

PROPOSED RESOLUTIONS FOR THE ANNUAL GENERAL
MEETING OF MAPFRE S.A.

1. To approve the Annual Financial Statements and the individual and consolidated Management Reports for the 2021 fiscal year.
2. To approve the Integrated Report for the 2021 fiscal year.
3. To approve the non-financial information statement for the 2021 fiscal year, including the Integrated Report.
4. To approve the final results for 2021 proposed by the Board of Directors and consequently distribute a total dividend of 0.145 euros pre-tax, per share. Part of this dividend, the sum of 0.06 euros gross per share, was paid out in advance following a resolution passed by the Board of Directors on October 28, 2021, and the rest, up to the agreed total of 0.085 euros gross per share, will be paid on a date to be determined by the Board of Directors, during the period from May 15 to May 31, 2022. The amount corresponding to treasury stock will be applied on a proportional basis to the remaining shares.
5. To approve the management of the Board of Directors in the 2021 fiscal year.
6. To re-elect board director Mr. Antonio Huertas Mejías as executive board director for a further four years.

This proposal was approved in a report from the Appointments and Remuneration Committee and shall be deemed approved, if applicable, notwithstanding compliance with bylaws and standards of good governance.

7. To re-elect board director Ms. Catalina Miñarro Brugarolas as an independent board director for a further four years.
8. To reelect board director Ms. María del Pilar Perales Viscasillas as an independent board director for a further four years.

Said proposals have been brought before the Board of Directors through the Appointments and Remuneration Committee and shall be deemed approved, if applicable, notwithstanding compliance with bylaws and standards of good governance.

9. To amend Article 4 of the Bylaws, which shall have the following wording:

"Article 4

Its registered office is established at Carretera de Pozuelo number 52, Majadahonda (Madrid). The Board of Directors has the authority to move this office within Spanish territory."

10. To amend Article 11 of the Bylaws, which shall have the following wording:

"Article 11

The meeting shall take place at the registered office, or at the address mentioned in the invitation, in the city of the registered address. However, the Annual General Meeting may be held in any other place in Spanish territory if so specified by the Board of Directors in the notice of meeting.

Under the terms established in the legislation in force at any given time, and provided that there are reasons that make it necessary in the Board of Directors' opinion, the latter may agree to convene an exclusively telematic Annual General Meeting to be held without the physical attendance of the shareholders or their representatives.

Shareholders who have a minimum of 1,000 shares registered in the Accounting Register at least five days prior to the date on which the General Shareholders' Meeting is to be held will be entitled to attend.

The Regulations for the Annual General Meeting will regulate the remote exercise of attendance, voting and delegation rights, including, in particular, one or all of the following forms:

- a) *The real-time transmission of the annual general meeting.*
- b) *Remote attendance at the Annual General Meeting by telematic and simultaneous means and the remote casting of votes by telematic means while said meeting is being held.*
- c) *Real-time, bi-directional communication so that shareholders can address the annual general meeting from a location other than the venue.*
- d) *A mechanism for voting before or during the annual general meeting without the need to appoint a representative who is physically present at the meeting.*

Resolutions shall be adopted by a simple majority of votes from the shareholders present or represented at the meeting. Resolutions are therefore understood to have been adopted when they obtain more votes in favor than against, except in the cases in which the Law or the Bylaws require a supermajority. Each share confers the right to one vote.

The functions of Chairman and Secretary shall be performed by the persons who hold those offices on the Board of Directors or who incidentally take their place, in accordance with the provisions of these Bylaws.

11. To amend Article 21 of the Bylaws by eliminating the last paragraph, so that it has the following wording:

“Article 21

This is the delegate body of the Board of Directors, responsible for high-level management and permanent oversight of strategic and operational aspects of the company and its subsidiaries, and for making any decisions necessary for them to operate properly, all subject to the powers the Board delegates to it at any given time.

A maximum of ten members, all part of the Board of Directors. Its Chairman, First and Second Vice Chairmen, and Secretary will automatically be those of said Board, which shall appoint the members until reaching a maximum of ten and may also appoint a Vice Secretary without voting rights.”

12. To amend Article 22 of the Bylaws, which shall have the following wording:

“Article 22

The Audit and Compliance Committee shall consist of at least three but not more than five Board Directors, all of whom shall be non-executive, and at least the majority of whom must be Independent Board Directors, and one of whom will be appointed in view of their knowledge and experience in matters of accounting, auditing or both. Overall, the members of the Committee should have the pertinent technical knowledge in relation to the company's sector of activity. Its Chairman must be an Independent Board Director and they must be substituted in this position every four years, only to be reelected to the post one year after leaving that position. The Secretary will be that of the Board of Directors, and a Vice Secretary may be designated, a position which need not be filled by a Director.

