

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 Board of Directors of Bankia, S.A., in its extraordinary meeting held today, in accordance with the provisions of Article 41 of *Royal Decree-Law 8/2020 of 17 March on extraordinary emergency measures to address the economic and social impact of COVID-19*, has decided to publish a complementary announcement in respect of the notice of the call of the Ordinary General Meeting of Shareholders scheduled to be held on 27th March 2020.

The text of the complementary announcement is attached hereto and will be published on the Company's corporate website (www.bankia.com) and in the Official Gazette of the Commercial Registry (Boletín Oficial del Registro Mercantil).

Madrid, 20th March 2020

BANKIA, S.A.

ADDITIONAL NOTICE IN RELATION TO THE CALL OF THE ANNUAL GENERAL MEETING OF SHAREHOLDERS OF BANKIA, S.A., SCHEDULED TO BE HELD ON 27 MARCH 2020 ON FIRST CALL

1. Notice of call of the Ordinary General Meeting of Shareholders of the Company was published on 26 February 2020. The Meeting is scheduled to be held at the Palacio de Congresos in the city of Valencia on 27 March 2020 at 12 a.m. on first call.
2. The Board of Directors of Bankia, S.A. has debated the public health risk resulting from the outbreak of Coronavirus SARS-CoV-2, which is the cause of the Covid-19 disease and the subject of Royal Decree 463/2020 of 14 March declaring a state of alarm to facilitate the management of the health crisis caused by Covid-19 ("State of Alarm Royal Decree") and Royal Decree-Law 8/2020 of 17 March on extraordinary urgent measures to address the economic and social impact of Covid-19.
3. The State of Alarm Royal Decree restricts freedom of movement for as long as the state of alarm remains in force and so makes it impossible to hold events involving the movement of persons to a particular venue for the holding of events, such as, the holding of the General Shareholders' Meeting. In this situation, therefore, the Ordinary General Meeting of the Company scheduled for 27 March 2020 on first call cannot be held with shareholders and proxies present in person.
4. Accordingly, given the restriction on freedom of movement of persons and taking into account the legal obligations of listed companies and credit institutions and the importance of holding the Ordinary General Meeting for the ordinary functioning of the Company and acting with the utmost transparency in the interests of the Company and for the protection of its shareholders, customers, employees and investors in general, **the Company's Board of Directors has resolved to hold the Ordinary General Meeting on the date and time, and with the agenda, specified in the notice of call of the General Meeting published on 26 February 2020, but with shareholders and proxies attending remotely, and has further agreed on a number of extraordinary measures to allow shareholders to exercise their rights remotely within the framework of the General Meeting, adapting the exercise of those rights to the exceptional situation arising from the State of Alarm Royal Decree. Details of those measures are attached to this announcement.**
5. Also reminding that the General Meeting will be streamed live on the corporate website (www.bankia.com).
6. The Company is following the recommendations of the health authorities at all times and is monitoring the development of the Covid-19 coronavirus outbreak, maintaining constant contact with the health authorities
7. Bankia will update the information contained in this announcement if there are any developments in connection with the spread of the Covid-19 coronavirus.

EXTRAORDINARY MEASURES TO ALLOW SHAREHOLDERS AND PROXIES TO EXERCISE THEIR RIGHTS REMOTELY AT THE GENERAL MEETING AND ALSO TO ATTEND THE MEETING REMOTELY

Applying the rules, duly adapted to the current situation, on the exercise of shareholders' rights at General Meetings contained in the *Regulations of the General Meeting of Shareholders of Bankia, S.A.*, approved on 15 March 2016 (the "General Meeting Regulations"), specifically in the "Instructions for attendance at the Ordinary General Meeting of Shareholders", and included in the notice of the call of the General Meeting published on 26 February 2020, the following **extraordinary measures have been adopted in connection with the holding of the Ordinary General Meeting scheduled to be held in first call on 27 March 2020, are reflected in particular in the following:**

1. Right of attendance

Under Article 9 of the General Meeting Regulations, shareholders holding five hundred (500) shares registered in their name in the relevant accounting records five days before the date of the Meeting, i.e. on 22 March 2020, are entitled to attend the General Meeting scheduled to be held on 27 March 2020 on first call.

