



Summary of  
Annual Report 2013

trust







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Annual Report 2013







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# 1. Governance bodies

BOARD OF DIRECTORS		STEERING COMMITTEE	APPOINTMENTS AND REMUNERATION COMMITTEE	AUDIT COMMITTEE	COMPLIANCE COMMITTEE
CHAIRMAN AND CEO	Antonio Huertas Mejías	<i>Chairman and CEO</i>	<i>Chairman and CEO</i>		
FIRST VICE CHAIRMAN	Esteban Tejera Montalvo	<i>First Vice Chairman</i>			
SECOND VICE CHAIRMAN	Francisco Vallejo Vallejo	<i>Second Vice Chairman</i>	<i>Second Vice Chairman</i>		<i>Chairman</i>
THIRD VICE CHAIRMAN	Antonio Núñez Tovar	<i>Board Member</i>	<i>First Vice Chairman</i>		
FOURTH VICE CHAIRMAN	Ignacio Baeza Gómez	<i>Board Member</i>			
BOARD MEMBERS	Rafael Beca Borrego				<i>Board Member</i>
	Adriana Casademont i Ruhí				
	Rafael Casas Gutiérrez	<i>Board Member</i>			
	Rafael Foutoira Suris				<i>Board Member</i>
	Luis Hernando de Larramendi Martínez	<i>Board Member</i>	<i>Board Member</i>		
	Luis Iturbe Sanz de Madrid		<i>Board Member</i>	<i>Chairman</i>	<i>Board Member</i>
	Andrés Jiménez Herradón			<i>Board Member</i>	
	Alberto Manzano Martos				
	Rafael Márquez Osorio	<i>Board Member</i>		<i>Board Member</i>	
	Francisca Martín Tabernero			<i>Board Member</i>	
	Antonio Miguel-Romero de Olano				<i>Board Member</i>
	Catalina Miñarro Brugarolas			<i>Board Member</i>	
	Esteban Pedrayes Larrauri	<i>Board Member</i>			
	Alfonso Rebuelta Badías		<i>Board Member</i>		
Matías Salvá Bennasar		<i>Board Member</i>			
SECRETARY	Ángel L. Dávila Bermejo	<i>Secretary</i>	<i>Secretary</i>	<i>Secretary</i>	

Composition of the governance bodies resulting from the agreements expected to be adopted on March 14, 2014.

## HONORARY CHAIRMEN

Julio Castelo Matrán

José Manuel Martínez Martínez

## 2. Letter to shareholders



### Dear Shareholder,

Against the difficult backdrop of Spain's current economic situation and at a time of unfavorable exchange rate movements, MAPFRE has:

- > consolidated its position in the Spanish market, with market share of 12.7 per cent, and in Latin America, where we have confirmed our position as the leading non-life insurance group, achieving a market share of 9.5 per cent; and

- > significantly increased earnings and dividends.

This positive performance has been made possible by:

- > The growing diversification of our business, with activity in international direct insurance and reinsurance contributing approximately 72% of the premiums and 64% of the earnings of the Group's insurance business.

- > Growth in non-life insurance, with an excellent combined ratio reflecting significant cost-saving efforts in Spain.

- > Improved technical-financial results for life insurance, at a time of lower volumes.

- > A significant decrease in non-recurrent elements.

- > Balance sheet diversification, offsetting the effects of significant appreciation of the euro.

- > Additional reductions in financial debt.

### MAIN ACTIVITIES

During the financial year, the Group implemented a number of initiatives to strengthen its strategic positioning and increase its growth opportunities. These included:

- > The agreement between MAPFRE and EULER HERMES to jointly operate the credit insurance business in Argentina, Chile, Colombia, Spain and Mexico, which became effective in January 2013.

Under this agreement, both companies have a 50% stake in the new company, resulting in it being named SOLUNION.

- > The acquisition of a twenty per cent stake in the Indonesian insurance company "ASURANSI BINA DANA ARTA" (ABDA) was announced on October 16, 2013. Under this agreement, MAPFRE will be the industrial insurance partner providing the experience needed for development of ABDA's insurance activities in the growing Indonesian insurance market.

- > Completion of the review of the Group's financial structure, with a new €750 million syndicated credit facility being agreed, maturing in June 2018 and replacing the previous facilities, which matured in 2013 and 2014.

As part of the reorganization process initiated in 2011, MAPFRE has approved a new organizational structure to adapt the group to the strategic challenges of its present scale and global presence. This structure:

- > Will enable MAPFRE to make progress with its globalization objectives -for both geographical and product and service diversification- improving its relationships with all stakeholders, which are based on trust.

- > Seeks to achieve maximum efficiency in all resources management.

- > Promotes simplicity and transparency in the corporate structure.

- > Reinforces customer focus, making the business more approachable and promoting a shared vision.

- > Encourages agility in management decision-making and two-way communication.

The new organizational structure came into effect on January 1, 2014. This includes the creation of a new executive committee, and features nine corporate areas, four business units, three territorial areas, seven regional areas and a global business committee.



Following the end of the financial year, on January 31, 2014, an agreement was announced under which MAPFRE will be the exclusive provider of life and non-life insurance products for BANKIA, with BANKIA distributing these insurance products throughout its commercial network. This agreement involves the restructuring of the bancassurance business, through new distribution agreements for life and non-life product lines with the bancassurance operator BANKIA MEDIACIÓN, and the transfer of the business of ASEVAL and LAIETANA VIDA to the current Group company MAPFRE-CAJA MADRID VIDA.

MAPFRE and its subsidiaries continued to receive awards and acknowledgments for business performance, the quality of services provided to clients and acting responsibly toward employees and society at large in 2013. It is worth mentioning the inclusion of our shares in the Dow Jones Sustainability World, Dow Jones Sustainability Europe, FTSE4Good and the FTSE4Good Ibx indices, which evaluate the performance of listed companies in terms of sustainable development and respect for human rights. MAPFRE is in 405th place in the ranking of the 500 largest companies in the world published by the US magazine FORTUNE.