Said Committee shall have the following responsibilities:

- a) To apprise the Annual General Meeting of matters that are the responsibility of the Committee and, in particular, regarding the results of the audit, to explain how the said audit has contributed to the integrity of the financial information and role that the Committee has played in that process.*
- b) To supervise the efficiency of the Company's internal control, internal audit and risk management systems, as well as to discuss with the External Auditor the significant weaknesses in the internal control*

system detected when carrying out audits, but without compromising the External Auditor's independence. For these purposes, recommendations or proposals may be presented to the Board of Directors, where applicable, together with the corresponding term for the monitoring thereof.

- c) Supervise the process of drawing up and presenting the mandatory financial information, and present recommendations or proposals to the Board of Directors with a view to safeguarding its integrity.*
- d) To submit to the Board of Directors any proposals for the selection, appointment, reelection and substitution of the External Auditor, being accountable both for the selection process, as contemplated in the corresponding legislation currently in force, and for the conditions of its hiring, and regularly to gather information relating to the audit plan and its execution from the External Auditor, while preserving its independence in performing its functions.*
- e) To establish appropriate relationships with the External Auditor in order to receive information concerning any issues that may jeopardize its independence, so that they may be examined by the Committee, and any other issues relating to the accounts auditing process, and where appropriate, authorizations for services other than those prohibited under the terms contemplated in the corresponding legislation currently in force for auditing accounts, on independent status, as well as other communications envisaged in account audit legislation and auditing standards. In any case, they must receive annual written confirmation from the External Auditor of its independence from the company or companies directly or indirectly linked to it, as well as the detailed and individualized information concerning additional services of any type rendered and any professional fees received corresponding to these companies by said External Auditor, or by the people or companies linked to them in accordance with the provisions of the accounts auditing legislation in force.*
- f) To issue a yearly report, prior to the publication of the accounts audit report, expressing an opinion concerning whether the independence of the External Auditor has been compromised. This report, in any case, must contain the reasoned evaluation of the provision of each and every one of the additional services to which the above letter makes reference, individually considered and jointly, apart from those concerning legal audits and in relation to the independent status or with the regulatory statutes for account auditing activity.*
- g) To report on the related-party transactions that must be approved by the Annual General Meeting or the Board of Directors and supervise the internal procedure established by the Company for those whose approval has been delegated, where appropriate, by the Board of Directors.*

- h) *To report, in advance, to the Board of Directors on all matters provided for in the Law, in these Bylaws and in the Regulations of the Board of Directors, and in particular on the financial and non-financial information that the Company must make public periodically and information on the creation or acquisition of shares in special purpose companies or those domiciled in countries or territories that are considered tax havens.*
 - i) *To verify the application of the established good governance regulations at all times.*
 - j) *To monitor compliance with internal and external regulations, especially with internal codes of conduct, standards and procedures for the prevention of money laundering and financing terrorism, as well as to make proposals for their improvement.*
 - k) *To supervise the adoption of actions and measures that are the result of reports or actions for inspection of administrative authorities for supervision and control.*
 - l) *Any other responsibilities that may be assigned by the Board of Directors or attributed to it in the Regulations of the said body.”*
13. To modify the name of Section 4 of Chapter 3 of Title III and Article 24 of the Bylaws, which will have the following wording:

“Section 4. Risk and Sustainability Committee

Article 24

The Risk and Sustainability Committee will be made up of a minimum of three and a maximum of five members, all of them non-executive. The Board of Directors will appoint the Chairman as well as the Secretary and, if applicable, a Vice Secretary of the Committee, positions for which the status of Director will not be required.

Said Committee shall have the following responsibilities:

- a) *To support and advise the Board of Directors on the definition and evaluation of the Group's risk policies and on the determination of susceptibility to risk and the risk strategy.*
- b) *To assist the Board of Directors in overseeing the application of the risk strategy.*
- c) *To study and evaluate risk management methods and tools, carrying out monitoring on the models applied in terms of results and validation.*

- d) *To support and advise the Board of Directors on the definition and evaluation of the Group's sustainability strategy and policy, ensuring that they are aimed at responding to the expectations of the Company's stakeholders and value creation.*
 - e) *To assist the Board of Directors in monitoring the Company's performance in terms of sustainability.*
 - f) *To promote, guide, and supervise the Group's principles, commitments, objectives, and strategy in terms of sustainability.*
 - g) *Any other responsibilities that may be assigned by the Board of Directors or attributed to it in the Regulations of the said body."*
14. To amend Article 2 of the Regulations for the Annual General Meeting which will be worded as follows:

"Article 2. Annual General Meeting

The Annual General Meeting is the Company's highest governing body. Resolutions adopted in accordance with the law and the Bylaws are binding upon all shareholders, including those absent and not in agreement.

