

BOARD OF DIRECTORS' REPORT ON THE PROPOSAL TO AMEND ARTICLE 11 OF  
THE BYLAWS

Madrid, February 10, 2021

## BACKGROUND AND JUSTIFICATION FOR THE PROPOSAL

This report is prepared by the Board of Directors of MAPFRE S.A. ("**MAPFRE**" or the "**Company**") to justify the proposal to amend Article 11 of the Bylaws, concerning the arrangements relating to the call, attendance, representation and voting at the Annual General Meeting.

Articles 182 and 521 of the Recast Text of the Spanish Corporations Act require express statutory provision in order for the company to allow shareholders (and their representatives) to remotely attend Annual General Meetings by telematic means. Furthermore, Section 2 of Article 521 of the Recast Text of the Spanish Corporations Act establishes that, pursuant to the provisions of the bylaws, the regulations for the annual general meeting may govern the exercise of such rights.

MAPFRE's Board of Directors considers that the statutory provision of this option is best corporate governance practice, since it allows for providing mechanisms that can encourage the participation of shareholders in the annual general meetings, among others, under exceptional situations, such as that resulting from the state of emergency declared due to the COVID-19 pandemic.

For the above purposes, the proposed amendment to Article 11, the approval of which is submitted for deliberation at the Annual General Meeting, provides that the Regulations for the Annual General Meeting may regulate the remote exercise of the rights of attendance, delegation and voting, in accordance with Articles 182 and 521 of the Recast Text of the Spanish Corporations Act.

The proposed amendment to the Bylaws, which is the subject of this report, is in addition to the proposed amendment to the Regulations for the Annual General Meeting, which is proposed under Item 7 of the agenda and which is accompanied by its corresponding supporting report, has been made available to shareholders in accordance with Article 518(d) of the Recast Text of the Spanish Corporations Act.

In view of the above, there is the possibility that, in the future, if the Board of Directors deems the circumstances to be appropriate, remotely attending the Annual General Meeting through telematic means will be announced in the call for attendance.

### I. PROPOSED RESOLUTION

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."*

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