## KEY FACTS AND FIGURES

The excellent overall results of our subsidiaries are reflected in the following figures:

> Premiums increased by 2.1 per cent to €23,554 million, with total consolidated revenues up 2.3 per cent at €25,889.3 million. By lines of business:

- Direct insurance premiums in Spain and Portugal were 6,844.4 million euros, down 8.8 per cent.

In the non-life business, the change in premiums reflects deteriorating market conditions, including lower demand for insurance and a competitive environment in which commercial strategies are based on aggressive pricing policies.

In the life business and fund management, there were particularly strong performances from contributions to mutual funds and the agency channel for life-risk insurance, which increased market share.

- International direct insurance premiums increased by 5.4 per cent to €11,419 million. There was strong growth in local currency terms in most countries as a result of the commercial drive in the year; in Brazil, this was accompanied by the increasing contribution from the BANCO DO BRASIL network.
- Global businesses (Reinsurance, Assistance and Global Risks) recorded premium volume of €5,290.6 million, up 12 per cent. MAPFRE ASISTENCIA performed strongly as a result of organic growth, particularly in Asia and Europe, and due to the positive effect of the development of new distribution networks and contracts with large clients in North America.

> Life Insurance, pension funds and mutual fund assets under management increased by 8.3%.

> Net earnings totaled €790.5 million, up 18.7 per cent. In both years, the result attributable to the controlling company includes a series of extraordinary items, not directly attributable to the insurance business. Excluding these, profit would have decreased by 6.6%.

> Earnings per share increased from €0.22 to €0.26, up 18.7 per cent.

> Consolidated net equity stood at €9,890 million, compared to €0,140 million in 2012. €2,060 million of this corresponds to holdings of minority shareholders in subsidiaries. Consolidated own funds per share stood at €2.54 at year-end 2013, identical to year-end 2012.

## OUR SHARE PRICE

In 2013, stock markets were influenced by signs of macroeconomic recovery in Spain and other European Union countries. In this context, our share price was up 34.5 per cent, at €3.11. During this period, the IBEX 35 Spanish stock market index rose by 21.4 per cent, whilst the Dow Jones Stoxx Insurance sector index rose 28.9 per cent.

## DIVIDENDS

MAPFRE's Board of Directors approved payment of an interim dividend for 2013 of €0.05 per share. This brings the total dividend paid during the year to €0.12 per share. The total amount paid out in dividends during 2013 was €369.6 million.

The Board of Directors is proposing the payment of a 2013 final dividend of €0.08 per share at the Annual General Meeting .

I would like to end this letter by expressly thanking our shareholders, our clients, the supervisory bodies, and generally everyone who has expressed their confidence in, and shown their support for MAPFRE over the course of the year. I would also like to take this opportunity to express my gratitude to all of MAPFRE's human resources (directors, executives, employees, delegates, agents and associates), whose efforts and activities helped us to achieve these excellent results.

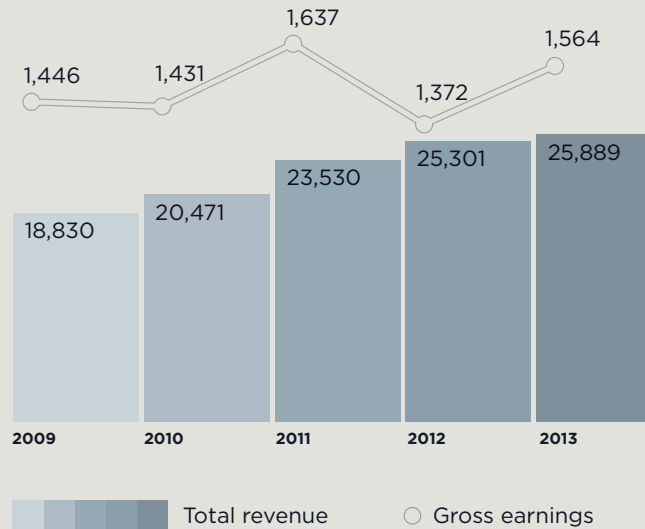
Sincerely,



Antonio Huertas  
CHAIRMAN

# 3. Key figures

REVENUE AND EARNINGS  
FIGURES IN MILLIONS OF EUROS



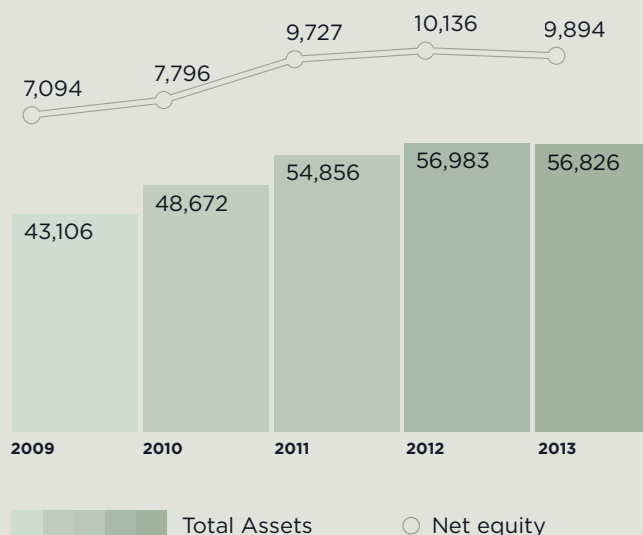
## BALANCE SHEET

	2009	2010	2011	2012	2013
<b>Total revenue</b>	<b>18,830</b>	<b>20,471</b>	<b>23,530</b>	<b>25,301</b>	<b>25,889</b>
<b>Written and accepted premiums</b>	<b>15,607</b>	<b>16,973</b>	<b>19,600</b>	<b>21,580</b>	<b>21,836</b>
Non-Life	11,900	12,768	14,473	15,479	16,278
Life	3,707	4,205	5,128	6,101	5,558
Non-life business earnings	1,149	1,223	1,164	1,237	1,150
Life business earnings	324	368	541	415	499
Results from other activities	(27)	(160)	(68)	(280)	(86)
<b>Results before tax</b>	<b>1,446</b>	<b>1,431</b>	<b>1,637</b>	<b>1,372</b>	<b>1,564</b>
<b>Net income</b>	<b>927</b>	<b>934</b>	<b>963</b>	<b>666</b>	<b>791</b>
Third party life funds under management	24,131	28,119	29,312	31,035	33,614

