

# 01.2

## GOVERNING BODIES .

BANKIA'S GOVERNANCE STRUCTURE UNDERWENT SOME CHANGES IN 2016, INCLUDING THE REPLACEMENT OF AN INDEPENDENT DIRECTOR, THE APPOINTMENT OF A NEW LEAD DIRECTOR AND THE EXTENSION OF THE REMIT OF THE APPOINTMENTS AND RESPONSIBLE MANAGEMENT COMMITTEE.

Bankia's governing bodies are:

### GENERAL MEETING OF SHAREHOLDERS

The General Meeting of Shareholders is the highest decision-making body on matters assigned to it by law or the bylaws, including, among others, the appointment and removal of directors, the approval of the annual accounts, the distribution of dividends, the acquisition or disposal of core assets and the approval of the directors' remuneration policy.

### BOARD OF DIRECTORS

The Board of Directors represents the company and has the broadest powers to supervise its management, except in matters reserved to the General Meeting of Shareholders. Among other things, it approves the strategic or business plan and the annual management objectives and budget and decides general policies and strategies and corporate governance policy.

#### BOARD OF DIRECTORS

- 8 INDEPENDENT DIRECTORS
- 3 EXECUTIVE DIRECTORS
- 20 MEETINGS IN 2016

**José Ignacio Goirigolzarri Tellaeché**

● Executive chairman

**José Sevilla Álvarez**

● CEO

**Joaquín Ayuso García**

● Lead director

**Antonio Ortega Parra**

● Executive member

**Francisco Javier Campo García**

● Independent member

**Eva Castillo Sanz**

● Independent member

**Jorge Cosmen Menéndez-Castañedo**

● Independent member

**José Luis Feito Higuera**

● Independent member

**Fernando Fernández Méndez de Andrés**

● Independent member

**Antonio Greño Hidalgo**

● Independent member

**Álvaro Rengifo Abbad**

● Independent member

**Miguel Crespo Rodríguez**

Non-director secretary

**Antonio Zafra Jiménez**

Non-director vice secretary

Bankia's Board of Directors has five committees, whose members are appointed on the basis of their suitability and taking their knowledge, aptitudes and experience and the tasks assigned to each committee into consideration.

**AUDIT AND COMPLIANCE COMMITTEE**

4 AUDIT AND COMPLIANCE COMMITTEE

20 MEETINGS IN 2016.

**Antonio Greño Hidalgo**

Chairman

**Joaquín Ayuso García****Jorge Cosmen Menéndez-Castañedo****José Luis Feito Higuera****Miguel Crespo Rodríguez**

Secretary

Oversees the effectiveness of the internal control, internal audit and risk management systems, as well as the statutory financial reporting process. Makes proposals to the Board for the selection, appointment, re-election and replacement of the statutory auditors and conducts the necessary relations with them. Examines and supervises compliance with the bank's governance and compliance rules, among other responsibilities.

# 01.2

## GOVERNING BODIES.

### APPOINTMENTS AND RESPONSIBLE MANAGEMENT COMMITTEE

- 4** INDEPENDENT NON-EXECUTIVE DIRECTORS.
- 12** MEETINGS IN 2016.

**Joaquín Ayuso García**  
Chairman

**Francisco Javier Campo García**

**Fernando Fernández Méndez de Andrés**

**Álvaro Rengifo Abbad**

**Miguel Crespo Rodríguez**  
Secretary

Has general authority to propose and report on the appointment and removal of directors and senior managers. Assesses the competencies, knowledge, ability, diversity and experience that are needed on the Board of Directors. Defines the functions and aptitudes required of candidates to fill vacancies. Assesses the time and commitment required for directors to be able to perform their task effectively. Examines and organises the succession plan for the governing bodies. Reviews corporate social responsibility policy, strategy and practice. Assesses all aspects of the bank's social, environmental, political and reputational risks.

### REMUNERATION COMMITTEE

- 4** INDEPENDENT NON-EXECUTIVE DIRECTORS.
- 9** MEETINGS IN 2016.

**Eva Castillo Sanz**  
Chairman

**Joaquín Ayuso García**

**Jorge Cosmen Menéndez-Castañedo**

**Fernando Fernández Méndez de Andrés**

**Miguel Crespo Rodríguez**  
Secretary

Has general authority to propose and report on directors' and senior managers' remuneration and other terms of their contracts. Reviews remuneration programmes, assessing their appropriateness and results. Ensures transparency in remuneration and monitors adherence to Bankia's remuneration policy.



## RISK ADVISORY COMMITTEE

**3** INDEPENDENT NON-EXECUTIVE DIRECTORS.

**36** MEETINGS IN 2016.

**Francisco Javier Campo García**  
Chairman

**Eva Castillo Sanz**

**Fernando Fernández Méndez de Andés**

**Miguel Crespo Rodríguez**  
Secretary

Advises the Board of Directors on overall risk propensity and related strategy. Oversees the asset and liability pricing policy and presents risk policies to the Board of Directors. Refers the risk control and management policy to the Board through the Internal Capital Adequacy Assessment Report (ICAAP Report). Supervises the internal risk control and management function. Advises the Board on the company's credit risk authority framework.

