



Ángel L. Dávila Bermejo  
COMPANY SECRETARY

RELEVANT FACT

In accordance with current legislation, please find attached the text of the calling of this Company's Annual General Meeting, as agreed by the Board of Directors, which shall be published in the Official Quotation Bulletin of the Madrid and Barcelona Stock Exchanges, as well as in the Press and on the Company's webpage ([www.mapfre.com](http://www.mapfre.com)).

Madrid, 7<sup>th</sup> February 2013

COMISIÓN NACIONAL DEL MERCADO DE VALORES  
C/ EDISON, Nº. 4. MADRID

**MAPFRE, S.A.****ANNUAL GENERAL MEETING**

The Board of Directors hereby calls all shareholders to the Annual General Meeting, which will be held in Madrid, IFEMA (formerly Avenida del Partenón s/n), Pavilion 2, next 9th March 2013 at 12:30 on first call, given that it is expected that there will be sufficient quorum and it will not be necessary to hold the Meeting on second call, which is set by way of this announcement at the same place and time on 10th March 2013, with the following

**AGENDA**

1. Review and approval of the individual and consolidated Annual Accounts for financial year 2012, as well as the proposed distribution of earnings.
2. Approval of the Board of Directors' management.
3. Appointment, re-election and ratification, where appropriate, of Directors.
4. Distribution of dividend.
5. Modification of the Corporate Bylaws to include a new article 33 bis referring to the possibility of distributing dividends and the share premium in kind, as well as envisage the application of this same procedure to returns of contributions in cases of share capital reduction.
6. Authorisation of the Board of Directors to carry out share capital increases up to the limit laid down in Article 297 of the Modified Text of the Spanish Companies Act, granting it the power to exclude pre-emptive rights, when so required in the Company's interest.
7. Authorisation of the Board of Directors to issue fixed-income bonds or securities of a similar nature to convertible or non-convertible bonds for a maximum amount of TWO THOUSAND MILLION EUROS, granting it the power to exclude pre-emptive rights, when so required in the Company's interest.
8. Authorisation of the Board of Directors so that, pursuant to the provisions of section 146 and similar of the Modified Text of the Spanish Companies Act, the Company may proceed, directly or through subsidiary companies, to acquire treasury stock.
9. Report on the remuneration policy for Directors.

10. Renew the appointment of the Accounts Auditors.
11. Delegation of powers for the execution and public filing of the resolutions approved at the Meeting.
12. Approval of the minutes of the meeting or appointment of scrutineers for this purpose.

Those shareholders who represent at least 5% of the share capital can request, via legitimate communication to the Board of Directors with the timeframe of 5 days of the publication of this call, the inclusion of new resolutions and new points within the agenda of the General Meeting.

The following documents are made available for shareholders at the Registered Office:

- The complete text of the proposed resolutions which shall be submitted to the General Meeting.
- The Company's Management Report and Annual Accounts Report (both individual and consolidated) for financial year 2012, as well as the respective reports from the Accounts Auditors.
- The Annual Corporate Governance Report and the Audit Committee Report.
- The Report of the Board of Directors regarding the modification of the Corporate Bylaws for the inclusion of an article 33 bis.
- The Report by the Board of Directors on the authorisation to increase the share capital, which includes the complete text of the resolutions to be presented in this regard at the Annual General Meeting.
- The Report of the Board of Directors regarding the authorisation to issue convertible or non-convertible bonds in shares, which includes the complete text of the resolutions to be presented in this regard at the Annual General Meeting.
- The Report on the remuneration policy for Directors.

Shareholders may request the Company that these documents are delivered or sent to them free of charge, and they can likewise be found on the Company's website ([www.mapfre.com](http://www.mapfre.com)), where details may also be viewed with regard to those Directors whose appointment, re-election or ratification is proposed, and where this



Agenda is also published. Likewise, until the 7th day prior to the holding of the General Meeting, they may ask questions or request information or explanations which they may deem appropriate with respect the resolutions included in the agenda, or the publicly available information which the Company has provided to the Spanish Securities and Exchange Commission (CNMV) since the last General Meeting and the Audit Report.

Those shareholders who hold one thousand five hundred shares or more, and who have their shares recorded in the corresponding Share Register five days prior to the date on which the Meeting is to be held, shall be entitled to attend the Meeting. Those shareholders who hold a smaller number of shares may pool their shares until at least the said number is reached, and appoint a representative from amongst them.

The right to attend the Annual General Meeting shall be delegable to another person, regardless of whether they are shareholders or not. Such delegation, which shall require the express consent of the representative, should be conferred in writing and in a special form for each General Meeting via means which guarantee the identity of the person exercising his/her right to delegate. In addition the delegation may be given by electronic mail sent to [delegacionesvoto2012@mapfre.com](mailto:delegacionesvoto2012@mapfre.com), sent with electronic signature which verifies the identity the shareholder who exercises his/her right to delegate and completing the form used for this purpose, which may be found on the Company's webpage ([www.mapfre.com](http://www.mapfre.com)). A scanned copy of the document which accredits the ownership of the shares must be included, which must be issued by the custodian firm of the shares for this purpose, along with a photocopy of the shareholder's national identity card or passport and that of the representative. Said electronic mail, together with all the aforementioned documentation, must be received by the Company at least 24 hours prior to the holding of the General Meeting. Such delegation shall always be revocable. Personal attendance at the Annual General Meeting, of the shareholder being represented, shall be sufficient to effectuate the revocation. No more than one representative shall be allowed at the Annual General Meeting.

Shareholders may submit their vote by post, using the form established by the Company for this purpose and available on the Company's website ([www.mapfre.com](http://www.mapfre.com)). This form must be duly completed and signed by hand by those shareholders who wish to exercise this right, sending this by registered post to the Registered Office, indicating specifically and clearly the vote with regards each and every one of the resolutions proposed to the General Meeting. The original document which accredits the ownership of the shares must be included, as issued by the custodian firm of the shares for this purpose along with a photocopy of the shareholder's national identity card or passport. In the case of a legal entity, this must include a copy of the document which accredits the legal



representation of the individual signing the document. Said communication must be received by the Company at least 24 hours prior to the holding of the General Meeting. Those shareholders who exercise their right to submit their vote by post must have their shareholding registered in the respective Register of Shareholders at least 5 days prior the holding of the General Meeting.

Madrid, 7th February 2013

THE COMPANY SECRETARY