FIGURES IN MILLIONS OF EUROS



**ASSETS AND EQUITY**  
FIGURES IN MILLIONS OF EUROS



**SITUATION  
OVERVIEW**

	2009	2010	2011	2012	2013
<b>PROPERTY, FINANCIAL INVESTMENTS AND CASH</b>	<b>31,705</b>	<b>35,205</b>	<b>37,951</b>	<b>39,764</b>	<b>40,375</b>
Property (including for own use)	1,914	2,469	2,503	2,414	2,331
Stocks and investment funds	1,083	1,528	2,085	1,874	2,165
Fixed income	25,772	26,696	29,264	31,239	31,200
Other investments (includes unit-linked)	2,075	3,015	2,845	3,219	3,516
Treasury	861	1,497	1,254	1,018	1,163
<b>TECHNICAL PROVISIONS</b>	<b>29,767</b>	<b>33,462</b>	<b>36,451</b>	<b>37,976</b>	<b>38,743</b>
Provision for unearned premiums	5,626	5,886	7,065	7,265	7,021
Provision for life insurance	16,455	17,933	18,623	19,906	21,018
Provision for outstanding claims	6,383	7,348	8,286	8,119	7,800
Other provisions (includes unit-linked)	1,303	2,295	2,477	2,686	2,903
<b>EQUITY</b>	<b>7,094</b>	<b>7,796</b>	<b>9,727</b>	<b>10,136</b>	<b>9,894</b>
Capital and reserves	6,166	6,542	7,043	7,810	7,833
Minority interests	928	1,254	2,684	2,326	2,060
<b>TOTAL ASSETS</b>	<b>43,106</b>	<b>48,672</b>	<b>54,856</b>	<b>56,983</b>	<b>56,826</b>

FIGURES IN MILLIONS OF EUROS

## BUSINESS SCALE AND GEOGRAPHIC DISTRIBUTION

	2009	2010	2011	2012	2013
Number of countries in which present	43	43	46	46	47
Number of employees	35,225	36,744	34,390	35,586	36,280
Spain	17,153	16,680	11,046	10,773	10,503
Other countries	18,072	20,064	23,344	24,813	25,777
Number of offices	5,806	5,351	5,317	5,390	5,546
Spain and Portugal Insurance <sup>(1)</sup>	3,278	3,226	3,155	3,069	3,179
International Insurance	2,468	2,065	2,098	2,250	2,282
Global Businesses	60	60	64	71	85
Regional distribution of business by premiums					
Spain and Portugal Insurance <sup>(1)</sup>	49%	41%	38%	33%	28%
International Insurance	31%	39%	42%	47%	49%
Global Businesses	20%	20%	20%	20%	23%