Shareholders who are entitled, under the preceding paragraph, **to attend the General Meeting of Shareholders may do so remotely through the Electronic Service provided on the corporate website (www.bankia.com)**, for which purpose they will be required to prove their identity by the means provided for that purpose.

2. Exercise by shareholders and proxies of the right to vote before the Meeting

2.1. Extension of the deadline for voting by means of distance communication

Exceptionally, for shareholders and proxies who intended to attend the Meeting in person and exercise their right to vote in person during the Meeting and so have not cast their vote by means of distance communication, **the deadline for voting by means of distance communication** specified in Article 20 of the General Meeting Regulations and included in the rules for the exercise of voting rights set out in the notice of General Meeting **has been extended.**

Specifically, **votes cast by shareholders through physical delivery of the Attendance, Proxy and Remote Voting Card, signed by the shareholder and with the space reserved for remote voting duly completed, will be valid and fully effective if received by the Company** before 12 midnight of the day before the day on which the General Meeting is scheduled to be held on first call, i.e. **before 12 midnight on 26 March 2020, at any Bankia branch or at the General Meeting Service Offices located at the following addresses:** *Bankia, S.A. – Oficina de Atención a la Junta General -Paseo de la Castellana, nº 189, 28046 Madrid y Bankia, S.A. – Oficina de Atención a la Junta General C/ Pintor Sorolla nº 8, 46002 Valencia.*

Also, **votes cast by shareholders by sending** the Attendance, Proxy and Remote Voting Card, signed by the shareholder and with the space reserved for remote voting duly completed, **via postal mail or any other similar courier system, will be valid and fully effective if received by the Company at Bankia, S.A. Dirección de Valores, C/ Gabriel García Márquez nº 1, 28232 Las Rozas – Madrid** before 12 midnight of the day before the day scheduled for the General Meeting on first call, i.e. **before 12 midnight on 26 March 2020**.

Likewise, votes cast online through the Proxy and Electronic Voting Service provided on the Company's website will be valid and effective if received by the Company before the time scheduled for the start of the Meeting.

2.2. Exercise of the right to vote by proxy

If a proxy appointment is submitted on the Attendance, Proxy and Remote Voting Card itself, **the proxy may vote by means of distance communication by delivering the Attendance, Proxy and Remote Voting Card, signed by the proxy and with the space reserved for remote voting duly completed, via postal mail or physical delivery**, to the addresses and within the deadlines specified in section 2.1 above.

A proxy who has been appointed electronically must print out the proxy notice and deliver it via postal mail or physical delivery to the addresses and within the deadlines specified in section 2.1 above, **signed by the proxy** and with the space for voting instructions duly completed. Where a proxy is, or is deemed to have been, granted to the Chairman of the Board of Directors, the Directors or the General Secretary of Bankia, any proxy who attends the General Meeting must vote in accordance with the proxy instructions.

2.3. Application of the rules on the revocation of votes cast remotely and the relative priority of remote voting and proxy voting

The rules on the revocation of votes cast remotely and the relative priority of remote voting and proxy voting contained in the notice of General Meeting will also apply on their own terms in respect of votes cast by shareholders or proxies within the extended deadlines provided for in section 2.1 above.

3. Exercise by shareholders of their right to information before the Meeting

3.1. Shareholders may exercise their **right to information on the terms set out in Article 520.1 of the Spanish Corporations Act** (*Ley de Sociedades de Capital*, LSC), Article 7 of the General Meeting Regulations and the notice of call of the General Meeting and may raise any matter they consider appropriate, in writing, up to five days before the date scheduled for the meeting (i.e. up to 12 midnight on 22 March 2020).

Valid requests for information or clarification and questions submitted in writing, together with the directors' written answers, will be posted on the Company's website (www.bankia.com).

- 3.2. Exceptionally, for this Ordinary General Meeting, shareholders may also exercise their right to information in writing from that date (22 March 2020) until immediately before the time scheduled for the start of the General Meeting.**

To do so, **shareholders may send their written requests for information** by post or courier to the Company's General Meeting Service Offices at the addresses given in section 2.1. above **until 12 midnight on 26 March 2020**, or online through the Electronic Right to Information Service provided on the corporate website until immediately before the time scheduled for the start of the General Meeting.

