



## MAPFRE S.A.

### ORDINARY ANNUAL GENERAL MEETING

The Board of Directors, in accordance with the legal and statutory regulations in force, hereby convenes the **Ordinary Annual General Meeting**, held **exclusively by telematic means** (i.e. without the physical attendance of the shareholders and their representatives) from Madrid, Paseo de Recoletos No. 23, **March 12, 2021 at 11:30 a.m.** on the first call, **providing that there is sufficient quorum and it will not be necessary to hold the meeting on second call**, which is set for the same place and time on the following day, March 13, 2021, pursuant to the following

#### AGENDA

1. Examination and approval of the Annual Financial Statements and the individual and consolidated Management Reports for the 2020 fiscal year.
2. Approval of the Integrated Report for the 2020 fiscal year, which includes the statement of non-financial information.
3. Approval of the proposed distribution of the result and dividends corresponding to fiscal year 2020.
4. Approval of the Board of Directors' management during fiscal year 2020.
5. Appointment, re-election and ratification, where appropriate, of Board Directors.
  - 5.1. Re-election of Ms. Ana Isabel Fernández Álvarez as independent board director.
  - 5.2. Re-election of Mr. Francisco José Marco Orenes as executive board director.
  - 5.3. Re-election of Mr. Fernando Mata Verdejo as executive board director.
6. Amendment of Article 11 of the Bylaws, regarding attendance of the Annual General Meeting through telematic means.
7. Amendment of the Regulations for the Annual General Meeting to include a new Article 8 bis concerning the possibility of attending the Annual General Meeting via telematic means through a remote connection in real time.



8. Authorization to the Board of Directors so that, in accordance with the provisions of Article 146 and pursuant to the Recast Text of the Spanish Corporations Act, the Company may proceed, directly or through subsidiary companies, to purchase its treasury stock.
9. Annual Report on Board Directors' Remuneration for fiscal year 2020.
10. Extension of the appointment of the Account Auditor.
11. Report on the amendments made to the Regulations of the Board of Directors.
12. Delegation of powers to execute and record as a public deed the resolutions passed at 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.

In view of the current extraordinary circumstances, the restrictions imposed and recommendations issued by the authorities regarding the mobility of people and the holding of meetings, the Board of Directors has agreed, in accordance with the provisions of Article 3 of Royal Decree-Law 34/2020, of November 17, on urgent measures to support corporate solvency and the energy sector, and in tax matters, to the following:

- **To hold the Annual General Meeting exclusively via telematic means** (i.e. without the physical attendance of the shareholders and their representatives), through the corporate website ([www.mapfre.com](http://www.mapfre.com)), with the aim of safeguarding the health and safety of shareholders, employees and other people involved in the preparation and holding of the meeting.

In view of the above, shareholders and their representatives may connect in real time and participate remotely on the day on which the Annual General Meeting is held. This is in accordance with the provisions of the Law and the rules described below, which are also available in the "Annual General Meeting" section of the "Shareholders and Investors" area on the Company's corporate website.

- To **strictly** limit access to the room in which the Annual General Meeting takes place to the Chairman, First Vice Chairman, Chief Financial Director and Secretary of the Board of Directors, as well as to the people whose participation is considered absolutely essential in order to conduct the meeting.
- To configure remote attendance at the Annual General Meeting as an extraordinary and additional measure to the various different channels made available to the Company's shareholders so that they may participate in said meeting. For these purposes, the shareholders (and their representatives) are reminded that they can exercise their rights to attend the Annual General Meeting via remote voting or proxy, prior to the meeting being held. This in accordance with the provisions of the Law and the rules described below, which are also



available in the "Annual General Meeting" section of the "Shareholders and Investors" area on the Company's corporate website.

- **To eliminate the presentation of the commemorative gift.**

## **SUPPLEMENT TO THE CALL TO ATTEND THE ANNUAL GENERAL MEETING**

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 items on the agenda of the Annual General Meeting.

## **RIGHT TO INFORMATION**

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 2020, as well as the respective reports presented by the Auditors.
- The Company's Integrated Report corresponding to fiscal year 2020.
- The Annual Corporate Governance Report for fiscal year 2020.
- Report by the Board of Directors regarding the appointment, re-election and ratification of board directors proposed in Item 5 of the Agenda, which includes an assessment of their competence, experience and merits, along with their resume.
- Reports by the Appointments and Remuneration Committee regarding the re-election of board directors proposed in Item 5 of the Agenda.
- Report by the Board of Directors regarding the amendments to the Article 11 of the Bylaws proposed in Item 6 of the Agenda, which includes the full text of the proposed resolutions, which shall be submitted to the Annual General Meeting.
- Report by the Board of Directors regarding the amendments to the Regulations for the Annual General Meeting proposed in Item 7 of the Agenda, which includes the full text of the proposed resolutions, which shall be submitted to the Annual General Meeting.
- Annual Report on Board Directors' Remuneration for fiscal year 2020.



- Report by 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 operation of the Audit and Compliance, and Appointments and Remuneration Committees.
- Report by the Audit and Compliance Committee on the independence of the External Auditor.
- Report by the Audit and Compliance Committee on related-party transactions.