(1) Until 2012 MAPFRE PORTUGAL was included in International Insurance

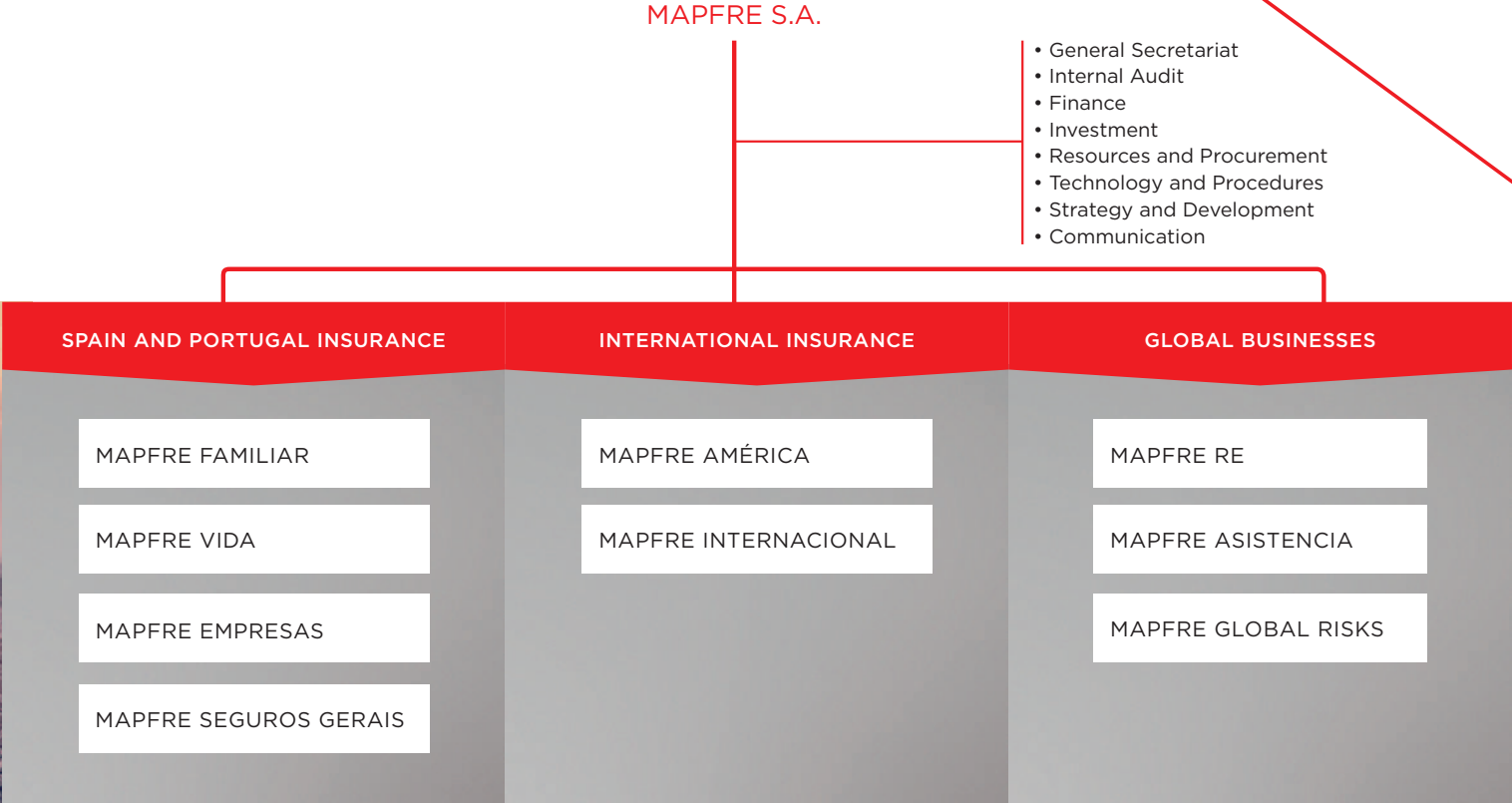


## MARKET SHARES

	2009	2010	2011	2012	2013
Spain (premiums)					
Automobiles	20.1%	20.5%	21.0%	21.0%	20.5%
Health	8.1%	6.3%	6.1%	5.9%	5.8%
Other Non-Life	17.2%	17.4%	17.1%	17.1%	16.3%
Life	9.0%	12.8%	11.0%	11.4%	9.6%
Total	13.0%	14.7%	13.7%	13.9%	12.7%
Spain Life (technical provisions)	10.7%	12.3%	11.8%	11.6%	11.3%
Latin America (non-life premiums)	7.9%	10.5%	10.1%	9.5%	n/a

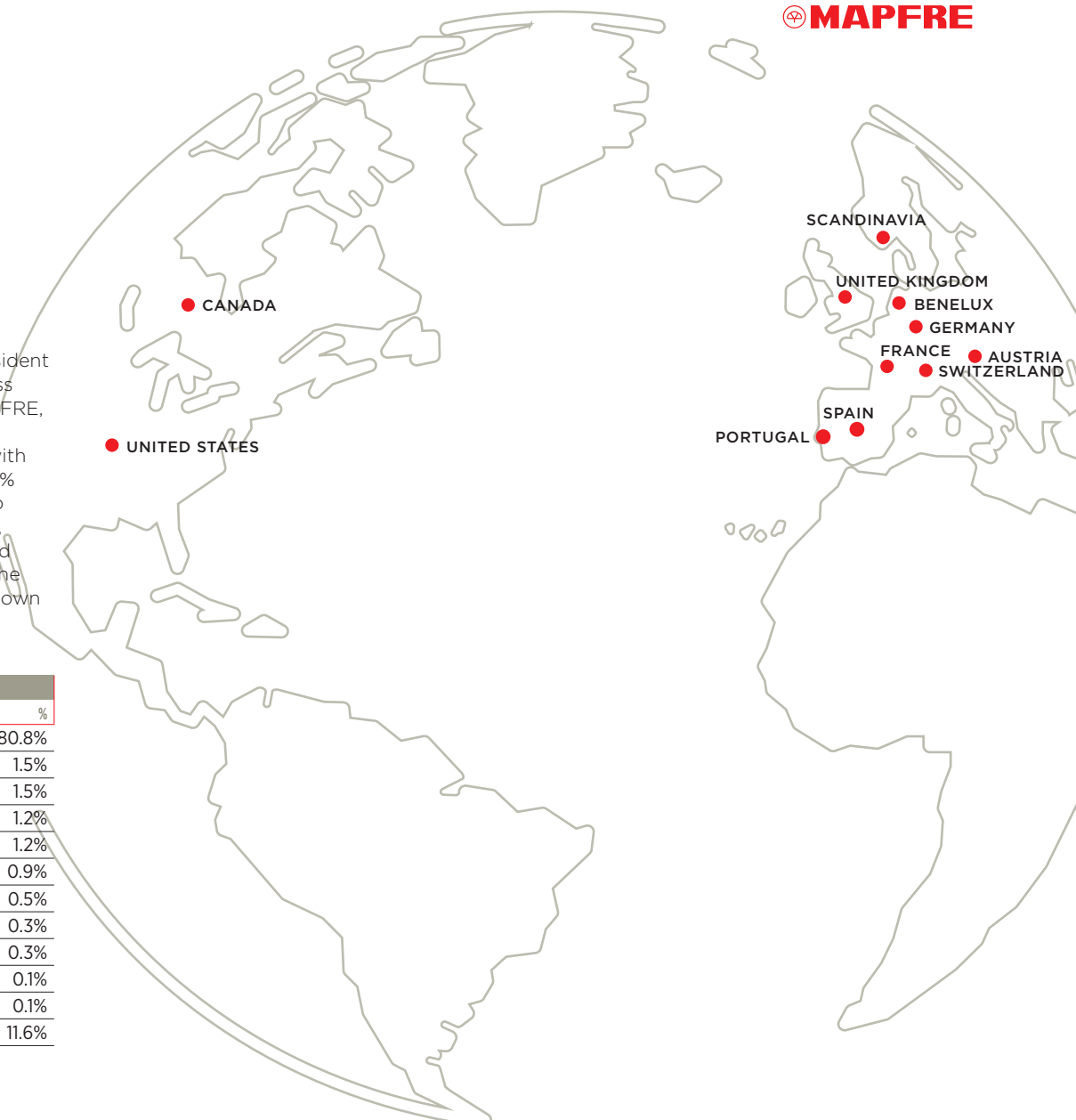
# 4. General information

## CORPORATE ORGANIZATION CHART 2013



## SHAREHOLDER STRUCTURE

At the end of the 2013 fiscal year, the Company had a total of 266,984 shareholders, of which 263,435 were resident in Spain and held individual shares of less than 0.10% of capital. FUNDACIÓN MAPFRE, through direct and indirect shares, held 67.7% of the capital; Spanish investors with shareholdings over 0.1% represented 3.8% of the shareholders base. With regard to shareholders resident in other countries, 17.7% corresponded to investors who had a share over 0.1%, and 1.5% to the rest. The table below outlines shareholder breakdown by country:



