necessary or merely convenient for the successful conclusion of the Merger.

* * *

POINT TWO ON THE AGENDA:

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.

Set the number of members of the Board of Directors at twelve.

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.**

Appoint, upon prior report from the Appointments and Responsible Management Committee, Mr. Carlos Egea Krauel as director of the Company, in the category of other external director, for the bylaws mandated term of four years, effective as from, and conditional upon, registration in the Commercial Registry of Valencia of the deed of merger by absorption of Banco Mare Nostrum, S.A. by Bankia, S.A.

It is noted that the effectiveness of Mr. Carlos Egea Krauel appointment is furthermore subject to the relevant regulatory authorisations, according to the provisions of Royal Decree 84/2015 of 13 February 2015 implementing Law 10/2014 of 26 June on regulation, supervision and solvency of credit institutions.

* * *

PONT THREE ON THE AGENDA:

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.

Delegate authority to the Board of Directors, which may subdelegate without distinction to the Chairman of the Board of Directors, any of the directors, the General Secretary of the company and the Secretary of the Board of Directors, as broadly as may be necessary in law, so that any of them, indistinctly, may formalise, interpret, develop, correct and arrange for attestation as a public document of the resolutions adopted at this General Meeting, as well as executing such public or private documents as may be necessary until obtaining the corresponding registration of the resolutions adopted in the Commercial Registry, including requests for partial registration, including with authority for correction or rectification in light of the verbal or written review undertaken by the Registrar.

* * *

POINT FOUR ON THE AGENDA:

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.

The General Meeting is informed of the amendment to the Board of Directors Regulations which, upon prior favourable report of the Audit and Compliance Committee, was approved by the Board of Directors at its meeting of 24 March 2017. The amendment introduces a final provision to create a Committee to monitor and supervise the merger of Bankia, S.A. and Banco Mare Nostrum, S.A.

The Final Provision of Board of Directors Regulations was drawn up in the following terms:

FINAL PROVISION. COMMITTEE TO MONITOR AND SUPERVISE THE MERGER OF BANKIA AND BANCO MARE NOSTRUM

- 1. The board of directors may resolve to set up a committee to monitor and supervise the merger of Bankia and Banco Mare Nostrum, to be composed solely of independent directors, specifically by the lead independent director and chairman of the appointments and responsible management committee, who will also chair the committee, and by the chairman of the audit and compliance committee, by the chairman of the remuneration committee, and by the chairman of the risk advisory committee, without prejudice to its meetings being attended, when so expressly agreed by the committee members, by other directors, including executive directors, senior officers and employees, in addition to advisors and experts who take part in the merger process between Bankia and Banco Mare Nostrum.*
- 2. The committee will have a secretary and, optionally, an assistant secretary, who need not be directors and may be other than the secretary and assistant secretary of the board of directors, respectively.*
- 3. The committee will meet as often as called by resolution of the committee itself or its chairman. Any member of the management team or employee of the company that is requested to do so must attend its meetings, to cooperate with it and provide access to any information they may have. The committee may also require the attendance of the statutory auditor.*
- 4. There will be a quorum for a committee meeting when at least the majority of its members are in attendance in person or by proxy, and it will adopt its resolutions by absolute majority of the committee members present or represented thereat. In the event of a tie, the chairman will have the casting vote. The members of the committee may extend proxies to other members. The resolutions of the committee will be maintained in a minutes book, each entry in which will be signed by the chairman and the secretary.*
- 5. Without prejudice to other tasks assigned to it by the board of directors during the pursuit of the merger of Bankia and Banco Mare Nostrum, the committee will have powers of information, advising, proposal and, in particular, the essential function of continuous monitoring and supervision of the merger of Bankia and Banco Mare Nostrum, both in the preliminary phase of that process of prior study and analysis and, if applicable, as regards compliance with the legal requirements laid down in the applicable Spanish and European Union laws and regulations that allows, after approval by the boards of directors and the general meetings of shareholders of both entities, the merger process to be culminated, reporting to the board of directors on the development of those studies and analyses and on the fulfilment of said legal requirements, with special emphasis on safeguarding the interests of the company and hence of all of its*

shareholders, ensuring the autonomy and independence in the pursuit of the merger both in the preliminary phase and, if applicable, in the decision-making stage.

All of the above will be understood without prejudice to the authority of the audit and compliance committee to be informed on the structural and corporate modifications the Company intends to carry out for analysis of and prior report thereon to the board of directors regarding the economic conditions and their accounting implications and, especially, on the proposed share exchange ratio, in accordance with article 14.8 of the board of directors regulations.

6. *The Committee will be terminated once the merger between Bankia and Banco Mare Nostrum has been culminated.*

* * *