



REPORT OF THE BOARD OF DIRECTORS ON THE PROPOSED APPOINTMENT,
RE-ELECTION OR RATIFICATION OF DIRECTORS

Madrid, 10th February 2015

I. BACKGROUND AND JUSTIFICATION OF PROPOSALS

This report has been issued by the Board of Directors of MAPFRE, S.A., (“MAPFRE” or the “Company”) – in accordance with article 529 decies. 5 of the Spanish Companies Act, covered by Law 31/2014, of 3rd December, which amends the former with the aim of improving corporate governance – in order to justify the following proposed re-elections of Directors which are submitted to the Annual General Meeting for approval under point 4 in the agenda: (i) Mr. Antonio Núñez Tovar, as Executive Director; (ii) Mr. Luis Hernando de Larramendi Martínez, Mr. Alberto Manzano Martos, Mr. Antonio Miguel-Romero de Olano and Mr. Alfonso Rebuelta Badías, as Nominee Directors; (iii) and the proposed ratification and re-election of Mr. Georg Daschner, as Independent Director.

The purpose of this report is to assess the skills, experience and merits of the candidates whose re-election and ratification is proposed to the General Meeting, and to this end the Board of Directors has taken into account the adequacy of the professional profiles of the Directors, the specific features of the business and the international scope of the Company. Likewise, the Board of Directors has verified that the candidates meet the fitness, propriety, solvency, competence, experience, qualification, education, availability and engagement requirements, and that they are not subject, either directly or indirectly, to any disqualification, prohibition or conflict of interest as provided for by Law, the Company Bylaws and the Regulations of the Board of Directors.

The Appointments and Remuneration Committee has previously issued a report, in which it assessed the dedication to the post of the non-independent directors whose re-elections are proposed, and which was approved at its meeting held on 4th February 2015. Likewise, the Committee resolved at said meeting to propose the re-election of Mr. Georg Daschner as Independent Director.

II. PROPOSALS

Mr. Antonio Núñez Tovar

He has a B.Sc. in Economic and Business Science from the Autónoma University in Madrid. He was Deputy General Manager of La Unión y el Fénix until he joined MAPFRE in 1992, where he has held several executive positions. Since 2003, he has held the position of Corporate General Manager of MAPFRE’s Human Resources, Procurement and Institutional Coordination Area.

Mr. Núñez Tovar is an Executive Director of the Company following the approval of his appointment by the General Meeting on 5th March 2011 and Third Vice-Chairman of the Board of Directors since 9th May 2012. Currently, he is also member of the Steering Committee, Sole Administrator of MAPFRE INMUEBLES SGA and CENTRO INTERNACIONAL DE FORMACIÓN DE DIRECTIVOS MAPFRE, First Vice-Chairman of MAPFRE AMÉRICA, Director of MAPFRE FAMILIAR and First Vice-Chairman of the Board of Trustees of FUNDACIÓN MAPFRE.



The Board of Directors, in the light of the Report issued by the Appointments and Remuneration Committee, considers that Mr. Núñez Tovar's performance as member of MAPFRE's Board of Directors since his last appointment by the General Meeting has been very satisfactory in all respects: fulfilment of the position of Director; fulfilment of positions on the Steering Committee and/or Sub-Committees; quantity and quality of his work; and dedication to the post. All the foregoing, along with Mr. Núñez Tovar's wide experience in the economic and human resources sectors, both in the Company and in the various Group companies justify, at the discretion of the Board of Directors, his re-election as Director, in his capacity as Executive Director.

Mr. Luis Hernando de Larramendi Martínez

With a B.A. in Law from the Complutense University in Madrid, he is Official Industrial and Intellectual Property Agent in Spain and European Patent Agent. Currently, he is partner and member of the Board of Directors of ELZABURU, S.L.P., as well as member of the International Association for the Protection of Industrial Property.

Mr. Hernando de Larramendi Martínez is a Nominee Director, at the proposal of the shareholder CARTERA MAPFRE, S.L.U., following the approval of his appointment by the General Meeting on 17th April 1999, and he was last re-elected by the General Meeting on 5th March 2011. Moreover, he is member of MAPFRE's Steering Committee and of the Appointments and Remuneration Committee, Second Vice-Chairman of MAPFRE VIDA, Director of MAPFRE INTERNACIONAL, as well as member of the Board of Trustees of FUNDACIÓN MAPFRE.

The Board of Directors, in the light of the Report issued by the Appointments and Remuneration Committee, considers that Mr. Hernando de Larramendi's performance as member of MAPFRE's Board of Directors since his last appointment by the General Meeting has been very satisfactory in all respects: fulfilment of the position of Director; fulfilment of positions on the Steering Committee and/or Sub-Committees; quantity and quality of his work; and dedication to the post. All the foregoing, along with Mr. Hernando de Larramendi Martínez's education and know-how in the legal sector, as well as his wide professional experience, both at national and international levels, as Patent and Trademark Agent justify, at the discretion of the Board of Directors, his re-election as Director, in his capacity as Nominee Director.

Mr. Alberto Manzano Martos

He has a B.A. in Law from the Complutense University in Madrid. He has spent his entire professional career at MAPFRE, which he joined in 1965, carrying out various roles, including General Counsel and Secretary of the Board of Directors



from 1976 to 2006. He was First Vice-Chairman of MAPFRE, S.A. until 5th March 2011.

