

PROPOSED RESOLUTIONS FOR THE ORDINARY ANNUAL GENERAL
MEETING OF MAPFRE S.A.

1. To approve the Annual Financial Statements and the individual and consolidated Management Reports for the 2020 fiscal year.
2. To approve the Integrated Report for the 2020 fiscal year, which includes the statement of non-financial information.
3. To approve the distribution of results for the 2020 fiscal year as proposed by the Board of Directors and to consequently distribute a total dividend of 0.125 euros gross per share. Part of this dividend, the sum of 0.05 euros gross per share, was paid out in advance following a resolution passed by the Board of Directors on October 30, 2020 and the rest, up to the agreed total of 0.075 euros gross per share, will be paid on a date to be determined by the Board of Directors, which shall be no later than June 30, 2021. The amount corresponding to treasury stock will be applied on a proportional basis to the remaining shares.
4. To approve the management of the Board of Directors in the 2020 fiscal year.
5. To re-elect board director Ms. Ana Isabel Fernández Álvarez, as an independent board director for a further four years.

Said proposal has been brought before the Board of Directors through the Appointments and Remuneration Committee and shall be deemed approved, if applicable, notwithstanding compliance with bylaws and good governance standards.

6. To re-elect board director Mr. Francisco José Marco Orenes as executive board director for a further four years.
7. To re-elect board director Mr. Fernando Mata Verdejo as executive board director for a further four years.

Said proposals were approved in a report from the Appointments and Remuneration Committee and shall be deemed approved, if applicable, notwithstanding compliance with bylaws and good governance standards.

8. To amend Article 11 of the Bylaws, which shall have the following wording:

"Article 11

The meeting shall be held at the company's registered office, or at the place specified in the call for attendance, within the locality of the

registered office. However, the Annual General Meeting may be held in any other place within the municipal district of Madrid if so specified by the Board of Directors in the call for attendance. Furthermore, when it has the nature of a Universal General Meeting, it may be held at any place in the national territory.

Shareholders who have a minimum of 1,000 shares registered in the Accounting Register at least five days prior to the date on which the Annual General Meeting is to be held will be entitled to attend.

The Regulations for the Annual General Meeting may regulate the remote exercise of attendance, voting and delegation rights, including, in particular, one or all of the following forms:

- a) The real-time transmission of the annual general meeting.
- b) Remote attendance at the Annual General Meeting by telematic and simultaneous means and the remote casting of votes by telematic means while said meeting is being held.
- c) Real-time, bi-directional communication so that shareholders can address the annual general meeting from a location other than the venue.
- d) A mechanism for voting before or during the annual general meeting without the need to appoint a representative who is physically present at the meeting.

Resolutions shall be adopted by a simple majority of the votes cast by shareholders present or represented at the meeting, and a resolution shall be deemed to be adopted when it receives more votes in favor than against, except in those cases where the law or the Bylaws require a qualified vote in favor. Each share entitles its holder to one vote.

The functions of Chairman and Secretary shall be performed by the persons who hold those offices on the Board of Directors or who incidentally take their place, in accordance with the provisions of these Bylaws."

9. To include a new article 8 bis in the Regulations for the Annual General Meeting, which will be worded as follows:

"Article 8 bis. Telematic attendance via real-time remote connection

The Board of Directors may agree, in view of technological developments, circumstances, and safety conditions, on the right for shareholders to attend the Annual General Meeting remotely via telematic means, provided that the required security conditions are ensured regarding shareholders' identities, the effectiveness of their rights, the proper conducting of the meeting and the security of electronic communications.

In the event that the Board of Directors agrees to allow the Annual General Meeting to be attended remotely, the call for attendance will detail the deadlines, forms and means of exercising shareholders' rights provided by the Board of Directors to allow the proper conduct of the Annual General Meeting.

