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SECURITIES NOTE FOR ISSUE OF SENIOR NOTES OF MAPFRE, S.A. 2012

This Securities Note has been registered in the Official Registers of the Spanish Securities Markets Commission (Comisión Nacional del Mercado de Valores) on 20 November 2012.

This Securities Note has been prepared pursuant to the provisions of Royal Decree 1310/2005 of 4 November 2005, in Annex XIII of Commission Regulation (EC) No. 809/2004 of 29 April 2004, and is supplemented by the Share Registration Document, which is incorporated by reference herein and was prepared pursuant to Annex I of the said Regulation and registered in the Official Registers of the Spanish Securities Markets Commission on 23 October 2012.

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I. RISK FACTORS

Risk factors relating to the securities

Market risks

It is possible that the securities in this Issue (hereinafter, the “**Senior Notes**”) may, after being admitted to trading, be traded at below the initial issue price, depending on the prevailing interest rates, the market for similar securities and general economic conditions.

Credit risk

Credit risk is defined as the loss that may be generated by a payment default of the counterparty in a financial operation. In this particular case, the risk that MAPFRE, S.A. does not pay the principal and/or interest on the Senior Notes on the established dates.

On 5 November 2012, the credit risk rating agency Standard & Poor's, as indicated in section 7.5 of the Securities Note, assigned the securities included in this Securities Note a rating of BBB-.

That same rating agency has assigned on 25 October 2012 a “BBB-” long-term rating to MAPFRE, S.A. (hereinafter, the “**Company**”):

According to the definitions of the Standard & Poor's agency, notes rated 'BBB-' show adequate protection parameters. However, it is more probable that adverse economic or changes in circumstances will lead to a weakening of the issuer's capacity to meet its financial commitments in respect of the notes.

These credit ratings are not a recommendation to buy, sell or hold securities. Credit ratings may be revised, suspended or withdrawn at any time by the rating agency.

The aforesaid credit rating is only an estimate and should not be relied upon by prospective investors to avoid conducting their own analyses of the Company or of the securities to be acquired.

Liquidity risk

The notes issued under this Securities Note are newly-issued notes which may perhaps not be widely distributed and for which there is at present no active trading market.

Although admission of the notes to trading in the AIAF Fixed Income Market will be applied for immediately after they have been paid in, no assurances can be given that they will be actively traded in that market. Nor can assurances be given as to the development or liquidity of trading markets for this issue.

No liquidity support agreement has been entered into for this Issue.

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II. SECURITIES NOTE

1. PERSONS RESPONSIBLE

Mr. Esteban Tejera Montalvo, in his capacity of First Vice-Chairman of MAPFRE S.A. (hereinafter "**MAPFRE**", the "**Issuer**" or the "**Company**"), assumes responsibility for the whole of the content of this Securities Note, the format of which conforms to Annex XIII to Commission Regulation (EC) No. 809/2004 of 29 April 2004 (hereinafter, the "**Securities Note**"). He has authority to assume that responsibility under authorisation given to him by resolution of the Executive Committee of MAPFRE at the meeting held on 5 November 2012, and which is validly in effect at the date of this Securities Note.

Mr. Esteban Tejera Montalvo, as person responsible for the information contained in this Securities Note warrants that all reasonable care has been taken to ensure that the information contained herein is, to the best of his knowledge, in accordance with the facts and contains no omission likely to affect its content.

2. RISK FACTORS

See preceding section "RISK FACTORS"

3. KEY INFORMATION

3.1. Interest of natural and legal persons involved in the Issue

BANKIA, S.A., the Coordinator and Placement Entity, has an indirect holding of 43.16% of the units that represent the share capital of Maquavit Inmuebles, S.L. The remaining 56.84% is held by MAPFRE, S.A.

For its part, Banco Financiero y de Ahorros, S.A., the parent company of BANKIA, S.A., has direct equity interests of 14.99% in MAPFRE S.A. and 49% in its subsidiary Mapfre Caja Madrid Vida, S.A., de Seguros y Reaseguros.

For its part, MAPFRE, S.A. holds 2.14% of the shares of BANKIA, S.A.

Apart from the above, the Company is not aware of the existence of any relation or economic interest between MAPFRE and the natural and legal persons who have participated in the Issue, except for the professional relation deriving from their advising in relation to the issue.

4. INFORMATION CONCERNING THE SECURITIES TO BE ADMITTED TO TRADING

4.1. Total amount of securities being admitted to trading

The total nominal amount of the securities for which admission to trading will be sought is 1,000,000,000 euros, represented by 10,000 securities, each with a unit face value of 100,000 euros, issued at par.

4.2. Description of the type and class of the securities

This Securities Note is prepared for the purposes of the admission to trading of the senior notes issue denominated MAPFRE, S.A. 2012 SENIOR NOTES ISSUE (*EMISIÓN DE OBLIGACIONES SIMPLES DE MAPFRE, S.A. 2012*, hereinafter the "**Senior Notes**").

The Senior Notes are securities that represent debt of their Issuer, bear interest and are redeemable at maturity (unless they are redeemed earlier for breach, pursuant to section 4.9.2.2 below).

The ISIN Code of this issue is ES0324244005.

4.3. Legislation under which the securities have been created

The Senior Notes are issued under the Spanish law applicable to the Issuer and to the securities and, in particular, in accordance with Act Law 24/1988 of 28 July 1988 on the Securities Market; with Royal Decree 1310/2005, of 4 November, partly amending Act 24/1998 of 28 July 1998 on the Securities Market on matters of admission of securities to trading in official secondary markets, public sale or subscription offerings and the prospectus required for such purpose; with Legislative Royal Decree 1/2010 of 2 July 2010 approving the consolidated text of the Capital Companies Act (*Ley de Sociedades de Capital*) (the "Capital Companies Act"). This Securities Note has been drawn up according to the forms set out in Commission Regulation (EC) no. 809/2004 of 29 April 2004 implementing Directive 2003/71/EC of the European Parliament and of the Council as regards information contained in prospectuses as well as the format, incorporation by reference and publication of such prospectuses and dissemination of advertisements.

