



BOARD OF DIRECTORS' REPORT ON THE PROPOSED AMENDMENT OF ARTICLES 2,
4, 11, AND 17 OF THE REGULATIONS FOR THE ANNUAL GENERAL MEETING

Madrid, Wednesday, February 9, 2022

I. BACKGROUND AND JUSTIFICATION FOR THE PROPOSAL

Law 5/2021, of April 12, which modifies the Recast Text of the Companies Act with regard to promoting the long-term involvement of shareholders in listed companies, introduced various provisions relating to the operation of the Annual General Meeting that have caused certain articles of the Regulations for the Annual General Meeting of MAPFRE S.A. (“**MAPFRE**” or the “**Company**”) to become outdated. This is the case regarding certain amendments to the regulations in force concerning related-party transactions and the convening of an exclusively telematic Annual General Meeting.

Lastly, it is considered appropriate to adapt the wording of some articles of the Regulations for the Annual General Meeting to MAPFRE’s current situation, to the legal provisions, and to certain corporate governance recommendations currently in force.

The proposed amendment of the Regulations for the Annual General Meeting discussed in this report is aimed at mirroring and extending the provisions contained in the proposed amendment of the Company Bylaws, which is submitted to this Annual General Meeting for consideration under item 3 of the agenda and is accompanied by its corresponding supporting report, which has been made available to shareholders in accordance with section d) Article 518 of the Recast Text of the Spanish Capital Corporations Act.

In this context, and without prejudice to minor editorial adjustments or adaptations, the following amendments are proposed:

- Modification of the Annual General Meeting's powers to approve related-party transactions.
- Regulation of the possibility of convening an exclusively telematic Annual General Meeting.
- Provision of the possibility of holding the General Meeting anywhere in Spanish territory if so determined by the Board of Directors.

II. PROPOSED RESOLUTIONS

- To amend Article 2 of the Regulations for the Annual General Meeting which will be worded as follows:

“Article 2. Annual General Meeting

The Annual General Meeting is the Company's highest governing body. Resolutions adopted in accordance with the law and the Bylaws are binding upon all shareholders, including those absent and not in agreement.

The Annual General Meeting is empowered to decide on any matter relating to the Company. In particular, it is the competent body to decide on the following matters:

- a) *Approval of the individual and consolidated Annual Financial Statements, distribution of the result, and approval of the company's management.*
 - b) *Appointment and dismissal of the members of the Board of Directors, the External Auditor and, where appropriate, the Liquidators, as well as the exercise of socially responsible actions in relation to them.*
 - c) *Amendment of the Bylaws and of the Regulations for the Annual General Meeting.*
 - d) *Increase and reduction of the share capital, suppression or limitation of preferential subscription rights, transformations, mergers, spin-offs, overall transfers of assets and liabilities, and moving the registered office abroad.*
 - e) *Issuance of debentures and other debt securities that are convertible into shares or that attribute interest in company profits to their holders, with the ability to delegate to the Board of Directors the power to carry out such issuances as well as to exclude or limit preferential subscription rights, all under the terms and conditions established by Law.*
 - f) *Acquisition, disposal or contribution of essential assets to another company, presumed essential when the amount of the operation exceeds 25 percent of the total assets of the last approved balance sheet.*
 - g) ***Approval of related-party transactions when the current legislation attributes such powers.***
 - h) *Dissolution of the Company, approval of the final liquidation balance sheet, and operations whose effect is equivalent to the company's liquidation.*
 - i) *Approval of the remuneration policy for the members of the Board of Directors, in accordance with the provisions of current legislation.*
 - j) *Any other matter determined by Law or the Bylaws.”*
- To amend Article 4 of the Regulations for the Annual General Meeting, which will be worded as follows:

"Article 4. Call

The Company's Board of Directors is the competent body to call the Annual General Meeting. It must convene the Ordinary General Meeting within the first six months of the fiscal year, and it may convene the Extraordinary General Meeting whenever it is considered appropriate for the company's interests.

The Board of Directors must call the General Meeting when it is duly requested by shareholders who own at least 3 percent of the share capital, stating in the request the matters to be discussed at the meeting, accompanied by a justified resolution proposal. In this case, the General Meeting must be called and held within two months of the date on which the Board of Directors receives the notarized request to convene it. The Board of Directors will prepare the agenda, necessarily including the matters which are the subject of the request.

In accordance with the provisions of the Bylaws, whenever there are reasons that so advise, the Board of Directors may convene an exclusively telematic Annual General Meeting.

In this case, the notice of meeting will describe the procedures that must be followed for the registration and formation of the list of attendees, for the attendees to exercise their rights, and for the progress of the meeting to be appropriately reflected in the minutes. Attendance shall not be made subject to registration more than one hour before the scheduled start of the meeting.”

- To amend Article 11 of the Regulations for the Annual General Meeting, which will be worded as follows:

“Article 11. Venue

*The Annual General Meeting shall be held in the city where the Company is domiciled and in the place designated for this purpose in the notice of meeting. However, the Annual General Meeting may be held in any other place in **Spanish territory** if so specified by the Board of Directors in the notice of meeting.*

An exclusively telematic Annual General Meeting shall be deemed to be held at the registered office regardless of where the Chairman of the Meeting is located.”



- To amend Article 17 of the Regulations for the Annual General Meeting, which will be worded as follows:

“Article 17. Minutes of the Annual General Meeting

The Secretary of the Annual General Meeting will draw up the minutes of each meeting, which will contain a summary of the speeches and the exact wording of each of the resolutions adopted, indicating the voting results.

The meeting minutes may be approved by the Annual General Meeting itself or, within the following 15 days, by the Chairman and two auditors appointed by the Annual General Meeting, one representing the majority and another, where appropriate, the minority.

*In the event that a Notary Public attends the Annual General Meeting, which is **necessary in the case of an exclusively telematic Annual General Meeting**, the notarial act shall be considered the minutes of the meeting and will not need to be approved.”*

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