SHAREHOLDER BREAKDOWN BY COUNTRY	
COUNTRY	%
Spain	80.8%
United Kingdom	1.5%
Germany	1.5%
United States	1.2%
France	1.2%
Scandinavia	0.9%
Benelux	0.5%
Switzerland	0.3%
Canada	0.3%
Austria	0.1%
Portugal	0.1%
Unidentified	11.6%

SHAREHOLDER STRUCTURE	2011		2012		2013	
	%	Number	%	Number	%	Number
CARTERA MAPFRE	64.6	1	64.7	1	67.7	1
Other MAPFRE companies	0.04	2	0.04	2	0.04	2
Investors with stakes over 0.1%						
Spanish	15.1	2	15.4	3	3.8	5
Other countries	11.5	20	11.0	20	17.7	26
Investors with stakes of less than 0.1%						
Spanish	7.2	336,165	7.8	300,508	9.3	263,435
Other countries	1.5	4,472	1.1	3,945	1.5	3,515
<b>TOTAL</b>	<b>100</b>	<b>340,662</b>	<b>100</b>	<b>304,479</b>	<b>100</b>	<b>266,984</b>

## RATINGS

The credit ratings given by the main rating agencies at the end of the last two years are as follows:

STANDARD & POOR'S		
AGENCY	2013	2012
MAPFRE S.A. (Debt issuer rating)	<b>BBB-</b> Under review	<b>BBB-</b> Negative outlook
MAPFRE S.A. (Subordinate debt €700 million)	<b>BB</b>	<b>BB</b>
MAPFRE GLOBAL RISKS (Financial strength rating)	<b>BBB+</b> Under review	<b>BBB+</b> Negative outlook
MAPFRE RE (Financial strength rating)	<b>BBB+</b> Under review	<b>BBB+</b> Negative outlook

A.M. BEST		
AGENCY	2013	2012
MAPFRE RE (Financial strength rating)	<b>A</b> Negative outlook	<b>A</b> Negative outlook
MAPFRE GLOBAL RISKS (Financial strength rating)	<b>A</b> Negative outlook	<b>A</b> Negative outlook

MOODY'S		
AGENCY	2013	2012
MAPFRE GLOBAL RISKS (Financial strength rating)	<b>Baa2</b> Stable outlook	<b>Baa2</b> Under review with negative outlook
MAPFRE ASISTENCIA (Financial strength rating)	<b>Baa2</b> Stable outlook	<b>Baa2</b> Under review with negative outlook

## PRESENCE

MAPFRE operates in 47 countries through its 281 subsidiaries. At the end of 2013, it had 5,546 company-owned offices worldwide, including 3,114 in Spain and 2,062 in Latin America. It also distributes its products through 8,776 branches of banking institutions and other sales points that sell the group's insurance policies through collaboration agreements. It also has a network of more than 68,000 agents and brokers, 5,278 of whom operate in the United States and over 18,979 in Brazil.

In insurance activities, MAPFRE leads the Spanish market and is the tenth largest insurance company in Europe. It is present in all Latin American markets, (a region where it ranks as the third largest insurance group and is the leader in non-life insurance), and also in the USA, Portugal, Turkey, the Philippines, Malta and Indonesia. MAPFRE operates in 44 countries in assistance activity. Moreover, the group has a professional reinsurance company (MAPFRE RE) which is among the top 20 such entities in the worldwide reinsurance ranking and does business around the globe through two subsidiaries and 17 representative offices.

### ASIA

>	Bahrain
>	China
>	Dubai
>	Philippines
>	Hong Kong
>	India
>	Japan
>	Jordan
>	Taiwan

### ÁFRICA

>	Argelia
>	Egypt
>	Tunisia

### OCEANIA

>	Australia
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### THE AMERICAS

>	>	>	Argentina
>	>	>	Brazil
>	>	>	Canada
>	>	>	Chile
>	>	>	Colombia
>	>	>	Costa Rica
>	>	>	Ecuador
>	>	>	El Salvador
>	>	>	USA
>	>	>	Guatemala
>	>	>	Honduras
>	>	>	Mexico
>	>	>	Nicaragua
>	>	>	Panama
>	>	>	Paraguay
>	>	>	Peru
>	>	>	Puerto Rico
>	>	>	Dominican Rep.
>	>	>	Uruguay
>	>	>	Venezuela

### EUROPE

>	>	>	Germany
>	>	>	Belgium
>	>	>	Spain
>	>	>	France
>	>	>	Greece
>	>	>	Hungary
>	>	>	Ireland
>	>	>	Italy
>	>	>	Malta
>	>	>	Portugal
>	>	>	United Kingdom
>	>	>	Russia
>	>	>	Sweden
>	>	>	Turkey