4.4. Representation of the securities

The Senior Notes are represented by book-entries managed by Sociedad de Gestión de los Sistemas de Registro, Compensación y Liquidación de Valores, S.A. (Iberclear), with registered office at Plaza de la Lealtad, number 1 in Madrid and its member entities.

4.5. Currency of the securities issue

The Senior Notes are denominated in Euros.

4.6. Ranking of the securities

Payment obligations of the Issuer under the Senior Notes constitute direct and unconditional obligations of the Issuer, the principal and interests of which will be guaranteed by the total assets of the Issuer. The Senior Notes are neither secured nor guaranteed.

In the event of insolvency of the Issuer, in accordance with Law 22/2003, of 9 July, on Insolvency (the "**Insolvency Law**"), the Senior Notes will rank *pari passu* among themselves and with respect to all unsubordinated and unsecured obligations, present and future. The rights arising from the Senior Notes will rank as ordinary credits (as defined in the Insolvency Law), save in the case that the Senior Notes are characterised as subordinated credits according to the provisions of Article 92 of the Insolvency Law. Ordinary credits will rank below credits against the insolvency state (*créditos contra la masa*) and privileged credits (*créditos privilegiados*) and ahead of subordinated credits and shareholder's rights.

So long as any Senior Notes remain outstanding, neither the Issuer nor any of its subsidiaries, understood to be the companies controlled by the Issuer in the terms of Article 42 of the Commercial Code (hereinafter, "**Subsidiaries**") may create, grant or allow the creation of any Encumbrance (as defined below) upon the whole or any part of its business, property, rights, assets or revenues, present or future (including uncalled capital), in order to guarantee any Issue Indebtedness (as defined below) or a guarantee and/or indemnity granted in connection with any Issue Indebtedness, unless (i) simultaneous or prior to the effective date of the Encumbrance, the same guarantee is granted to holders of the Senior Notes or (ii) the Syndicate of Noteholders (as defined in section 4.11 below) approves the creation of another guarantee over the payment obligations under the Senior Notes.

For the purposes of this section, "**Issue Indebtedness**" means any payment obligation deriving from any bond, note, other fixed-income securities, certificate or any other instrument issued in the past or that is issued until the Maturity Date by the Issuer, its Subsidiaries or a Third Party, which is, or is capable of being listed or admitted to be listed on any secondary market (including, without limitation, any over-the-counter market); "**Encumbrance**" means any mortgage, pledge, lien or other security interest including, without limitation, anything analogous to any of the foregoing under the laws of any jurisdiction and "**Third Party**" means any individual, company, association, joint venture, trust, non-profit organization, and the Administration and any of its territorial subdivisions.

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4.7. Description of the rights attached to the securities and procedure for the exercise of said rights

Under the applicable laws, the Senior Notes will not entitle the investor who acquires them to any present and/or future voting rights in the Company.

The economic and financial rights for the investor which are associated with the acquisition and holding of the Senior Notes will be those derived from the interest rate, yield and repayment conditions with which they are issued and which are detailed in sections 4.8 and 4.9 below.

The holders of the Senior Notes included in this Securities Note will be entitled to vote in the General Assembly of the Syndicate of Noteholders according to the provisions in 4.11 below.

4.8. The nominal interest rate and provisions relating to interest payable

The Notes will accrue, from 16 November 2012, inclusive, ("**Issue Date**") to 16 November 2015 ("**Maturity Date**"), not inclusive, fixed interest at a rate of 5.125% per annum, that is, 5,125 euros per Note (the day count convention for calculating the interest rate will be Actual / Actual ICMA [International Capital Markets Association]), payable yearly in arrears on 16 November each year (each such date, an "**Interest Payment Date**"), the first Interest Payment date being 16 November 2013.

If an Interest Payment Date falls on a non-business day on the TARGET2 calendar, the Interest Payment Date will be the next following business day, with the holders of the securities not being entitled to receive interest for that deferral.

The period that starts on the Issue Date, inclusive, and ends on the first Interest Payment Date, not included, and each successive period that starts on an Interest Payment Date, inclusive, and ends on the following Interest Payment Date, not included, will be an "**Interest Period**". Nevertheless, if according to the preceding paragraph an Interest Payment Date must be modified because it falls on a non-business day, the Interest Period will continue to be calculated as if that Interest Payment Date had not been moved.

The formula for calculating interest will be as follows:

$$C = (N * I) * [D / (BASE)]$$

Where:

C = Gross amount of the periodic coupon
N = Nominal value of the security
i = Nominal interest rate per annum
D = Days contained in the Interest Period of reference
Base = Actual / Actual (ICMA)

The time limit for validly claiming interest payments will be five years and for collecting principal fifteen years, both reckoned as from their respective payment dates, in accordance with the terms of articles 1964 and 1966 of the Civil Code.

4.9. Redemption price and provisions relating to maturity date of the securities

4.9.1. Redemption price

The securities will be redeemed at par at maturity, on 16 November 2015.

4.9.2. Redemption date and forms of redemption

4.9.2.1 Final redemption

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The Senior Notes will be finally redeemed on the Maturity Date, by payment to the holders of the Senior Notes of the nominal value and the interest accrued and not paid.

