



## MAPFRE S.A.

### ORDINARY GENERAL MEETING

The Board of Directors hereby calls all shareholders to the Ordinary General Meeting to take place in the Palacio Municipal de Congresos del Campo de las Naciones (Avenida de la Capital de España, Madrid), on March 13, 2020 at 11.30 am on first call, given that it is expected there will be sufficient quorum and it will not be necessary to hold the Meeting on second call, which is set for March 14, 2020, with the following

#### AGENDA

1. Review and approval of the individual and consolidated Annual Accounts and Management Reports for fiscal year 2019.
2. Approval of the Integrated Report for fiscal year 2019, which includes the non-financial statement.
3. Approval of the proposed distribution of the result and dividends corresponding to fiscal year 2019.
4. Approval of the Board of Directors' management during fiscal year 2019.
5. Appointment, reelection and ratification, where appropriate, of Board Directors.
  - 5.1. Reelection of Mr. Ignacio Baeza Gómez as Executive Board Director.
  - 5.2. Reelection of José Antonio Colomer Guiu as an independent board director.
  - 5.3. Reelection of Maria Leticia de Freitas Costa as an independent board director.
  - 5.4. Ratification and appointment of Rosa María García as an independent board director.
6. Approval of the Compensation Policy for Board Directors for the period 2020-2022.



7. Annual Report on Board Director Remuneration for fiscal year 2019.
8. Report on the amendments made to the Regulations of the Board of Directors.
9. Delegation of powers to execute and record as a public deed the resolutions passed at the Annual General Meeting.

## **RIGHT OF INFORMATION**

Any shareholders who represent at least 3 percent of the share capital may request, via notification by reliable means to the Board of Directors within 5 days of the publication of this call, the inclusion of new proposals for resolutions or new points in the agenda of the Annual General Meeting.

In accordance with the provisions of Article 203 of the Recast Text of the Spanish Corporations Act, the Board of Directors has resolved to request the presence of a Notary to minute the Annual General Meeting.

The following documents, as well as this call, are available to shareholders at the Registered Office and on the company's website ([www.mapfre.com](http://www.mapfre.com)):

- The complete text of the proposed resolutions to be submitted to the Annual General Meeting.
- The Company's Management Reports and Annual Accounts (both individual and consolidated) for fiscal year 2019, as well as the respective reports presented by the Auditors.
- The Company's Integrated Report corresponding to fiscal year 2019.
- The Annual Corporate Governance Report for fiscal year 2019.
- The Report of the Board of Directors regarding the appointment, reelection and ratification of Board Directors proposed in point 5 of the Agenda, which includes an assessment of their competence, experience and merits, along with their curriculum vitae.
- The Reports of the Appointments and Remuneration Committee regarding the reelection of Board Directors proposed in Point 5 of the Agenda.
- The Board Directors' Compensation Policy for the period 2020-2022, whose approval is proposed in Point 6 of the Agenda, along with the corresponding Report of the Appointments and Remuneration Committee.
- The Annual Report on Board Directors' Remuneration for fiscal year 2019.



- The Report of the Board of Directors regarding the amendments to the Regulations of the Board of Directors approved at the previous Annual General Meeting.
- Reports on the composition and functioning of the Audit and Compliance and Appointments and Remuneration Committees.

Shareholders may request that the Company delivers or sends these documents to them free of charge. Likewise, until the fifth day prior to the holding of the Annual General Meeting, shareholders may pose questions or request information or explanations regarding the proposed resolutions included in the Agenda, or the publicly available information which the Company has provided to the Spanish National Securities and Exchange Commission (the "CNMV") since the last Annual General Meeting and the Audit Report.

More detailed information on such rights can be found on the Company's website ([www.mapfre.com](http://www.mapfre.com)).

## **RIGHT OF ATTENDANCE**

Those shareholders who hold one thousand shares or more, and who have their shares recorded in the corresponding Accounts Register five days prior to the date on which the Annual General 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 among them.

## **PROCEDURE FOR THE EXERCISE OF RIGHTS OF REPRESENTATION AND VOTING BY MEANS OF REMOTE COMMUNICATION**

The Board of Directors, pursuant to the authorization granted by Articles 9th and 16th of the Rules of Procedure of the Annual General Meeting, has authorized the following procedure for the exercise of rights of representation and voting by means of remote media of communication at the Annual General Meeting.

### **➤ Right to representation**

The right to attend the Annual General Meeting may be delegated to another person, who may or may not be a shareholder. Representation must be given in a special capacity for each Annual General Meeting by any of the means indicated below.

### **➤ Casting of votes**



Shareholders may exercise their right to vote, without having to attend the Annual General Meeting, using any of the means indicated below.