Mr. Manzano Martos is a Nominee Director, at the proposal of the shareholder CARTERA MAPFRE, S.L.U., following the approval of his appointment by the General Meeting on 5th March 2011 (when he ceased performing his executive duties). He is also Director of MAPFRE AMÉRICA, MAPFRE FAMILIAR and MAPFRE INTERNACIONAL.

The Board of Directors, in the light of the Report issued by the Appointments and Remuneration Committee, considers that Mr. Manzano Martos's performance as member of MAPFRE's Board of Directors since his last appointment by the General Meeting has been very satisfactory in all respects: fulfilment of the position of Director; fulfilment of positions on the Steering Committee and/or Sub-Committees; quantity and quality of his work; and dedication to the post. All the foregoing, along with his education and know-how in the legal sector, the predominance of executive roles in the legal area during his professional career at MAPFRE, as well as his wide experience in the insurance sector justify, at the discretion of the Board of Directors, his re-election as Director, in his capacity as Nominee Director.

Mr. Antonio Miguel-Romero de Olano

He has a B.Sc. in Agricultural Engineering from the Polytechnic University in Madrid and a MBA in Business Management from the Instituto de Empresa in Madrid. From 1986 to 2005 he was Deputy Risk Manager at FIAT FINANCIERA.

Mr. Miguel-Romero de Olano is a Nominee Director, at the proposal of the shareholder CARTERA MAPFRE, S.L.U., following the approval of his appointment by the General Meeting on 17th April 1999, and he was last re-elected by the General Meeting on 5th March 2011. Moreover, he is member of MAPFRE's Risks and Compliance Committee, Vice-Chairman of MAPFRE ASISTENCIA, Director of MAPFRE GLOBAL RISKS, MAPFRE SEGUROS DE EMPRESAS and MAPFRE VIDA, as well as member of the Board of Trustees of FUNDACIÓN MAPFRE.

The Board of Directors, in the light of the Report issued by the Appointments and Remuneration Committee, considers that Mr. Miguel-Romero de Olano's performance as member of MAPFRE's Board of Directors since his last appointment by the General Meeting has been very satisfactory in all respects: fulfilment of the position of Director; fulfilment of positions on the Steering Committee and/or Sub-Committees; quantity and quality of his work; and dedication to the post. All the foregoing, along with his education in economic sciences and his wide knowledge and experience in risk management justify, at the discretion of the Board of Directors, his re-election as Director, in his capacity as Nominee Director.

Mr. Alfonso Rebuelta Badías

He has a B.Sc. in Business Science from the Pontificia Comillas University and a MBA from Columbia University (New York). From 1978 to 1988 he was Vice-President of JP MORGAN, and later he was Vice-Chairman of CITIBANK until 1991. Subsequently, he became a partner of HEIDRICK & STRUGGLES until 2002, and from that year until 2005 he was a consulting partner of Asset Executive. At present, he is member of SIGNIUM INTERNATIONAL.

Mr. Rebuelta Badías is a Nominee Director, at the proposal of the shareholder CARTERA MAPFRE, S.L.U., following the approval of his appointment by the General Meeting on 17th April 1999, and he was last re-elected by the General Meeting on 5th March 2011. Currently, he is also member of MAPFRE's Appointments and Remuneration Committee, Vice-Chairman of MAPFRE GLOBAL RISKS, Director of MAPFRE INTERNACIONAL and MAPFRE AMÉRICA, as well as member of the Board of Trustees of FUNDACIÓN MAPFRE.

The Board of Directors, in the light of the Report issued by the Appointments and Remuneration Committee, considers that Mr. Rebuelta Badías's performance as member of MAPFRE's Board of Directors since his last appointment by the General Meeting has been very satisfactory in all respects: fulfilment of the position of Director; fulfilment of positions on the Steering Committee and/or Sub-Committees; quantity and quality of his work; and dedication to the post. All the foregoing, along with his wide knowledge and experience in the finance, consultancy and human resources sectors justify, at the discretion of the Board of Directors, his re-election as Director, in his capacity as Nominee Director.

Mr. George Daschner

He has spent his entire professional career at MUNICH RE, which he joined in 1965, carrying out various roles, including Chairman of MUNICH RE in Caracas from 1982 to 1988, Director of the Latin America Division in Munich from 1988 to 2000 and Chairman of the Spain and Portugal Branch in Madrid from 2000 to 2003.

Furthermore, he was member of MUNICH RE's Management Board responsible for the Europe (excluding Germany) and Latin America Business Units from 2003 until he retired on 1st January 2015.

Mr. Daschner is an Independent Director following the approval of his appointment by co-optation by the Board of Directors on 10th February 2015.

The Board of Directors, in the light of the Report issued by the Appointments and Remuneration Committee, considers that Mr. Daschner's brilliant personal and professional career, along with his wide knowledge of the insurance sector and especially of the Spanish, Portuguese and Latin American markets, where MAPFRE has traditionally operated justify, at the discretion of the Board of



Directors, his ratification and election as Director, in his capacity as Independent Director.