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

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

## **THE ELECTRONIC SHAREHOLDERS' FORUM**

In accordance with Article 539.2 of the Recast Text of the Spanish Corporations Act, an Electronic Shareholders' Forum is available on the Company's website ([www.mapfre.com](http://www.mapfre.com)) from the publication of this call and until the Annual General Meeting is held.

## **RIGHT OF ATTENDANCE**

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. Shareholders who hold fewer shares may pool their shares until at least said number is reached, and may appoint a representative from among them.

## **REMOTE ATTENDANCE AT THE ANNUAL GENERAL MEETING**

The Company will provide the Telematic Attendance Platform in the "Annual General Meeting" section of the "Shareholders and Investors" area of the Company's corporate website ([www.mapfre.com](http://www.mapfre.com)), where instructions for remotely attending the Annual General Meeting will also be available.

### **➤ Prior registration of shareholders and representatives**

*The English version is a translation of the original in Spanish for information purposes only. In case of discrepancy, the Spanish version shall prevail.*



Shareholders (or their representatives) who wish to attend the Annual General Meeting via telematic means must register in the Telematic Attendance Platform provided for this purpose on the Company's website ([www.mapfre.com](http://www.mapfre.com)), between 8:00 a.m. and 11:30 a.m. on the day of the Annual General Meeting (i.e. March 12, 2021, for the first call and, where appropriate, on the following day, March 13, 2021, for the second call). After that time, no prior registration for exercising the right to telematic attendance shall be permitted.

Shareholders must provide proof of their identity by means of an electronic identity document currently in force or by means of a recognized electronic certificate issued by the FNMT (*Fábrica Nacional de la Moneda y Timbre* — Spanish National Mint), which has not been revoked. The Company reserves the right to request any additional means of identification from shareholders (or their representatives) as it deems necessary to verify their status as shareholders and to ensure the authenticity of the vote or proxy.

In order for legal entities with the status of shareholders to be able to register on the Telematic Attendance Platform and attend the Annual General Meeting telematically, the proxy who will complete the registration process on behalf of said shareholders must first prove their representation and identity by sending the attendance card issued in the name of said shareholders by the Company or by the depositary institution, duly completed and signed, along with a copy of the official document accrediting the identity of the proxy and a copy of the document certifying the power that allows them to act on behalf of said shareholders, to the attention of the General Counsel, Carretera de Pozuelo, No. 52, Building 1, 28222, Majadahonda, Madrid, Spain, or to the email address: [juntageneral@mapfre.com](mailto:juntageneral@mapfre.com) at least twenty-four hours prior to the first call of the Annual General Meeting. Upon receipt and verification of the documentation, the proxy may register and attend the Annual General Meeting telematically, provided that they meet the access and identification requirements set out in the preceding paragraph.

In order for the representative to be able to attend the Annual General Meeting telematically, the proxy (unless the proxy has been authorized by electronic means) and the identity of the representative to the Company, must be accredited by means of sending the proxy card issued by the Company or by the depositary institution, duly completed and signed by the shareholder along with a copy of the official document certifying the identity of the representative to be received by the Company for the attention of the General Counsel at Carretera de Pozuelo, No. 52, Building 1, 28222, Majadahonda, Madrid, Spain, or at the email address: [juntageneral@mapfre.com](mailto:juntageneral@mapfre.com) at least twenty-four hours prior to the first call of the Annual General Meeting.

Without prejudice to such accreditation, representatives must also register themselves in the Telematic Attendance Platform, and be accredited as telematic attendees under the same terms as the shareholders.



Once shareholders (or their representatives) have accessed the Telematic Attendance Platform, they may attend and vote at the Annual General Meeting through real-time remote media. Likewise, people who attend telematically may follow the Annual General Meeting's entire agenda, which will be transmitted in real time through the Company's website, [www.mapfre.com](http://www.mapfre.com), without prejudice to its recording and public dissemination through that page.

Shareholders' telematic attendance shall be equivalent to in-person attendance at the Annual General Meeting.

In the event that the Annual General Meeting is not held on the first call due to a lack of quorum, shareholders (or their representatives) must complete the registration process again in order to register as an attendee of the Annual General Meeting in the second call.

➤ **Shareholders (or their representatives) exercising their rights to intervention, information, proposal and voting via remote attendance**

- Rights of intervention, information and proposal

Shareholders (or their representatives) who attend the Annual General Meeting telematically and who wish to speak at the Annual General Meeting, to request any information or clarifications that they deem necessary regarding the matters on the agenda, or regarding the publicly accessible information that the Company has provided to the National Securities Market Commission since the last Annual General Meeting and Audit Report, they shall indicate, where appropriate, their intention to do so at the time of registration as provided for in the Telematic Attendance Platform.

Interventions, requests for information and, where appropriate, proposals, shall be sent in writing through the link established for this purpose in the Telematic Attendance Platform from the time of registration and until the time for discussion is closed, which shall be indicated in due course during the Annual General Meeting.