Redemption will entail no expense for the holders of the Senior Notes.

4.9.2.2 Early redemption

There are no call options for the Company, without prejudice to article 430 of the Capital Companies Act, which provides for the possibility that the issuer may redeem the notes in the following cases that may apply to this issue:

- As a result of agreements between the company and the syndicate of noteholders.
- By acquiring them on the market, in order to redeem them.
- Through conversion into shares, in agreement with the holders.

The noteholders, for their part, will have the right to choose for the early redemption of the Senior Notes in case an event of default by the Issuer within the framework of this Issue, if any of the following events occurs (hereinafter, "**Events of Default**"):

- (a) Non-payment of principal or interest: If the Issuer fails to pay any amount of principal in respect of the Senior Notes on the due date for payment thereof or fails to pay any amount of interest in respect of the Senior Notes on the due date for payment thereof and such default remains unremedied for 7 days in the case of payments of interest and 14 days in the case of payments of principal, in each case as from the date the Issuer is obliged to make the payment; or
- (b) Breach of other obligations under the "Mapfre, S.A. 2012 Senior Notes Issue": If the Issuer defaults in the performance of any of its other obligations under or in respect of the Senior Notes and such default remains unremedied for 30 calendar days after written notice thereof by the Commissioner or by any noteholder, addressed to the Issuer; or
- (c) Default on obligations under Financial Debt to third parties:
 - (i) if any Financial Debt (as defined below) of the Issuer or any of its Subsidiaries becomes due and repayable prematurely by reason of an event of default (as described in the financial agreements governing the Financial Debt in question); or
 - (ii) if the Issuer or any of its Subsidiaries fails to make payment in respect of any Financial Debt (as defined below) on the due date (either ordinary or early repayment date) for such payment as extended by any applicable grace period as originally provided in the financial agreements governing the Financial Debt in question; or
 - (iii) if the security for any Financial Debt (as defined below) of the Issuer or any of its Subsidiaries becomes enforceable and steps are taken to enforce the same; or
 - (iv) if default is made by the Issuer or any of its Subsidiaries in making any payment due under any guarantee and/or indemnity given by any of them in respect of any Financial Debt;

provided that no event described in this sub-paragraph shall constitute an Event of Default unless the relevant amount of Financial Debt, either alone or when aggregated (without duplication) with other amounts of Financial Debt specified in (i) to (iv) above, amounts to at least Euro 50,000,000 or its equivalent in other currencies.

For the purposes of this section, "**Financial Debt**" means any outstanding indebtedness for money borrowed or raised including (without limitation) amounts raised under any credit or loan agreement, amounts raised pursuant to any issue of bonds, notes, other fixed-income securities, certificates or other instruments.

- (d) Insolvency:

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- (i) if the Issuer or any of its Relevant Subsidiaries (as defined below) announces its inability to meet its financial obligations; or
- (ii) the adoption of corporate measures, the initiation of legal proceedings (court, arbitration or administrative) or the start of any kind of action by the Issuer or any of its Relevant Subsidiaries or which affect the Issuer or any of its Relevant Subsidiaries, including in any case:
 - a) if the Issuer or any of its Relevant Subsidiaries files for insolvency, or the notice envisaged in Article 5 bis of the Insolvency Act is filed before the courts; or if any third party requests that the Issuer or any of its Relevant Subsidiaries be declared insolvent, provided that, in this case, the claim has been given leave to proceed; or the start of any receivership or administration proceedings, of a judicial or administrative nature, in relation to the Issuer or any of its Relevant Subsidiaries, or any other similar insolvency proceedings to those referred to in this section; or
 - b) the appointment of a receiver, administrator, trustee or similar public servant in relation to the Issuer or any of its Relevant Subsidiaries or the assets of any of them; or
 - c) a general assignment of assets to one of its creditors; or
 - d) any other similar action or step, be it judicial, administrative or private, which has similar effects; or
- (iii) if the Issuer or any of its Relevant Subsidiaries suspend or threaten to suspend its activities or a substantial part thereof.

For the purposes of this section:

"Financial Debt" means any indebtedness for money raised or borrowed, including (without limitation) amounts raised under any loan or credit facility, funds raised from the issue of bonds, notes, other fixed-income securities, certificates or any other instrument.

"Relevant Subsidiary" means any Subsidiary whose total assets or profit before taxes in the last closed financial year represent at least 7% of the total consolidated assets or of the consolidated profit before taxes of the Issuer.

- e) *Liquidation:* if any dissolution or liquidation process (or similar proceeding in any jurisdiction) of the Issuer or any of its Relevant Subsidiaries (as defined above) is started unless due to a corporate restructuring involving the Issuer or any of its Relevant Subsidiaries provided that the solvency of the Issuer is not reduced in such restructuring process.

If any of the Events of Default occurs, and goes unremedied by the Issuer within the time limit stipulated for such purpose, the Syndicate of Noteholders (within the meaning of 4.11 below), on behalf of all noteholders, or any holder of the Senior Notes in relation to the Senior Notes that it holds, provided that such noteholder does not contravene a resolution approved by the Syndicate of Noteholders (if any) may, by written notice to the Issuer, declare that such Senior Notes or Note (as the case may be) and the interest accrued and not paid thereon shall (to the extent permitted by applicable Spanish law) become immediately due and payable without the need for further presentment, demand, or any other notice of any kind.

4.10. Indication of yield for the investor and method of calculation

The effective interest projected for a subscriber who acquires the securities covered by this Securities Note at the time they are issued and holds them to maturity, if the assumptions indicated below are fulfilled, could be 5.125%.

This yield has been calculated on the basis of the following assumptions:

- Cash disbursement of 100% is taken into account.