The Annual General Meeting is empowered to decide on any matter relating to the Company. In particular, it is the competent body to decide on the following matters:

- a) *Approval of the individual and consolidated Annual Financial Statements, distribution of the result, and approval of the company's management.*
- b) *Appointment and dismissal of the members of the Board of Directors, the External Auditor and, where appropriate, the Liquidators, as well as the exercise of socially responsible actions in relation to them.*
- c) *Amendment of the Bylaws and of the Regulations for the Annual General Meeting.*
- d) *Increase and reduction of the share capital, suppression or limitation of preferential subscription rights, transformations, mergers, spin-offs, overall transfers of assets and liabilities, and moving the registered office abroad.*
- e) *Issuance of debentures and other debt securities that are convertible into shares or that attribute interest in company profits to their holders, with the ability to delegate to the Board of Directors the power to carry out such issuances as well as to exclude or limit preferential subscription rights, all under the terms and conditions established by Law.*

- f) *Acquisition, disposal or contribution of essential assets to another company, presumed essential when the amount of the operation exceeds 25% of the total assets of the last approved balance sheet.*
 - g) *Approval of related-party transactions when the current legislation attributes such powers.*
 - h) *Dissolution of the Company, approval of the final liquidation balance sheet, and operations whose effect is equivalent to the company's liquidation.*
 - i) *Approval of the remuneration policy for the members of the Board of Directors, in accordance with the provisions of current legislation.*
 - j) *Any other matter determined by Law or the Bylaws.”*
15. To amend Article 4 of the Regulations for the Annual General Meeting, which will be worded as follows:

"Article 4. Call

The Company's Board of Directors is the competent body to call the Annual General Meeting. It must convene the Ordinary General Meeting within the first six months of the fiscal year, and it may convene the Extraordinary General Meeting whenever it is considered appropriate for the company's interests.

The Board of Directors must call the General Meeting when it is duly requested by shareholders who own at least 3% of the share capital, stating in the request the matters to be discussed at the meeting, accompanied by a justified resolution proposal. In this case, the General Meeting must be called and held within two months of the date on which the Board of Directors receives the notarized request to convene it. The Board of Directors will prepare the agenda, necessarily including the matters which are the subject of the request.

In accordance with the provisions of the Bylaws, whenever there are reasons that so advise, the Board of Directors may convene an exclusively telematic Annual General Meeting.

*In this case, the notice of meeting will describe the procedures that must be followed for the registration and formation of the list of attendees, for the attendees to exercise their rights, and for the progress of the meeting to be appropriately reflected in the minutes. **Attendance shall not be made subject to registration more than one hour before the scheduled start of the meeting.”***

16. To amend Article 11 of the Regulations for the Annual General Meeting, which will be worded as follows:

“Article 11. Venue

The Annual General Meeting shall be held in the city where the Company is domiciled and in the place designated for this purpose in the notice of meeting. However, the Annual General Meeting may be held in any other place in Spanish territory if so specified by the Board of Directors in the notice of meeting.

An exclusively telematic Annual General Meeting shall be deemed to be held at the registered office regardless of where the Chairman of the Meeting is located.”

17. To amend Article 17 of the Regulations for the Annual General Meeting, which will be worded as follows:

“Article 17. Minutes of the Annual General Meeting

The Secretary of the Annual General Meeting will draw up the minutes of each meeting, which will contain a summary of the speeches and the exact wording of each of the resolutions adopted, indicating the voting results.

The meeting minutes may be approved by the Annual General Meeting itself or, within the following 15 days, by the Chairman and two auditors appointed by the Annual General Meeting, one representing the majority and another, where appropriate, the minority.

In the event that a Notary Public attends the Annual General Meeting, which is necessary in the case of an exclusively telematic Annual General Meeting, the notarial act shall be considered the minutes of the meeting and will not need to be approved.”

18. To approve, pursuant to Article 529(19) of the Recast Text of the Companies Act, the Board Directors' Compensation Policy for the 2022-2024 period, which includes the maximum amount of annual remuneration for Board Directors in their condition as such.
19. To countersign the 2021 Annual Report on Board Directors' Remuneration that is submitted, in an advisory capacity, to the Annual General Meeting, with the favorable report by the Appointments and Remuneration Committee.
20. Delegate to the Board of Directors, with express power of delegation, in turn, to the Steering Committee or to each member of the Board of Directors, as many powers as deemed necessary for the purposes of interpreting, correcting, complementing, executing, and developing any of the resolutions adopted by the Annual General Meeting.

21. To delegate the broadest powers to the Chairman and to the Secretary of the Board of Directors so that either of them may appear before a Notary and proceed to execute and submit to the public these resolutions by executing the necessary public and private documents required for their registration in the Company Registry; with the express authority to make as many amendments, clarifications, rectifications and corrections as are required or necessary in order to adapt the resolutions to the Company Registrar's description and thereby obtain their full or partial registration as set out in Article 63 of the Company Registry Regulations.