Shareholders' remote attendance at the Annual General Meeting by telematic means shall be subject to the following provisions, which may be developed and completed by the Board of Directors on the occasion of each Annual General Meeting:

- a) The call for attendance shall indicate advance notice with regard to the start of the meeting to which shareholders wishing to attend the Annual General Meeting must have registered in order to be considered as a present shareholder. Shareholders who have registered after the set time limit shall not be considered as present.*
- b) Shareholders or representatives wishing to attend the Annual General Meeting telematically must be identified by electronic signature or other similar form of identification that ensures that they can be appropriately identified, under the terms set by the Board of Directors.*
- c) During the Annual General Meeting, the right to information shall be exercised through telematic means of remote communication in accordance with the procedure to be determined by the Board of Directors. The Board of Directors shall determine the time and manner in which the discussions and proposed resolutions, which, in accordance with the Law, are to be submitted by those planning to attend the meeting remotely, must be sent to the Company.*

Except in the circumstances of denial provided for by Law, the Bylaws or these Regulations, requests for information or clarification made by remote attendees during the Annual General Meeting shall be answered during said Meeting and, if this is not possible, the information requested shall be provided in writing to the shareholder in question within the legal period established to that end.

- d) Interrupted communication, due to technical issues or due to security reasons arising from such circumstances, may not be invoked as unlawful deprivation of shareholders' rights, nor as a cause to challenge the resolutions adopted by the Annual General Meeting."*

10. To authorize the Board of Directors with the power of replacement, so that, pursuant to the provisions of Article 146 and in accordance with the Recast Text of the Spanish Corporations Act, the Company may proceed, directly or through subsidiary companies, to purchase its treasury stock, subject to the following limits and requirements:

- Schemes: Acquisition by sale or by any other transaction inter vivos for good and valuable consideration, of shares free of any liens or encumbrances.
- Maximum number of shares to be acquired: Shares whose face value, added to the face value of the shares already owned by the Company and its subsidiaries, does not exceed 10 percent of the share capital.
- Minimum and maximum acquisition price: 90 percent and 110 percent, respectively, of their market value on the date of acquisition.
- Duration of the authorization: Five years calculated from the date of this resolution.

By virtue of this authorization, the Board of Directors may acquire, by direct agreement or by delegation to the Steering Committee or by delegation to the person or people so authorized for this purpose by the Board, its treasury stock to, in whole or in part: (i) keep them in the portfolio, dispose of them or, where appropriate, propose to the Annual General Meeting their depreciation, within the legal limits; (ii) deliver them directly, on one or more occasions, to the workers, employees or associate of the Company or its Group, or as a consequence of exercising the option rights for those that they own, in accordance with the provisions of the last paragraph of Article 146(1)(a) of the Recast Text of the Spanish Corporations Act; and (iii) earmark them for dividend reinvestment plans or similar instruments.

11. To countersign the 2020 Annual Report regarding Board Directors' Remuneration that is submitted, in an advisory capacity, to the Annual General Meeting, with the favorable report by the Appointments and Remuneration Committee.
12. To extend the appointment of the firm KPMG Auditores S.L. as auditors of the company's accounts, both for the Individual Annual Accounts and for the Consolidated Accounts for a three-year period, i.e. for fiscal years 2021, 2022 and 2023; this is without prejudice to the fact that the appointment may be revoked by the Annual General Meeting before the end of this period, provided there is just cause to do so.
13. To authorize the Board of Directors to delegate the vested powers conferred by the Annual General Meeting, as provided for under Article 249 bis of the Recast Text of the Spanish Corporations Act, regarding the previous resolutions to the Steering Committee, with express powers of substitution for each and every member of the Board of Directors.
14. To delegate the broadest powers to the Chairman and to the Secretary of the Board of Directors so that either of them may appear before a Notary and proceed to execute and submit to the public these resolutions by

executing the necessary public and private documents required for their registration in the Company Registry; with the express authority to make as many amendments, clarifications, rectifications and corrections as are required or necessary in order to adapt the resolutions to the Company Registrar's description and thereby obtain their full or partial registration as set out in Article 63 of the Company Registry Regulations.

15. To authorize the Board of Directors to clarify and interpret the preceding resolutions.