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- The fixed interest rate is 5.125%.

The internal rate of return for the subscriber has been calculated using the following formula:

$$P_0 = \sum^n \frac{F_j}{\left(1 + \frac{r}{100}\right)^{\left(\frac{d}{Base}\right)}}$$

Where:

P_0 = Issue Price of the security

F_j = Gross flows of receipts and payments over the life of the security

r = Effective annual yield or IRR

d = Number of days between the date on which the coupon began to accrue and its payment date

n = Number of flows of the Issue

$Base$ = Day count convention for calculating interest Actual / Actual (ICMA).

4.11. Representation of security holders

A syndicate of noteholders (the "**Syndicate of Noteholders**") has been set up for this issue in accordance with the Capital Companies Act and Mr. Luigi Lubelli has been appointed as provisional commissioner.

The Syndicate of Noteholders is governed by the following Regulations:

REGULATION OF THE SYNDICATE OF NOTEHOLDERS OF SENIOR NOTES OF MAPFRE, S.A. 2012

TITLE I

FORMATION, PURPOSE, REGISTERED OFFICE AND DURATION OF THE SYNDICATE

Article 1

Subject to the provisions of Title XI of the Capital Companies Act, a Syndicate of Noteholders is formed of all holders of notes issued by MAPFRE, S.A. in the issue denominated MAPFRE, S.A. 2012 SENIOR NOTES ISSUE, to be governed by this Regulation, by the Capital Companies Act and other applicable provisions.

Article 2

The purpose of the Syndicate is to defend the rights and interests of the Noteholders.

Article 3

The Syndicate will remain in existence until all of the notes in the issue that gave rise to its formation have been redeemed and duly repaid.

Article 4

The registered office of the Syndicate is established in Majadahonda (Madrid), at Carretera de Pozuelo, 52.

TITLE II

GOVERNANCE AND ADMINISTRATION

Chapter 1 General Assembly

Article 5

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This is the body for expressing the will of the Syndicate. The resolutions adopted in accordance with this Regulation will bind all Noteholders, including those not attending or dissenting thereat.

Article 6

Meetings may be called by the Board of Directors of the Company or by the Commissioner. The latter must call them when so requested by a number of Noteholders that represents at least one-twentieth of the outstanding notes.

Article 7

The general assembly will be called in a manner that ensures it is known to the noteholders.

When the assembly has to deal with matters relating to the amendment of the conditions of the loan or other of similar relevance, in the commissioner's judgment, it will have to be convened in the manner set forth in the Capital Companies Act to convene the general shareholders' meeting.

Article 8

Holders of one or more notes who, at least five days before the scheduled meeting date, are on record in the book-entry system as owners of the notes will have the right to attend. The Directors of MAPFRE, S.A. will have the right to attend the Assembly, even if they are not summoned.

Article 9

Every noteholder entitled to attend may appoint another noteholder as proxy for the Assembly. Proxy appointments must be set out in writing specifically for each Assembly.

Article 10

The Assembly will be quorate at first call if there attend Noteholders who own at least two-thirds of the notes in circulation. If a sufficient number of notes is not in attendance, the Assembly may be called again and held one month after the first meeting, regardless of the number of attendees, and adopt resolutions by absolute majority of those in attendance. The notices for the two calls may be issued simultaneously, provided the one-month period between the two meeting calls is observed.

Notwithstanding the provisions of this article, the Assembly will be considered validly called and quorate to transact on any matter if all of the notes in circulation are present and those in attendance unanimously agree to hold the Assembly.

Article 11

Resolutions shall be adopted by absolute majority of the votes of the Noteholders in attendance, with each note carrying one vote.

Article 12

The General Assembly will be chaired by the Commissioner, or in default thereof by the noteholder designated by the Assembly and, in the last instance, by the noteholder present at the meeting with the largest number of notes. The Chair will direct the discussions, declare deliberations to have concluded when he or she deems fit and submit the matters to vote. The Chair will appoint a Secretary, who need not be a noteholder.

Article 13

The Commissioner will draw up, before taking up the matters on the agenda, the attendance list, indicating the status or representation of each attendee and the number of notes each attendee holds or represents, summing up the total number of notes present or represented at the meeting and the total notes in circulation.

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Article 14

The General Assembly represents all Noteholders and may decide as necessary for the best defence of the legitimate interests of the Noteholders vis-à-vis the issuer; amend, in agreement with the issuer, the terms of the issue; remove and appoint Commissioners; exercise, where applicable, the relevant court actions and approve the expenses incurred in the defence of the common interests.

Article 15

Assembly resolutions may be challenged by Noteholders in the same events as provided for in the Capital Companies Act for challenging company resolutions adopted by the General Shareholders' Meeting.

Article 16

The minutes of the meeting will be approved by the Assembly itself immediately after the session ends or, in default thereof, within fifteen days by the Commissioner and two Noteholders appointed for such purpose by the Assembly.

Article 17

Certificates of the minutes book will be issued by the Commissioner.

Article 18

Noteholders may only individually or separately pursue the court and out-of-court remedies to which they may be entitled provided they do not contradict Syndicate resolutions that have been approved within its competence and are compatible with the powers of the Syndicate.

Chapter 2. The Commissioner

Article 19

The Commissioner is the legal representative of the Syndicate and acts as the body charged with the relation between the latter and the Company.

Article 20

The Commissioner will be appointed by the General Assembly, which may also ratify the appointment as Commission of the person so designated in the issue resolution. The Commissioner will discharge his or her office until he or she is removed by the Assembly.