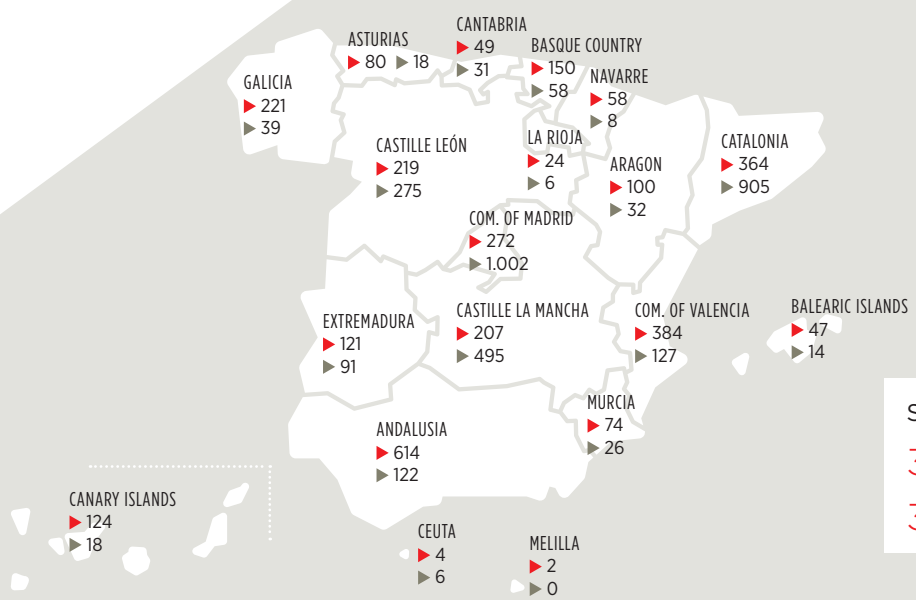
- > DIRECT INSURANCE
- > ASISTENCIA
- > GLOBAL RISKS
- > REINSURANCE





TOTAL  
COMPANY-OWNED  
OFFICES  
**5,546**

TOTAL  
BANCASSURANCE  
OFFICES  
**8,776**



SPAIN  
**3,114** ► COMPANY-OWNED OFFICES  
**3,273** ► BANCASSURANCE OFFICES



2013 Annual General Meeting

## MARKETING CHANNELS

The MAPFRE distribution network remains the largest in the insurance industry in Spain, and it is among the financial groups with the most extensive and deepest penetration in Latin America. MAPFRE continues to prefer maintaining its own networks in the countries where it is present, which is compatible with the use of other distribution channels. Some of the key features behind the success of MAPFRE'S business model include its client focus, global product supply and adaptation to the legal and commercial nature of each market.

As of year-end 2013, MAPFRE's global network included 14,322 offices. The network breaks down as follows:

OFFICES	2013	2012
<b>Spain and Portugal Insurance <sup>(1)</sup></b>		
Own	3,179	3,069
Direct <sup>(2)</sup>	465	408
Delegate offices	2,714	2,661
Bancassurance	3,273	4,049
<b>TOTAL SPAIN AND PORTUGAL</b>	<b>6,452</b>	<b>7,118</b>
<b>International Insurance</b>		
Own	2,282	2,250
Direct <sup>(2)</sup>	691	617
Delegate offices	1,591	1,616
Bancassurance	5,503	5,426
<b>Global businesses</b>	<b>85</b>	<b>71</b>
Direct	62	55
Representative	23	16
<b>TOTAL OVERSEAS</b>	<b>7,870</b>	<b>7,747</b>
<b>TOTAL OFFICES</b>	<b>14,322</b>	<b>14,865</b>

(1) Figures for 2012 only include Spain.

(2) Includes 40 specific Life assurance offices.



Overall, MAPFRE's global network facilitated the collaboration of over 68,000 representatives in 2013, including agents and brokers. These are distributed as shown in the table below:

COMMERCIAL NETWORK	2013	2012
<b>Spain and Portugal Insurance <sup>(1)</sup></b>		
Agents	11,149	10,495
Delegates	2,618	2,623
Brokers	3,710	4,042
<b>TOTAL</b>	<b>17,477</b>	<b>17,160</b>
<b>International Insurance</b>		
Agents	17,748	12,705
Delegates	4,680	4,832
Brokers	28,302	27,348
<b>TOTAL OVERSEAS</b>	<b>50,730</b>	<b>44,885</b>
<b>TOTAL COMMERCIAL NETWORK</b>	<b>68,207</b>	<b>62,045</b>

(1) Figures for 2012 only include Spain.

MAPFRE's own distribution networks are supplemented by the distribution capabilities provided under its agreement with various entities, particularly with regard to bancassurance (BANKIA -as the successor to the banking and para-banking activity of CAJA MADRID-, BANKINTER, BANCO CASTILLA-LA MANCHA -as the successor to the banking and para-banking activity of CCM-, BANCO DE CAJA ESPAÑA DE INVERSIONES SALAMANCA Y SORIA -as the successor to the banking and para-banking activity of CAJA DUERO-, CATALUNYA BANC -as the successor to the banking and para-banking activity of -, BANCO DO BRAZIL and BANCO

DOMINICAN). Specifically, MAPFRE distributed its products in 2013 through 3,273 bancassurance offices in Spain and Portugal and 5,503 overseas, including the extensive BANCO DO BRASIL network. The Group also has 2,247 distribution agreements (259 with banks and financial entities, 1,818 with car dealers and 170 with shopping malls and service centers, among others).

## STOCK MARKET PERFORMANCE

The table below shows basic data related to the MAPFRE share, as at the end of the 2013 fiscal year:

### NUMBER OF OUTSTANDING SHARES

**3,079,553,273** fully subscribed and paid up

### FACE VALUE OF EACH SHARE

**0,1** Euros

### STOCK EXCHANGE LISTINGS

Madrid and Barcelona Stock Exchange (Continuous Market)

### MAIN STOCK MARKET INDEX MEMBERSHIP

- IBEX 35
- Dow Jones Stoxx insurance
- MSCI Spain
- FTSE All World Developed Europe
- FTSE4Good<sup>1</sup> and FTSE4Good IBEX<sup>1</sup>
- DJSI World<sup>1</sup> and DJSI Europe<sup>1</sup>

### SHARE CLASS

Common, represented by book entries. All outstanding shares carry identical voting and dividend rights

### ISIN CODE

ESO124244E34

(1) Indexes which assess the performance of companies based on their action in supporting sustainable development and upholding human rights.

