

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

1. To approve the individual and consolidated Annual Accounts and Management Reports for fiscal year 2019.
2. To approve the Integrated Report for fiscal year 2019, which includes the non-financial statement.
3. To approve the distribution of the result for fiscal year 2019 proposed by the Board of Directors and consequently distribute a total dividend of 0.145 euros gross per share. Part of this dividend, the sum of 0.06 euros gross per share, was paid out in advance following a resolution passed by the Board of Directors on September 26, 2019 and the rest, up to the agreed total, amounting to 0.085 euros gross per share, will be paid on a date to be determined by the Board of Directors, during the period from May 1 to June 30, 2020. 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 fiscal year 2019.
5. To reelect the Board Director Mr. Ignacio Baeza Gómez as Executive Board Director for a further four years.

This proposal was approved in a report from the Appointments and Remuneration Committee and shall be deemed approved, if applicable, without prejudice to compliance with the bylaws and standards of good governance.

6. To reelect the Board Director Mr. José Antonio Colomer Guiu as an independent board director for a further four years.
7. To reelect the Board Director Ms. María Leticia de Freitas Costa as an independent board director for a further four years.
8. To ratify the appointment of the Board Director Ms. Rosa María García García, appointed by the Board of Directors on September 26, 2019, via the co-option procedure, and reelect her for a period of four years as an independent board director.

Said proposals have been brought before the Board of Directors, through the Appointments and Remuneration Committee and shall be deemed approved, if applicable, without prejudice to compliance with the bylaws and standards of good governance.

9. To approve, pursuant to Article 529(19) of the Recast Text of the Spanish Corporations Act, the Board Directors' Compensation Policy for the period 2020-2022, whose text has been made available to shareholders for the purpose of the call to attend the Annual General Meeting, and includes the maximum amount of annual remuneration for Board Directors in their condition as such.
10. To endorse the 2019 Annual Report on Board Director Remuneration that is submitted, in an advisory capacity, to the Annual General Meeting, with the favorable report of the Appointments and Remuneration Committee.
11. To authorize the Board of Directors to delegate the 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 prior agreements in favor of the Steering Committee, with express powers of substitution for each and every member of the Board of Directors.
12. 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 for presentation as a public deed the resolutions referred to herein by executing the necessary public and private documents required to register them 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 requirements of the Company Registrar and thereby obtain their full or partial registration as set out in Section 63 of the Company Registry Regulations.
13. To authorize the Board of Directors to clarify and interpret the aforementioned resolutions.