Article 21

The Commissioner will have the following powers:

- a) Exercise the full legal representation of the Syndicate.
- b) Safeguard the common interests of the Noteholders.
- c) Act as body responsible for relations between the Syndicate and the Company.
- d) Exercise all actions that rest with the Syndicate.
- e) Call and chair the General Assemblies.
- f) Report the resolutions of the Syndicate to the issuer Company.
- g) Request from the issuer Company the reports that the Commissioner or the Assembly of Noteholders deem of interest to the latter.

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- h) Monitor the payment of interest on the notes and the principal, as well as the redemption operations.
- i) Execute General Assembly resolutions.
- j) Attend and address, without vote, General Meetings of the issuer Company.
- k) And, in general, exercise all such powers as have been conferred by the General Assembly of Noteholders.

These same powers will rest with the person who serves as substitute Commissioner.

TITLE III

SPECIAL PROVISIONS

Article 22

The ordinary expenses incurred to maintain the Syndicate will be borne by the Company, and may in no event exceed 2% of the annual interest accrued by the notes issued.

Article 23

The Commissioner will keep the Syndicate's accounts and submit them to the General Assembly of Noteholders and to the Board of Directors of the Company for approval.

Article 24

After the Syndicate has been dissolved upon the redemption and repayment of the notes issued, the Commissioner in office at that time will continue exercising his or her functions in connection with the liquidation of the Association and rendering of the final accounts to the last Assembly and to the Board of Directors of the Company.

Article 25

For all questions that arise or may arise from this Regulation, the Noteholders by mere fact of their status as such submit to the jurisdiction of the Courts and Tribunals of Madrid with express waiver of their own forum.

Article 26

All matters not expressly provided for in this Regulation shall be governed by the applicable legal provisions.

4.12. Resolutions, authorisations and approvals by virtue of which the securities have been issued.

The resolutions under which this issue of Senior Notes has been carried out, the continued validity of which is evidenced in the certificate submitted to the CNMV, are those set out below:

Resolution of the General Shareholders' Meeting held on 8 March 2008.

Resolution of the Board of Directors dated 26 October 2012.

Resolution of the Executive Committee dated 5 November 2012.

4.13. Issue date

The key dates in the procedure followed to carry out the Issue are the following:

On 6 November 2012 subscription requests were collected from investors.

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In addition, it is also expected that the Issue subscription and payment date will take place on 16 November 2012.

The Notes will be admitted to trading as described in section 5 of this Securities Note.

4.14. Restrictions on the free transferability of the securities

Under the applicable laws, there are not specific or general restrictions on the free transferability of the securities issued, without prejudice to the selling restrictions which may exist in the jurisdictions in which the Senior Notes are placed.

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5. ADMISSION TO TRADING AND DEALING ARRANGEMENTS

5.1. Indication of the market where the securities will be traded

MAPFRE, S.A. has applied to have this issue admitted to trading in the AIAF Fixed-Income Market, in order for the securities to be quoted no later than one month after the payment date.

In the event this time limit is not met the Issuer will disclose the reasons for such failure to the CNMV and to the public by inserting an advertisement in a newspaper with nationwide circulation or in the Daily Quotation Gazette (*Boletín Diario de Operaciones*) of the AIAF Fixed-Income Market, without prejudice to the liabilities incurred for the delay.

MAPFRE, S.A. has requested to have this issue included in the accounting records managed by Sociedad de Gestión de los Sistemas de Registro, Compensación y Liquidación de Valores, S.A. (Iberclear), so that the clearing and settlement of the securities will be done in accordance with the operating rules that have been or may in the future be established by Iberclear for securities admitted to trading in the AIAF Fixed-Income Market.

The Issuer places on record that it knows the requirements and conditions for listing, trading and delisting the securities in the AIAF Fixed-Income Market, pursuant to the legislation in force and the requirements of its Governing Bodies, and undertakes to observe them.

5.2. Paying Agents and Depository Agents

Payment of coupons and of principal of the issues under this Securities Note will be carried out by BANCO SANTANDER, S.A., with registered office in Santander, at Paseo de Pereda, 9-12 and holding Spanish corporate taxpayer identification number (CIF) A-39000013, which has capacity to perform said functions.

Member entities of Iberclear may serve as depository entities.

5.3. Placement entities.

The placement entities of this issue are:

- BANKIA, S.A.
- BANCO BILBAO VIZCAYA ARGENTARIA, S.A.
- BANCO SANTANDER, S.A.
- CRÉDIT AGRICOLE CORPORATE AND INVESTMENT BANK
- HSBC BANK PLC.

6. EXPENSE OF THE ADMISSION TO TRADING

The estimated expenses of issuing the securities and having them admitted to trading are:

Expense	Amount in euros
Supervision and approval of the listing prospectus by the CNMV	9,840.27
Registration with Iberclear	605
Admission to trading in AIAF	60,500
Commissions	4,852,100
Rating	605,000
TOTAL	5,528,045.27

With the above projection of expenses, the Issuer will obtain proceeds of 994,471,954.73 euros at an effective annual cost of 5.329% taking into account the assumptions set out in section 4.8 above.

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7. ADDITIONAL INFORMATION

7.1. Persons and entities acting as advisors in the issue

Not applicable

7.2. Information in the Securities Note that has been reviewed by the statutory auditors

Not applicable

7.3. Other information sourced from third parties

Not applicable

7.4. Continued validity of information sourced from third parties.

Not applicable.

7.5. Ratings

The securities included in this Securities Note have been assigned a rating of BBB- by the credit risk rating agency Standard & Poor's Credit Market Services Europe Limited ("Standard & Poor's") on 5 November 2012. Such Agency was registered on 31 October 2011 in accordance with Regulation (EC) no 1060/2009 of the European Parliament and of the Council, of 16 September 2009, on rating agencies.