In this case, **any questions raised by shareholders** that are received by the Company before the start time of the General Meeting **will be answered either during the Meeting or promptly after it in writing by the Board of Directors, in accordance with Article 197.2 LSC**, i.e. within seven days of the date of the General Meeting. Shareholders who exercise the aforementioned right to information and who wish their question to be recorded in the minutes of the Meeting are informed that they must expressly request that this be done in the letter they send to the Company.

4. Exercise by shareholders and proxies of their rights to speak, receive information, make proposals and vote through remote attendance at the General Meeting

- 4.1. During the General Meeting, until the Chairman of the Meeting starts the round of questions**, shareholders and proxies may, through the Electronic Right to Information Service provided to facilitate remote attendance, **submit proposals on any item of business on the Agenda or give their opinion or request any information or clarifications they consider necessary about any item on the Agenda**, about the publicly available information the Company has filed with the CNMV since the last General Meeting and about the auditor's report.
- 4.2. During the General Meeting, until immediately before the start of voting on resolutions**, shareholders and proxies may also, through the Electronic Right to Information Service provided to facilitate remote attendance, **propose resolutions on matters not included in the Agenda of the Meeting, in cases where this is permitted by law.**
- 4.3. Shareholders and proxies** attending the General Meeting remotely **may cast their votes through the Electronic Proxy and Voting Service provided on the corporate website to facilitate remote attendance at any time from the start of the General Meeting until voting begins and resolutions will be deemed adopted or rejected based on the Attendance, Proxy and Remote Voting Cards, the votes cast by proxies prior to the Meeting and the votes cast by shareholders and proxies through remote attendance.**
- 4.4. To be able to attend the General Meeting remotely, a proxy must prove his/her authority and identity to the Company by sending, via postal mail or physical delivery, the Attendance, Proxy and Remote Voting Card** together with a copy of the proxy's ID card (DNI), Foreigner ID (NIE) or Passport, to the addresses and within the deadlines specified in section 2.1 above or by appointing a proxy through the Proxy and Electronic Voting Service provided on the corporate website.

4.5. Any shareholders or proxies attending remotely who wish to inform the notary that they are leaving the Meeting must do so by sending an electronic communication through the Electronic Right to Information Service provided to facilitate remote attendance. Once the notary has been informed that a proxy intends to leave the meeting, any subsequent action the proxy may perform electronically will be without effect.

4.6. Remote attendance by shareholders and proxies at the Meeting will take precedence over votes cast remotely before the Meeting.

5. Persons who may attend the General Meeting

The **members of the Board of Directors must attend the General Meeting** in accordance with Article 180 LSC and Article 9.2 of the General Meeting Regulations. In this regard and in accordance with Royal Decree-Law 8/2020 of 17 March on extraordinary urgent measures to address the economic and social impact of Covid-19, members of the Board of Directors **may satisfy this obligation by attending the meeting by audioconference or videoconference and the Meeting will be considered to have been held at the registered office regardless of where the Chairman of the Board is located and where the Meeting is held.**

The Chairman will only invite or authorise such internal and external staff to attend the General Meeting as are required to enable the General Meeting to be held.

6. Conduct of the General Meeting

The General Meeting will be quorate on the day scheduled on first call once the General Meeting Officers, appointed as provided in Article 12 of the General Meeting Regulations, have verified that the percentage of capital required by law is present or represented. Once the Meeting is quorate, it will be conducted in accordance with Article 15 of the General Meeting Regulations and will be video-recorded and made publicly available on the corporate website (www.bankia.com), as explained in the notice of the call of the General Meeting.

7. Notarial certificate and exercise by shareholders and proxies attending the Meeting remotely of their right to register online any objections or reservations in relation to the quorum of the Meeting

The General Meeting will be attended in person or electronically by a Notary public, who will draw up minutes of the Meeting, in accordance with Article 203 LSC, Article 4.2 of the General Meeting Regulations and the notice of call of the General Meeting.

Shareholders and proxies who attend the General Meeting remotely may use electronic means to register any proposals or reservations they consider appropriate regarding the quorum of the General Meeting.

The notarial minute will be published by the Company on the corporate website (www.bankia.com).