## BOARD RISK COMMITTEE

**1** EXECUTIVE DIRECTOR AND THREE INDEPENDENT NON-EXECUTIVE DIRECTORS.

**3** INDEPENDENT NON-EXECUTIVE DIRECTORS.

**42** MEETINGS IN 2016.

**José Sevilla Álvarez**  
Chairman

**Francisco Javier Campo García**

**Eva Castillo Sanz**

**Fernando Fernández Méndez de Andés**

**Miguel Crespo Rodríguez**  
Secretary

Executive body with responsibility for approving risk-related decisions within the scope of authority delegated by the Board of Directors. Guides and administers the exercise of delegated authority by lower-ranking bodies. Approves relevant transactions and defines overall risk limits. Reports to the Board on any risks that may affect the bank's solvency, recurring results, operations or reputation.

## MANAGEMENT COMMITTEE

The Management Committee is made up of **José Ignacio Goirigolzarri**, chairman of Bankia; **José Sevilla**, CEO; **Antonio Ortega**, executive director and general manager of People, Organisation and Technology; **Miguel Crespo**, general secretary and secretary of the Board of Directors; **Amalia Blanco**, deputy general manager of Communication and External Relations; **Fernando Sobrini**, deputy general manager of Retail Banking, and **Gonzalo Alcubilla**, deputy general manager of Business Banking.

# 01.2

## GOVERNING BODIES.

- MEMBERS OF THE BOARD OF DIRECTORS OF BANKIA
- NON-DIRECTOR SECRETARY OF BANKIA
- MANAGEMENT COMMITTEE OF BANKIA

### BANKIA

#### BOARD OF DIRECTORS

CHAIRMAN  
JOSÉ IGNACIO GOIRIGOLZARRI

CEO  
JOSÉ SEVILLA

MEMBERS  
 ANTONJO ORTEGA  
 JOAQUÍN AYUSO  
 FCO. JAVIER CAMPO  
 EVA CASTILLO  
 JORGE COSMEN  
 JOSÉ LUIS FEITO  
 FERNANDO FERNÁNDEZ  
 ANTONIO GREÑO  
 ÁLVARO RENGIFO

SECRETARY  
MIGUEL CRESPO



● ●  
JOSÉ IGNACIO  
GOIRIGOLZARRI  
Board of Directors Chairman



●  
ÁLVARO  
RENGIFO



●  
AMALIA  
BLANCO



●  
ANTONIO  
GREÑO



●  
FERNANDO  
SOBRINI



●  
GONZALO  
ALCUBILLA



●  
FRANCISCO JAVIER  
CAMPO

## BANKIA BOARD COMMITTEES

### BANKIA BOARD COMMITTEES

CHAIRMAN  
**ANTONIO GREÑO**

MEMBERS  
**JOSÉ LUIS FEITO  
JORGE COSMEN  
JOAQUÍN AYUSO**

SECRETARY  
**MIGUEL CRESPO**

### APPOINTMENTS AND RESPONSIBLE MANAGEMENT COMMITTEE

CHAIRMAN  
**JOAQUÍN AYUSO**

MEMBERS  
**FCO. JAVIER CAMPO  
ÁLVARO RENGIFO  
FERNANDO FERNÁNDEZ**

SECRETARY  
**MIGUEL CRESPO**

### REMUNERATION COMMITTEE

CHAIRMAN  
**EVA CASTILLO**

MEMBERS  
**JOAQUÍN AYUSO  
JORGE COSMEN  
FERNANDO FERNÁNDEZ**

SECRETARY  
**MIGUEL CRESPO**

### BOARD RISK COMMITTEE

CHAIRMAN  
**JOSÉ SEVILLA**

MEMBERS  
**FERNANDO FERNÁNDEZ  
FCO. JAVIER CAMPO  
EVA CASTILLO**

SECRETARY  
**MIGUEL CRESPO**

### RISK ADVISORY COMMITTEE

CHAIRMAN  
**FCO. JAVIER CAMPO**

MEMBERS  
**EVA CASTILLO  
FERNANDO FERNÁNDEZ**

SECRETARY  
**MIGUEL CRESPO**



● ●  
**ANTONIO ORTEGA**



● ●  
**MIGUEL CRESPO**



●  
**EVA CASTILLO**



●  
**FERNANDO FERNÁNDEZ**



●  
**JOAQUÍN AYUSO**  
Lead director



●  
**JORGE COSMEN**



● ●  
**JOSÉ SEVILLA**  
Consejero Delegado



●  
**JOSÉ LUIS FEITO**