That same rating agency on 25 October 2012 assigned a long-term rating of BBB- to the Company.

The long-term debt ratings scale employed by the agency is shown below:

	Standard & Poor's	Meaning
Investment grade	AAA	Optimum quality
	AA	High quality
	A	Medium-high quality
	BBB	Medium quality
Speculative grade	BB	Moderate security; speculative elements
	B	Low security; lacks the characteristics of a desirable investment
	CCC	Low quality
	CC	Highly speculative
	C	Minimum quality, very few prospects of achieving investment grade status
	D	

Standard & Poor's may apply a plus (+) or minus (-) sign between the "AA" and "CCC" categories to show relative standing within each category.

These credit ratings are not a recommendation to buy, sell or hold securities. The credit rating may be revised, suspended or withdrawn at any time by the rating agency.

The aforesaid credit rating is only an estimate and should not be relied upon by prospective investors to avoid conducting their own analyses of the Company or of the securities to be acquired.

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8. INFORMATION ON TAXES

There follows a general description, in accordance with the Spanish legislation in force at the date of this document, of the tax rules applicable to the acquisition, ownership and, if applicable, subsequent disposal of the Senior Notes referred to by this Issue.

This analysis does not explain all of the tax implications of said operations or the rules applicable to all categories of investors, some of whom (for example, financial institutions or entities under the income allocation system) may be subject to special regimes. Nor does this analysis take into account the tax regimes in force in the historic local charter territories of the Basque Country and Navarre, nor the laws approved by the various regional governments which, with respect to certain taxes, may apply to certain investors. Therefore, shareholders are advised to consult their lawyers or tax advisors, who will be able to give them personalised advice in view of their specific circumstances. Investors should likewise also be mindful of such changes as may occur in the future in the legislation currently prevailing or in the interpretation of that legislation.

8.1. Persons subject to the Personal Income Tax (*Impuesto sobre la Renta de las Personas Físicas*; hereinafter "PIT").

According to article 25.2 of the Act 35/2006 of 28 November 2006 on the Personal Income Tax and partial amendment of the laws governing the Corporate Income Tax (*Impuesto sobre Sociedades* — CIT), Non-Residents Income Tax (*Impuesto sobre la Renta de no Residentes* — NRIT) and Wealth Tax (*Impuesto sobre el Patrimonio* — WT), income received by holders of the Senior Notes that are liable for PIT, and all other income derived from the Senior Notes, including gains on their sale, redemption or repayment, will be considered investment income, specifically, income obtained on assignment of own funds to third parties. Such income will be included in the savings tax base, and taxed at the rate prevailing at the time of subscription. For 2012 and 2013 the prevailing tax rate is 21% for the first 6,000 euros in savings income, 25% for the savings income between 6,001 euros and 24,000 euros and 27% for savings income in excess of 24,000 euros. As from 1 January 2014, unless there is some other legislative change in this respect, the tax rates will be 19% for the first 6,000 euros in savings income and 21% for the rest.

In relation to the rules on personal income tax withholdings applicable to such income, the following should be noted:

- For the tax periods 2012 and 2013, the interest (coupon) paid will be subject to withholding or payment on account at a rate of 21% (as from 1 January 2014) according to articles 75 and 90 of the Personal Income Tax Regulations approved by Royal Decree 439/2007 of 30 March 2007 (hereinafter, PITR); and to the terms of the thirty-fifth additional provision of Act 35/2006 added by Royal Decree Law 20/2011 of 30 December 2011. As from 1 January 2014, unless there is some other legislative change in this respect, the withholding and/or interim payment rate will be 19%.

- Income arising from the sale or repayment of the Senior Notes is not subject to withholding under article 75.3 a) of the PITR, to the extent that the securities (i) are represented as book entries and (ii) are traded on a Spanish official secondary securities market. Nevertheless, a withholding of 21% (19% as from 1 January 2014, unless there is some other legislative change in this respect) will apply to the part of the price equivalent to the accrued coupon on transfers of financial assets executed within the thirty days immediately before the coupon due date, if the following conditions are met:

1. That the transferee is a person or entity not resident in Spanish territory or is subject to the Corporate Income Tax.
2. That the explicit income deriving from the transferred securities is exempted from the withholding obligations in relation to the transferee.

Wealth Tax

The Wealth Tax rules are contained in Act 19/1991 of 6 June 1991 on the Wealth Tax, as amended by Act 4/2008 of 23 December 2008, which eliminated the Wealth Tax, stipulated the general application of the system of monthly refunds in the Value Added Tax and introduced other modifications to tax regulations, and in Royal Decree Law 13/2011 of 16 September 2011, which re-established the Wealth Tax on a temporary

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basis, as well as such rules on these matters as may have been approved by each regional government (Autonomous Community).

In accordance with the above and taking into account the specific rules which may have been approved in each region, natural persons with residence in Spain are subject in 2011 and 2012 to the Wealth Tax in relation to their net assets in excess of the exempt minimum of 700,000 euros, unless the competent Autonomous Community has established a different exempt minimum. In this connection and insofar as they are liable for the Wealth Tax and hold Senior Notes at 31 December of each year in which the tax is in effect, they must take into account the average quotation for the fourth quarter of each year of the Senior Notes they own in order to determine their liability for this tax, in accordance with article 13 of Act 19/1991 of 6 June 1991 on the Wealth Tax.

Inheritance and Gift Tax

Natural persons with residence in Spain who acquire ownership or other rights in respect of the Senior Notes by way of inheritance, gift or legacy will be liable for the Inheritance and Gift Tax according to the provisions of the regulations approved by the different Spanish regional governments. Liability for this tax will be in accordance with the regulations approved by the Autonomous Community in question.

