



## MAPFRE S.A.

### ORDINARY ANNUAL GENERAL MEETING

The Board of Directors hereby calls all shareholders to the Ordinary Annual General Meeting, which will be held in Madrid, at Palacio Municipal de Congresos del Campo de las Naciones (Avenida de la Capital de España s/n), next March 9, 2018 at 11:30am 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 March 10, 2018, with the following

#### AGENDA

1. Review and approval of the individual and consolidated Financial Statements for financial year 2017.
2. Approval of the proposed distribution of results and dividends corresponding to financial year 2017.
3. Approval of the Board of Directors' management for financial year 2017.
4. Appointment, re-election and ratification, where appropriate, of Directors.
5. Amendment of article 17 of the Company Bylaws.
6. Amendment of article 2 of the Regulations of the Annual General Meeting, in order to adapt the responsibilities to include issuing debentures.
7. Information on the modifications introduced in the Regulations of the Board of Directors.
8. Authorization of the Board of Directors to issue debentures or similar fixed-income securities convertible into shares for a maximum amount of TWO BILLION EUROS, and the power to eliminate the preemptive subscription right.
9. Authorization of the Board of Directors to increase share capital, and the power to eliminate the preemptive subscription right.



10. Approval of the Director Remuneration Policy for the 2019-2021 period.
11. Annual Report on Directors' Remuneration for the financial year 2017.
12. Extension of the appointment of the Accounts Auditor.
13. Delegation of powers for the execution and public filing of the resolutions approved at the Meeting.

Those shareholders who represent at least three per cent of the share capital can request, via legitimate communication to the Board of Directors within five days of the publication of this call, the inclusion of new resolutions or new points in the agenda of the General Meeting.

In accordance with the provisions of article 203 of the Spanish Securities Market Act, the Board of Directors has resolved to require the presence of a Notary Public to keep record of the Annual General Meeting.

The following documents, as well as this call, are made available for 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 which shall be submitted to the General Meeting.
- The Company's Management Reports and Financial Statements (both individual and consolidated) for financial year 2017, as well as the respective reports from the Accounts Auditors.
- The Audit and Compliance Committee Report.
- The Annual Corporate Governance Report.
- The Report of the Board of Directors regarding the appointment, re-election and ratification of Directors proposed in point 4 of the Agenda, which includes an assessment of the competence, experience and merits of Directors, along with their curriculum vitae.
- The Report of the Appointments and Remuneration Committee referring to the re-election of Directors proposed in point 4 of the Agenda.
- The Report of the Board of Directors regarding the amendment of article 17 of the Company Bylaws proposed in point 5 of the Agenda, which includes the full text of the proposed resolutions which shall be submitted to the General Meeting.
- The Report of the Board of Directors regarding the amendment to the Regulations of the Annual General Meeting proposed in point 6 of the Agenda, which includes



the full text of the proposed regulations which shall be submitted to the General Meeting.

- The Report of the Board of Directors regarding the amendments to the Regulations of the Board of Directors approved after the last General Meeting.
- The Report of the Board of Directors regarding the authorization to issue debentures convertible into shares proposed in point 8 of the Agenda, which includes the full text of the proposed regulations which shall be submitted to the General Meeting.
- The Report of the Board of Directors regarding the authorization to increase share capital proposed in point 9 of the Agenda, which includes the full text of the proposed regulations which shall be submitted to the General Meeting.
- The Director Remuneration Policy for the 2019-2021 period proposed in point 10 of the Agenda, along with the corresponding Report of the Appointments and Remuneration Committee.
- The Annual Report on Directors' Remuneration for the 2017 financial year.

Shareholders may request that the Company deliver or send these documents to them free of charge. Likewise, until the fifth day prior to the holding of the General Meeting, they may ask any questions or request any information or explanations which they deem appropriate with respect to 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 Accounts Auditor's Report.

Those shareholders who hold one thousand 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 may be delegated to another person, regardless of whether that person is a shareholder or not. Such delegation, which shall require the express consent of the representative, should be conferred in writing and specifically 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 email sent to [delegacionesvoto2017@mapfre.com](mailto:delegacionesvoto2017@mapfre.com), sent with an electronic signature which verifies the identity of the shareholder who exercises his/her right to delegate. The form used for this purpose, which can be found on the Company's website ([www.mapfre.com](http://www.mapfre.com)), must be completed, and a scanned copy of the document accrediting the ownership of the shares, which must be issued for this purpose by the custodian firm, must be attached, along with a photocopy of the shareholder's national identity card or passport, as well as that of the representative. Said email, 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 by 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 available for this purpose that is 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 to 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, which must be issued for this purpose by the custodian firm, along with a photocopy of the shareholder's national identity card or passport. In the case of a legal entity, a copy of the document which accredits the legal representation of the individual signing the postal voting form on behalf thereof must be included. 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 five days prior the holding of the General Meeting.

Madrid, February 7, 2017  
GENERAL COUNSEL