



## **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 s/n), next March 8, 2019 at 11.30 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 9, 2019, with the following

### **AGENDA**

1. Review and approval of the individual and consolidated Annual Accounts for the financial year 2018.
2. Approval of the Integrated Report for financial year 2018 that includes the consolidated non-financial information statement.
3. Approval of the proposed distribution of results and dividends corresponding to financial year 2018.
4. Approval of the Board of Directors management in fiscal year 2018.
5. Appointment, re-election and ratification, where appropriate, of Directors.
6. Amendments to Articles 9 and 16 of the Regulations for the General Shareholders' Meeting, in relation to the exercise of the right to representation and the right to vote by remote means of communication.
7. Report on the amendments made to the Regulations of the Board of Directors.
8. Approval of the Remuneration Policy for Directors for the period 2019-2021.
9. Annual Report on Director Remuneration for fiscal year 2018.
10. Delegation of powers to execute and record as a public deed the resolutions passed at the Meeting.

Those shareholders who represent at least 3 per cent 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 resolutions or new points in the agenda of the General Meeting.



In accordance with the provisions of article 203 of the Recast Text of the Companies 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 General Meeting.
- The Company's Management Reports and Annual Accounts (both individual and consolidated) for the financial year 2018, as well as the respective reports from the Auditors.
- The Company's Integrated Report corresponding to fiscal year 2018.
- The Report of the Audit and Compliance Committee.
- The Annual Corporate Governance Report.
- The Report of the Board of Directors regarding the appointment, reelection and ratification of 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 re-election of Directors proposed in point 5 of the Agenda.
- The Report of the Board of Directors regarding the amendments to the Regulations for the General Shareholders' Meeting proposed in point 6 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 amendments to the Regulations of the Board of Directors approved at the previous General Meeting.
- The Directors' Remuneration Policy for the period 2019-2021 whose approval is proposed in point 8 of the Agenda, along with the corresponding Report of the Appointments and Remuneration Committee.
- The Annual Report on Director Remuneration for fiscal year 2018.

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 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 (CNMV) since the last General Meeting and the Audit Report.

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 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.

The right to attend the General Meeting may be delegated to another person, who may or not be a shareholder. This proxy, which shall require the express acceptance by the representative, must be conferred in writing specifically for each Meeting through any means that duly authenticate the identity of the person exercising the right of delegation. A proxy may be granted via an email sent to [delegacionesvoto2019@mapfre.com](mailto:delegacionesvoto2019@mapfre.com), sent with an electronic signature which verifies the identity of the shareholder exercising the right of delegation, and completing the form required for this purpose, which is available on the Company's website ([www.mapfre.com](http://www.mapfre.com)). A scanned copy of the document which accredits the ownership of the shares and duly issued for this purpose by the depositary company must be attached along with a photocopy of the shareholder's national identity document or passport and that of their representative. This email, along with the aforementioned documentation, must be received by the Company at least 24 hours prior to the General Meeting. Representation may be revoked at any time. Personal attendance at the General Meeting by the shareholder being represented shall be sufficient to revoke the proxy. No more than one representative shall be allowed at the Meeting.

Shareholders may issue their vote by post using the form produced by the Company for this purpose and available on the website ([www.mapfre.com](http://www.mapfre.com)), duly completed and signed by the shareholder wishing to exercise such right. This form must be sent by registered post to the registered office, expressly and clearly indicating their vote with regard to each of the proposed resolutions submitted to the Meeting, the original stock certificate, issued for such purpose by the custodian firm, and 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 representation of the individual signing the postal voting form must also be sent on their behalf. Said communication must be received by the Company twenty four hours prior to the Meeting. Shareholders voting remotely must register their shares in the corresponding Accounts Register five days prior to the General Meeting.

Madrid, February 6, 2019  
GENERAL COUNSEL