The shareholders who cast their vote will be considered as present for the purposes of the constitution of the Annual General Meeting.

➤ **Means for conferring representation and casting votes**

- By the postal service

The representation / vote shall be conferred by filling in the attendance card issued by the depository entity or that which the Company makes available to the shareholders through its website ([www.mapfre.com](http://www.mapfre.com)) in the section concerning the Annual General Meeting.

The original card, duly completed and signed, must be sent by postal mail to the registered office (Carretera de Pozuelo, No. 52, Building 1, 28222-Majadahonda, Madrid, Spain), to the attention of the General Counsel, accompanied by a photocopy of an official document certifying the identity of the shareholder. In the case of a legal entity, a copy of the document which accredits the representation of the individual signing the postal voting form must also be sent on their behalf.

- Via the Internet through the Company's website

Delegation of representation /casting of the vote may be made electronically through the system provided for this purpose on the Company's website ([www.mapfre.com](http://www.mapfre.com)). The website explains in detail the procedure to be followed by the shareholder in order to exercise these rights. Shareholders must provide proof of their identity by means of an electronic identity card currently in force, or by means of a recognized electronic certificate issued by the Spanish National Mint (FNMT) which has not been revoked.

➤ **Common rules for the exercise of rights of representation and voting by means of remote communication**

- Rights of representation and attendance: Shareholders exercising their rights of representation and voting by means of remote communication must have registered their shares in the corresponding Accounts Register five days prior to the Annual General Meeting.

- Legal entities having the status of shareholders: in the case of legal entities having the status of shareholders, the Company reserves the right to require evidence of the sufficiency and validity of the power of attorney of the individual acting on behalf of the shareholder.



- Time limit for receipt by the Company: for their validity, notice of representation and the votes cast by means of any of the aforementioned means remote communication must be received by the Company at least 24 hours in advance of the Annual General Meeting.
- Revocation and priority rules: representation and voting by means of remote communication are always revocable, and must be revoked expressly and through the same means by which they were issued, within the time limit established for the said issuing.

The shareholder's attendance in person at the Annual General Meeting shall render null and void the vote or delegation of representation that had been communicated to the Company by any of the aforementioned means of remote communication. No more than one representative shall be allowed at the Annual General Meeting.

Likewise, whatever the means used to issue the vote, it will make any proxy (electronic or postal) ineffective, whether it be prior, which will be deemed revoked, or subsequent, which will be deemed not executed. If the shareholder submitted various votes by different means, or several proxies, electronically or by mail, the one that was made last will prevail.

- Completing the attendance card: In the event that the attendance card does not indicate the way the shareholder has opted to vote, the shareholder will be considered in any case to vote in favor of the proposed resolutions made by the Board of Directors as regards each item on the Agenda published in the notice for the Annual General Meeting.

## PERSONAL DATA PROTECTION

The information and/or personal data provided by the shareholder or the representative of the shareholder as well as all the data, including voice and image, obtained during the Annual General Meeting through videos, photographs, forms or any other media, will be treated by MAPFRE S.A. for the purposes described in "**Additional Information on Data Protection**" ([https://www.mapfre.com/corporate/privacy/anuncioconvocatoriaJG\\_2capa.pdf](https://www.mapfre.com/corporate/privacy/anuncioconvocatoriaJG_2capa.pdf)).

If the data provided refer to individuals other than the shareholder/shareholder's representative, the latter guarantees their consent before providing the data, informing them in advance of the data protection terms laid down in this document.

Likewise, if the data provided belong to minors, the shareholder, as holder of the parental rights or guardianship of the minor, expressly authorizes the processing of said data under the terms laid down in this "**Additional Information on Data Protection**".



<b>Basic information on data protection</b>	
<b>Controller</b>	<b>MAPFRE S.A.</b>
<b>Purposes</b>	1- Organization, implementation, dissemination and publication of the Annual General Meeting 2- Comprehensive and centralized management of your relationship with the MAPFRE Group.
<b>Legal basis</b>	- Compliance with legal obligations in the organization and implementation of the Annual General Meeting - Legitimate interest of MAPFRE S.A. in the dissemination and publication of the Annual General Meeting and in the comprehensive and centralized management of your relationship with the Group.
<b>Recipients</b>	Data may be disclosed to third parties and/or transferred to third countries under the terms specified in the <b>Additional Information on Data Protection</b> .
<b>Rights</b>	You may exercise your rights to access, rectification, erasure, restriction, objection and data portability, as detailed in the <b>Additional Information on Data Protection</b> .

Madrid, Spain, February 11, 2020  
THE GENERAL COUNSEL