In the event that shareholders (or their representatives) wish for their intervention to be recorded in the meeting minutes, they must so state clearly and expressly in the heading of their written notification.

Requests for information or clarifications from shareholders (or their representatives) who attend telematically shall be answered verbally during the Annual General Meeting or in writing, within seven days of the meeting having been held.

- Voting rights

Shareholders (or their representatives) who attend the Annual General Meeting in a telematic manner may vote on the proposed resolutions corresponding to



the items on the agenda through the voting form authorized for this purpose in the Telematic Attendance Platform, from the time of registration to the time when the vote on the proposed resolutions is completed during the Annual General Meeting, which will be indicated in due course during said meeting.

During the Annual General Meeting, the casting of votes through telematic means for the proposed resolutions corresponding to items not on the agenda, shall be conducted through the voting form authorized for this purpose in the Telematic Attendance Platform, from the time of its reading so that it may be voted upon until voting comes to a close, which will be indicated in due course during the Annual General Meeting.

➤ **Other matters**

- Rules of revocation and priority: Shareholders' telematic attendance shall prevail over votes cast remotely and proxies granted prior to the Annual General Meeting being held.
- Storing the electronic signature: Shareholders (or their representatives) are solely responsible for storing and using their electronic signature.
- Incidents: The Company shall not be responsible for any damage or harm that may be caused to the shareholder (or their representative) arising from the occasional lack of availability of its website, nor for faults, overloads, fallen lines, connection errors or any other situation of the same or similar nature that are outside of the Company's control, without prejudice to adopting the measures required in each situation, including any temporary suspension or postponement of the Annual General Meeting if necessary in order to ensure that shareholders or their representatives may fully exercise their rights.

## **REPRESENTATION AND BY MEANS OF REMOTE COMMUNICATION TO THE ANNUAL GENERAL MEETING**

The Board of Directors, pursuant to the authorization granted by Articles 9 and 16 of the Regulations for the Annual General Meeting, has authorized the following procedure for the exercise of the rights of representation and voting by means of remote 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, by using any of the means indicated below. Shareholders who cast their votes in this way shall be considered present for the purposes of the constitution of the Annual General Meeting.

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

- The postal service

The representation/vote shall be conducted by filling in the attendance card issued by the depository entity or the attendance card made available to shareholders by the Company 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), for 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 that 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 votes 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 shareholders in order to exercise these rights. Shareholders must provide proof of their identity by means of an electronic identity document 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 remote means of communication must have their shares registered in the corresponding Accounting Register five days prior to the Annual General Meeting being held.
- Legal entities with the status of shareholders: in the case of legal entities with 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: in order to be valid, votes conferred by any of the aforementioned remote means of communication must be received by the Company at least 24 hours in advance of the Annual General Meeting being held.
- Revocation and priority rules: representation and voting by remote means are always revocable, and must be revoked expressly and through the same means used for their issuing, within the time limit established for the said issuing.

The shareholder's remote attendance at the Annual General Meeting shall render null and void the vote or proxy 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, voting 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, regardless of the means used to cast the vote. In the event that the shareholder cast various votes of different outcomes, or several proxies, electronically or by mail, the vote most recently cast will prevail.

- Completing the attendance card: In the event that the attendance card does not indicate the outcome of the shareholder's vote, the shareholder will be considered in any case to vote in favor of the proposed resolutions made by the Board of Directors for each item on the Agenda published in the call for attendance.

## DATA PROTECTION

The information and/or personal data provided by shareholders or shareholders' representatives, as well as all the data, including voice and image, obtained during the Annual General Meeting through videos, photographs, forms or any other means, will be processed by MAPFRE S.A. for the purposes described in "**Additional Information on Data Protection**" ([https://www.mapfre.com/corporate/privacy/informacionadicionalJG\\_2021\\_ENU.pdf](https://www.mapfre.com/corporate/privacy/informacionadicionalJG_2021_ENU.pdf)).

If the data provided refer to physical persons other than shareholders/shareholders' representatives, the latter guarantee to have the former's consent before providing the data, informing them in advance of the data protection terms set out 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 set out in this "**Additional Information on Data Protection.**"

<b>Basic information on data protection</b>	
<b>Data controller</b>	<b>MAPFRE S.A.</b>
<b>Purposes</b>	<p>1- To process telematic attendance to MAPFRE's Annual General Meeting under the terms established by current legislation and pursuant to the procedure approved by the Board of Directors for telematically attending the Annual General Meeting through real-time remote connection, available on MAPFRE's website (<a href="http://www.mapfre.com">www.mapfre.com</a>).</p> <p>2- Organization, implementation, dissemination and publication of the Annual General Meeting</p> <p>3- Comprehensive and centralized management of your relationship with the MAPFRE Group.</p>
<b>Legal basis</b>	<p>- Compliance with legal obligations in the organization and implementation of the Annual General Meeting</p> <p>- 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.</p>
<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 of access, rectification, erasure, restriction, objection and data portability, as detailed in the <b>Additional Information on Data Protection</b> .

Madrid, February 10, 2021  
**THE GENERAL COUNSEL**