

SUPPLEMENT DATED 9 NOVEMBER 2018 TO THE BASE PROSPECTUS DATED 5 JULY 2018

Bankia

Bankia, S.A.

(incorporated as a limited liability company (sociedad anónima) in Spain)

€10,000,000,000

Euro Medium Term Note Programme

This Supplement (the "**Supplement**") is supplemental to, forms part of and must be read and construed in conjunction with, the base prospectus dated 5 July 2018 (together, the "**Base Prospectus**") prepared by Bankia, S.A. (the "**Issuer**") in connection with its Euro Medium Term Note Programme (the "**Programme**") for the issuance of up to Euro 10,000,000,000 in aggregate principal amount of notes (the "**Notes**"). Terms given a defined meaning in the Base Prospectus shall, unless the context otherwise requires, have the same meaning when used in this Supplement.

This Supplement constitutes a supplement to the Base Prospectus for the purposes of Article 16 of Directive 2003/71/EC and amendments thereto including Directive 2010/73/EU (the "**Prospectus Directive**").

This Supplement has been approved by the Central Bank of Ireland (the "**CBI**") in its capacity as competent authority under the Prospectus Directive. The CBI only approves this Supplement as meeting the requirements imposed under Irish and European law pursuant to the Prospectus Directive.

IMPORTANT NOTICES

The Issuer accepts responsibility for the information contained in this Supplement and declares that, having taken all reasonable care to ensure that such is the case, the information contained in this Supplement is, to the best of its knowledge, in accordance with the facts and contains no omission likely to affect its import.

To the extent that there is any inconsistency between (a) any statement in this Supplement and (b) any other statement in, or incorporated by reference into, the Base Prospectus, the statements in (a) above will prevail.

Save as disclosed in this Supplement, no significant new fact, material mistake or inaccuracy relating to the information included in the Base Prospectus which is capable of affecting the assessment of the Notes issued under the Programme has arisen or been noted, as the case may be, since publication of the Base Prospectus.

AMENDMENTS OR ADDITIONS TO THE BASE PROSPECTUS

With effect from the date of this Supplement the information appearing in, or incorporated by reference into, the Base Prospectus shall be supplemented and/or amended in the manner described below:

DOCUMENTS INCORPORATED BY REFERENCE

The information set out below shall supplement the section of the Base Prospectus headed "*Documents incorporated by reference*" on page 48 of the Base Prospectus:

"Condensed Consolidated Interim Financial Statements (Half-Year) and Consolidated Interim Management Report, together with the independent auditor's report, for the six-month period ended June 30, 2018, available on:

<https://www.bankia.com/recursos/doc/corporativo/2018/07/31/h1-2018-audited-consolidated-financial-statements.pdf>; and

the unaudited earnings report of the Issuer for the nine months ending 30 September 2018 available on:

<https://www.bankia.com/recursos/doc/corporativo/20121001/ingles/informe-trimestral-resultados-3t-2018-eng.pdf>"

GENERAL INFORMATION

The section headed "*Significant or Material Change*" of the "*General Information*" section on page 144 of the Base Prospectus is deleted and replaced by the following:

"Significant or Material Change

There has been no material adverse change in the prospects of the Issuer or the Group since 30 June 2018.

There has been no significant change in the financial position of the Group since 30 September 2018 and there has been no significant change in the financial or trading position of the Issuer since 30 September 2018."
