

## **REPORT OF THE AUDIT AND COMPLIANCE COMMITTEE** **ON THE INDEPENDENCE OF THE AUDITOR**

### **1. Introduction**

The consolidated Text for the Companies Act details in article 529 n, section 14, the minimum functions to be undertaken by the Audit Committee. These include the issue on an annual basis, prior to the publication of the accounts auditing report, of a report expressing an opinion on whether or not the independence of the accounts auditors and auditing companies is compromised.

This article also establishes that the Audit Committee should receive annual written confirmation from the external auditors of their independence in their relations with the company or companies directly or indirectly involved, as well as detailed and individualized information concerning the additional services of any type rendered and the corresponding professional fees received from these companies by the external auditor, or by the people or companies linked to them in accordance with the provisions of the accounts auditing legislation currently in force.

Furthermore, the MAPFRE Board of Directors Regulations, article 10.f, also refers to the issue of the said report as a basic function of the Audit and Compliance Committee.

In compliance with the provisions established in the above mentioned regulations, and in accordance with its responsibilities, the Audit and Compliance Committee agreed to issue this report in the meeting held on February 5, 2019:

## **2. Circumstances for incompatibility with regard to the independence of External Auditors**

Article 16 of Law 22/2015, of 20 July, on Accounts Auditing, details those circumstances under which it will be considered that the accounts auditor does not enjoy sufficient independence in the exercise of his or her functions with regard to a business or a company.

In addition to alleged incompatibility under the provisions of other laws, if the above mentioned circumstances were to concur in KPMG with regard to MAPFRE, this would indicate that they did not enjoy sufficient independence, details as follows:

<p align="center"><b><u>Article 16 of Law 22/2015, of 20 July, on Accounts Auditing</u></b></p> <p align="center"><b>Circumstances which may not concur in the accounts auditor signing the audit report</b></p>	<p align="center"><b>Concurrence in MAPFRE of this circumstance</b></p>
<p><b>Point a.1)</b> <i>The condition of member of the administrative body, manager or agent who has power of attorney within the audited company or who is employed by the audited company. This circumstance also concurs in those responsible in the economic-finance area or those performing supervisory or internal control functions within the audited company, whatever their relationship with that company may be.</i></p>	<p align="center"><b>NO</b></p>
<p><b>Point a.2)</b> <i>To have a significant direct interest in the audited company resulting from a contract or ownership of an asset or entitlement to a right. In any case, this interest will be understood to exist where there is possession of financial instruments in the audited company or any company linked to the latter, in which case where these are deemed to be significant for both parties. With regard to the provisions of this section, an exception is made for interests arising indirectly through diversified collective investment institutions.</i></p>	<p align="center"><b>NO</b></p>
<p><b>Point a.3)</b> <i>To undertake any kind of operation relating to financial instruments issued, guaranteed or supported in any other way by the audited company. With regard to the provisions of this section, an exception is made for financial instruments possessed indirectly through diversified collective investment institutions.</i></p>	<p align="center"><b>NO</b></p>
<p><b>Point a.4)</b> <i>To request or accept gifts or favors from the audited company, unless the value is insignificant or trivial.</i></p>	<p align="center"><b>NO</b></p>
<p><b>Point b.1)</b> <i>The provision of accountancy services to the audited company or the preparation of accounts records or financial statements.</i></p>	<p align="center"><b>NO</b></p>
<p><b>Point b.2)</b> <i>The provision of valuation services to the audited company, except where the following requirements are met:</i></p> <ul style="list-style-type: none"> <li><i>i. That they have no direct effect or have a relatively insignificant effect, separately or together, on the financial statements audited;</i></li> <li><i>ii. That the estimation of the effect on the financial statements audited should be documented.</i></li> </ul>	<p align="center"><b>NO</b></p>

<p align="center"><b><u>Article 16 of Law 22/2015, of 20 July, on Accounts Auditing</u></b></p> <p align="center"><b>Circumstances which may not concur in the accounts auditor signing the audit report</b></p>	<p align="center"><b>Concurrence in MAPFRE of this circumstance</b></p>
<p><b>Point b.3</b> <i>The provision of internal audit services to the company audited, unless the management body for the company audited is responsible for the global internal audit system, for establishing the scope, risk and frequency of internal audit procedures, for the consideration and execution of the results and recommendations provided by the internal audit.</i></p>	<p align="center"><b>NO</b></p>
<p><b>Point b.4</b> <i>The provision of legal services simultaneously for the company audited, unless these services are provided by different legal entities and with different boards of directors, and without them being able to refer to the settlement of disputes over issues which could have a significant effect, measured in terms of relative importance, on the financial statements corresponding to the period or financial year audited.</i></p>	<p align="center"><b>NO</b></p>
<p><b>Point b.5</b> <i>The provision of design services to the company audited and the implementation of internal control or risk management procedures relating to the preparation or control of finance information, or the design or application of the computerized systems for finance information used for generating data included in the financial statements of the audited company, unless the latter accepts responsibility for the global internal control system or the service is provided following the specifications established by the said company, who should also accept responsibility for the design, execution, evaluation and functioning of the system.</i></p>	<p align="center"><b>NO</b></p>

### **3. Opinion on the independence**

There are no circumstances which lead to the consideration that the accounts auditor, KPMG, does not enjoy sufficient independence for undertaking its functions in the MAPFRE Group.

All services entrusted to the MAPFRE Group external auditor are approved by the MAPFRE S.A. Audit and Compliance Committee. Both the Audit and Compliance Committee and the MAPFRE S.A. Board of Directors receive detailed quarterly information justifying any services provided by the external auditor other than those of Accounts Auditing and the corresponding fees, as well as the development of the same compared with the previous year.

The percentages of MAPFRE's expenses for the provision of services other than Accounts Auditing over the account auditor's total revenue have always been satisfactory.

In view of the above and having analyzed the suitability of the additional services and of those other than audit provided by the external auditor, the written confirmation of KPMG with regard to its independence and having no evidence to doubt the same, the MAPFRE S.A. Audit and Compliance

Committee agreed, to express a favorable opinion with regard to the independence of the auditor KPMG.

Madrid, February 5, 2019  
Committee Secretary

Ángel L. Dávila Bermejo