In this regard, no investment income is considered to arise in transfers for valuable consideration, caused by death of the taxpayer, of the assets representing the attainment and use of third-party funds, as established in article 25.6 of the PIT Act.

8.2. Corporate Income Taxpayers.

Investors liable for the Corporate Income Tax (CIT) will include in their tax base the full amount of the income obtained as a consequence of their ownership of the Senior Notes, both in respect of interest and as a result of their sale, redemption or repayment, in the manner stipulated in article 10 et seq. of the consolidated text of the Spanish Corporate Income Tax Act approved by Legislative Royal Decree 4/2004 of 5 March 2004.

In relation to the rules on CIT withholdings, it should be noted that according to article 59 q) of the Corporate Income Tax Regulations approved by Royal Decree 1777/2004 of 30 July 2004, no withholding will be applied to income generated by the Senior Notes, i.e. interest (coupon) and gains obtained on their sale, redemption or repayment, to the extent the Senior Notes (i) are represented by the book-entry system and (ii) are traded on a Spanish official secondary securities market. Otherwise, they will be subject to withholding of 21% during 2012 and 2013 according to article 140 of the above-cited consolidated text of the Spanish Corporate Income Tax Act and the fourteenth additional provision of the consolidated text of the Spanish Corporate Income Tax Act, approved by Legislative Royal Decree 4/2004 of 5 March 2004. As from 1 January 2014, unless there is some other legislative change in this respect, the rate for withholdings or payments on account will be 19%.

8.3. Non-resident investors: Non-Residents Income Tax (NRIT)

The concrete analysis of the taxation of holders of the Senior Notes that do not have residence in Spain will depend on whether or not such Noteholders operate in Spain through a permanent establishment (hereinafter, PE).

8.4. Non-residents without PE in Spain

According to what is stipulated in the second additional provision of Act 13/1985 (in the wording introduced by Act 6/2011 of 11 April 2011) on investment ratios, equity and reporting obligations of financial intermediaries, income obtained from the Senior Notes by non-resident persons or entities operating for these purposes without a PE in Spain will be exempt from the NRIT, provided that certain information procedures provided for under applicable legislation are complied with.

For the purposes of applying the above exemption, the entities keeping the Senior Notes registered in their third party accounts will have to submit to the Issuer a declaration, following the form attached as an annex to Royal Decree 1065/2007, of 27 July, as amended by Royal Decree 1145/2011, of 29 July, which amends the General Regulations on tax management and inspection actions and procedures as well as on the

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development of common rules governing the procedures for tax application, including the following information obtained from their records:

- a) Identification of the securities
- b) Total amount of income.
- c) Amount corresponding to individuals or entities subject to Personal Income Tax.
- d) Amount of income that according to Article 44.2 of Royal Decree 1065/2007 must be paid gross.

The above declaration will have to be submitted on the business day prior to the due date of the interests or, in the case of segregated securities or securities issued at discount, on the business day prior to each amortization date, reflecting the situation at the close of the market of that same date. Such declarations may be submitted by telematic means.

The lack of presentation in due course of the above declaration by any of the obliged entities, will impose on the Issuer or its authorized paying agent the obligation to make a withholding at the applicable rate (currently 21%) on the gross amount. As from 1 January 2014, unless there is some other legislative change in this respect, the rate for withholdings or payments on account will be 19%.

Then, if prior to the 10th day of the month following the month in which the interest on the Senior Notes are due, the entity subject to the aforementioned reporting duty submits the relevant declaration, the Issuer or its authorized paying agent will pay such excess sums as may have been withheld, as soon as the said declaration is received.

8.5. Non-residents with PE in Spain

According to articles 18 to 23 of the consolidated text of the Non-Residents Income Tax Act approved by Legislative Royal Decree 5/2004, income obtained from the Senior Notes by persons or entities not resident in Spanish territory who operate for these purposes through a PE in Spain will be subject to tax according to the general provisions of the Corporate Income Tax with the specific conditions contained in the said consolidated text of the Spanish Corporate Income Tax Act.

9. UPDATE OF THE INFORMATION IN THE REGISTRATION DOCUMENT REGISTERED IN THE OFFICIAL REGISTERS OF THE CNMV ON 23 OCTOBER 2012

The audited financial statements of MAPFRE, S.A. for 2011 approved by the General Shareholders' Meeting of 10 March 2012 are incorporated herein by reference. They may be consulted on the company's website (www.mapfre.com) and the CNMV website (www.cnmv.es).

There follow the consolidated Balance Sheet and Income Statement at 30 September 2012, prepared according to the International Financial Reporting Standards adopted by the European Union, and submitted to a limited review by the auditors.

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BALANCE SHEET

The consolidated balance sheet is presented in the accompanying table:

	30/9/12	31/12/11	30/9/11
ASSETS			
Goodwill	2,364.4	2,266.4	2,895.2
Other intangibles	2,266.6	2,450.1	937.5
Other property, plant and equipment	427.1	382.0	384.4
Liquid assets	789.2	1,254.3	903.7
Investments and properties	38,135.3	36,697.0	36,637.8
Participation of reinsurance in technical provisions	3,382.3	3,305.3	3,104.2
Other assets	9,526.8	8,500.5	8,496.2
TOTAL ASSETS	56,891.7	54,855.6	53,358.9
EQUITY AND LIABILITIES			
Capital and reserves	7,766.3	7,042.9	7,061.8
Minority interests	2,373.9	2,683.7	2,182.0
Financial and subordinated debt	1,893.3	1,915.0	1,757.4
Technical provisions	37,734.9	36,451.3	36,263.2
- Life assurance provisions (1)	21,438.0	20,502.0	20,864.0
- Other technical provisions	16,296.9	15,949.3	15,399.2
Provisions for risks and expenses	1,038.3	1,153.3	1,154.8
Other liabilities	6,085.0	5,609.4	4,939.7
TOTAL EQUITY AND LIABILITIES	56,891.7	54,855.6	53,358.9

Figures in million euros

1) Including unit linked.