> The table below shows MAPFRE's share price performance over the last five years compared to two key benchmark indices (the IBEX 35 and the Dow Jones Stoxx Insurance indices):

	1 Year	3 Years	5 Years
MAPFRE	34.5%	49.8%	29.7%
DJ Stoxx Insurance	28.9%	47.8%	69.7%
IBEX 35	21.4%	0.6%	7.8%

The movement in MAPFRE's earnings per share (EPS) during the same five-year period was as follows:

	2013	2012	2011	2010	2009
EPS (euros)	0.26	0.22	0.32	0.31	0.33
Change	18.2%	(31.3)%	3.2%	(6.1)%	---

> At the end of the 2013 fiscal year, the Company had a total of 266,984 shareholders, of which 263,435 were resident in Spain and held an individual holding of less than 0.10%. FUNDACIÓN MAPFRE, through its direct and indirect holdings, held 67.7% of the share capital; Spanish investors with a holding over 0.1% represented 3.8%. Foreign shareholders holding over 0.1% accounted for 17.7% of investors, and others 1.5%.

During the 2013 fiscal year, MAPFRE, S.A. shares were traded for 255 days on the Continuous Market, with a frequency index of 100%. 2,480,589,582 securities were contracted, compared to 2,421,572,407 the previous year, showing an increase of 2.4%. The effective value of these transactions was €6,695.9 million compared to €4,739.4 million in 2012, showing an increase of 41.3%.

At year-end of 2013, eight Spanish and international investment banks had “Buy” recommendations for the Company’s shares, compared to seven who held “Hold” recommendations, while seven had the stock on their “sell” lists.

STOCK MARKET PERFORMANCE	2009	2010	2011	2012	2013
Market Cap. as per December 31 (millions of euros)	8,554.8	6,259.3	7,560.3	7,129.2	9,586.6
Number of shares outstanding *	2,922,709,779	3,012,154,351	3,079,553,273	3,079,553,273	3,079,553,273
P/E ratio	9.2	6.7	7.9	10.7	12.1
Adjusted earnings per share (euros)*	0.33	0.31	0.32	0.22	0.26
Price / Book value	1.39	0.96	1.07	0.91	1.22
Dividend per share (euros)*	0.15	0.15	0.15	0.12	0.12
Dividend yield (%)	6.3	6.3	5.9	6.1	4.4
Average number of shares traded*	6,933,551	7,796,816	9,581,223	9,459,267	9,727,802
Average daily effective value (millions of euros)	16.66	18.67	24.48	18.51	26.26

(\* ) Increases in the number of shares are due to capital increases in 2009, 2010 and 2011.

Earnings and dividends per share are calculated using an adjustment factor and the number of average weighted shares, pursuant to the provisions of IFRS 33.

## DIVIDENDS

One of MAPFRE’s main goals is to generate value and commensurate shareholder remuneration. To this end, the Board of Directors has deemed it appropriate to pay an interim dividend against the 2013 results of €0.05 per share, taking the total dividend payout in 2013 to €0.12 per share, the same as the previous year. The total dividend pay out for 2013 is €369.6 million. Another highlight is that, since the current economic and financial crisis began in 2007, MAPFRE has increased the amount allocated to dividends by 47.6%.

The final dividend to be proposed at the Annual General Meeting is a dividend of €0.08 per share (before tax).

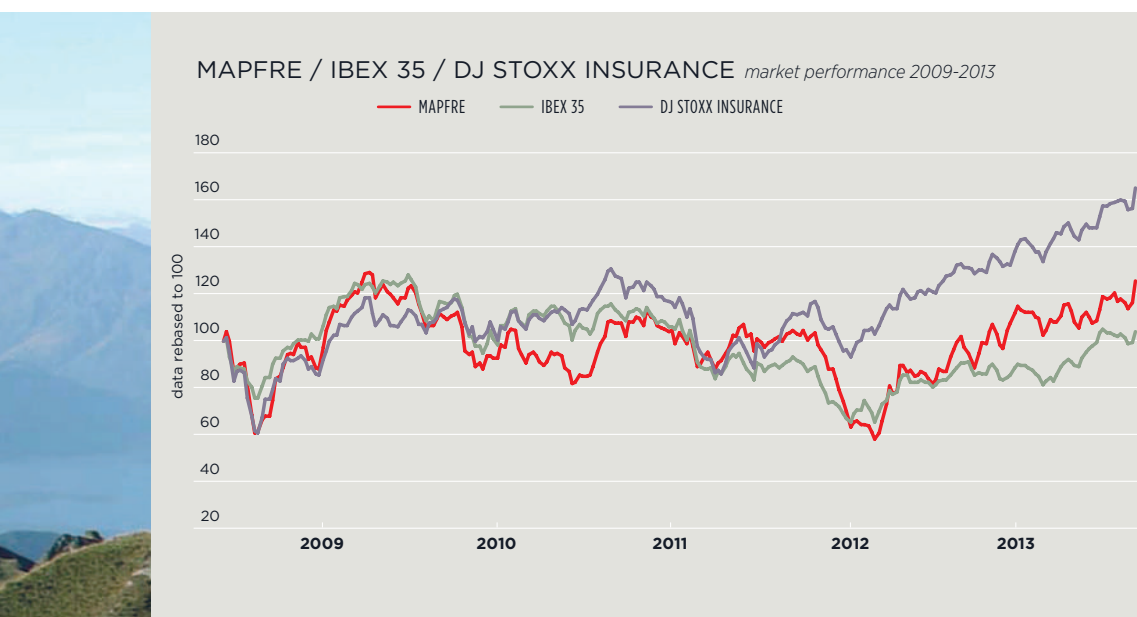
The trend in dividend payments and the dividend yield, calculated based on average share prices, is set out below:

	2013	2012	2011	2010	2009
Dividend (euros)	0.12	0.12	0.15	0.15	0.15
Dividend return	4.4%	6.1%	5.9%	6.3%	6.3%

## SOLVENCY MARGIN

The solvency margin reflects the sufficiency of uncommitted equity to cover minimum regulatory requirements.