The variations in the assets and liabilities are primarily explained by:

- Assignment of value to the assets added subsequent to the alliance with BANCO DO BRAZIL.
- Purchase of financial assets.
- Recovery of financial markets in the third quarter.
- Growth in the volume ceded by the international business.
- Tax effect of the higher volume of intangible assets.
- Appreciation of the euro against the Brazilian real.

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INCOME STATEMENT

	9M 2012	9M 2011	% 12/11
NON-LIFE INSURANCE AND REINSURANCE			
Gross written and accepted premiums	11,906.5	10,846.3	9.8%
Premiums earned, net of ceded and retroceded reinsurance	9,875.4	9,049.5	9.1%
Net claims incurred and variation in other technical provisions	-6,599.3	-6,286.1	5.0%
Operating expenses, net of reinsurance	-2,766.9	-2,438.2	13.5%
Other technical income and expenses	-44.4	-32.2	37.9%
Technical Result	464.8	293.0	58.6%
Net fin'l. income and other non-technical income and expenses	428.2	583.8	-26.7%
Result of Non-life business	893.0	876.8	1.8%
LIFE ASSURANCE AND REINSURANCE			
Gross written and accepted premiums	4,665.4	3,813.5	22.3%
Premiums earned, net of ceded and retroceded reinsurance	4,014.1	3,534.4	13.6%
Net claims incurred and variation in other technical reserves	-3,671.8	-3,389.5	8.3%
Operating expenses, net of reinsurance	-821.0	-593.9	38.2%
Other technical income and expenses	16.3	237.0	-93.1%
Technical Result	-462.4	-212.0	118.1%
Net fin'l. income and other non-technical income and expenses	819.7	693.5	18.2%
Unrealised gains and losses in Unit-Linked products	81.6	-5.6	---
Result of Life business	438.9	475.9	-7.8%
OTHER BUSINESS ACTIVITIES			
Operating revenues	366.7	317.1	15.6%
Operating expenses	-341.6	-292.4	16.8%
Other revenues and expenses	-96.5	-83.8	15.2%
Results from other business activities	-71.4	-59.1	20.8%
Result on restatement of financial accounts	-5.4	-16.0	-66.3%
Result before tax and minority interests	1,255.1	1,277.6	-1.8%
Taxes	-371.3	-328.1	13.2%
Result after tax	883.8	949.5	-6.9%
Result after tax from discontinued operations	0.0	-0.2	---
Result for the year	883.8	949.3	-6.9%
Result attributable to minority shareholders	-227.9	-183.7	24.1%
Result attributable to the controlling Company	655.9	765.6	-14.3%

Figures in million Euros

Key aspects of the income statement are discussed below:

➤ **Non-life**

- The evolution of the figure for premiums is due to:
 - organic growth of the international business, enhanced by the depreciation of the Euro, which offsets the impact of the economic crisis in Spain
 - consolidation of BB SEGUROS.
- The growth of the technical results also reflects:
 - a favourable trend in the reinsurance loss experience and in the international business
 - the increase in the expense ratio, mainly due to the greater weight of the international business.

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- The decline in net financial income and net non-technical income reflects provisions of 137.3 million euros for impairment of financial assets (net of capital gains realised), mitigated in part by improvement in the recurring financial result.

➤ **Life**

- The evolution of the figure for premiums mainly reflects:
 - organic growth in the international business;
 - a very good performance of Life-Savings insurance through the agents' channel in Spain, which partly offsets the weakness of the bank channel;
 - the winning of large corporate transactions in the Life-Savings segment in Spain amounting to €354 million;
 - the consolidation of BB Seguros and MIDDLESEA INSURANCE.
- The evolution of the technical results also reflects:
 - substantial improvement of the technical result in Latin America.
 - the inclusion of BB SEGUROS and MIDDLESEA INSURANCE
 - growth of Life-Protection insurance in Spain.
 - gains of 137.4 million euros, recognised in 9M 2011, arising from the agreement with BANCO DO BRASIL.
- Net financial income and non-technical income includes negative results from financial assets amounting to €10 million (net of realised capital gains).

➤ **Other activities**

- Operating revenues: reclassification of the MAPFRE BRASIL fund management business from Non-Life to Other Activities.
- Operating expenses: reclassification of operating expenses of the financial activities of the Spain Insurance companies.
- Net financial income from other activities includes:
 - impairment of the holding in CATTOLICA: 19.1 million euros.
 - 40.5 million euros in provisions for impairment of real estate assets.

➤ **Taxes, minority interests and other items**

- The result attributable to minority interests increased significantly due to the effect of the alliance with BANCO DO BRAZIL.

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From the date of the Registration Document (23 October 2012) to the date of this Securities Note, no significant events have occurred which might significantly affect the issuer's Financial Statements, both individual and consolidated, other than as set out in the aforementioned Annual Financial Statements and those reported by means of Regulatory Announcement (Hecho Relevante), which are incorporate by reference.

This Securities Note has been approved on all pages and signed in Madrid on 14 November 2012.

MAPFRE, S.A.
p.p.

Mr. Esteban Tejera Montalvo

Mr. Luigi Lubelli

Commissioner of the Syndicate of Noteholders