The Group’s solvency margin in the financial years 2013 and 2012 amounts to €9,344.54 million and €9,542.57 million, respectively. These figures exceeded the required minimum (€3,790.98 million and €3,656.54 million, respectively) by 2.46 times in 2013 and by 2.61 times in 2012.



## MANAGEMENT RATIOS

The combined ratio measures the relationship between management expenses and costs from claims in a year against premiums for the same period. In 2013, this ratio was 96.1%, reflecting an improvement in the claims ratio for international business and reinsurance, together with an increase in the cost ratio from the reclassification of the funeral insurance business to non life in Brazil, and a proportionally larger share of the business for MAPFRE RE.

The following table shows the main management ratios:

COMPANY	RATIOS					
	EXPENSES <sup>(1)</sup>		CLAIMS RATIO <sup>(2)</sup>		COMBINED <sup>(3)</sup>	
	2013 <sup>(4)</sup>	2012	2013 <sup>(4)</sup>	2012	2013 <sup>(4)</sup>	2012
<b>MAPFRE, S.A. consolidated</b>	<b>29.1%</b>	<b>28.0%</b>	<b>67.0%</b>	<b>67.4%</b>	<b>96.1%</b>	<b>95.4%</b>
<b>Spain and Portugal<sup>(4)</sup></b>	<b>20.8%</b>	<b>21.2%</b>	<b>72.9%</b>	<b>70.0%</b>	<b>93.7%</b>	<b>91.2%</b>
MAPFRE FAMILIAR <sup>(5)</sup>	20.2%	20.7%	74.1%	71.7%	94.3%	92.4%
MAPFRE EMPRESAS	23.8%	24.1%	64.8%	58.5%	88.6%	82.6%
MAPFRE PORTUGAL	27.6%	---	79.8%	---	107.4%	---
MAPFRE VIDA <sup>(6)</sup>	1.1%	1.1%				
<b>International Insurance</b>	<b>34.1%</b>	<b>32.5%</b>	<b>64.8%</b>	<b>66.3%</b>	<b>98.9%</b>	<b>98.8%</b>
MAPFRE AMÉRICA <sup>(4)</sup>	36.6%	34.7%	61.2%	63.0%	97.8%	97.7%
MAPFRE INTERNACIONAL <sup>(4)</sup>	28.5%	27.4%	73.0%	74.1%	101.5%	101.5%
<b>Global Businesses</b>	<b>29.7%</b>	<b>29.4%</b>	<b>62.7%</b>	<b>66.2%</b>	<b>92.4%</b>	<b>95.6%</b>
MAPFRE GLOBAL RISKS	28.8%	29.9%	56.5%	63.1%	85.3%	93.0%
MAPFRE RE	31.4%	29.7%	65.1%	67.3%	96.5%	97.0%
MAPFRE ASISTENCIA	27.1%	28.5%	65.5%	64.6%	92.6%	93.1%

(1) (Operating expenses net of reinsurance + participation in earnings and returned premiums - other technical revenues + other technical expenses) / Premiums booked net of reinsurance. Figures relate to non-life insurance.

(2) (Claims ratio for the year net of reinsurance + change in other technical provisions) / Premiums booked net of reinsurance. Figures relate to non-life insurance.

(3) Combined ratio = Cost ratio + Claims ratio. Figures relating to Non-Life insurance.

(4) The 2013 figures are based on the 2013 operating structure. MAPFRE PUERTO RICO is included in MAPFRE INTERNACIONAL, which no longer includes MAPFRE PORTUGAL.

(5) Not including MAPFRE PORTUGAL.

(6) Net operating expenses / Average third-party funds under management.

## RETURN ON EQUITY

Return on equity (ROE) represents the relationship between net profit attributable to the parent company (deducting the share of external partners) and average shareholders' equity: this stood at 10.1% in 2013 (9% in 2012).

The following table shows the ROE of the main companies:

	2013 <sup>(1)</sup>			2012
	Average shareholders' equity	Earnings	ROE % <sup>(2)</sup>	ROE % <sup>(2)</sup>
MAPFRE FAMILIAR	1,487.4	154.5	10.4%	10.5%
MAPFRE VIDA	1,277.1	94.3	7.4%	7.1%
MAPFRE EMPRESAS	328.5	76.0	23.1%	17.7%
MAPFRE AMÉRICA	2,153.8	258.5	12.0%	10.4%
MAPFRE INTERNACIONAL	2,314.1	135.5	5.9%	4.0%
MAPFRE GLOBAL RISKS	281.4	45.3	16.2%	6.5%
MAPFRE RE	989.2	108.8	11.0%	9.6%
MAPFRE ASISTENCIA	218.0	33.8	15.5%	16.0%
<b>MAPFRE S.A. (CONSOLIDATED)</b>	<b>7,822.0</b>	<b>790.5</b>	<b>10.1%</b>	<b>9.0%</b>

FIGURES IN MILLION OF EUROS

(1) The 2013 figures are based on the 2013 operating structure.

(2) Earnings after tax and external partners / Average shareholders' equity (net equity without external partners).



# 5. Significant events in the year

## JANUARY

### JANUARY 9

MAPFRE USA receives the Excellence in Support for the Agency System award for its support for its agent network, from the New Hampshire Association of Professional Insurance Agents.

### JANUARY 10

MAPFRE opens its new Salud 4 Polyclinic in Valencia.

### JANUARY 14

MAPFRE VIDA launches FONDMAPFRE RENDIMIENTO I, a five-year fund with a gross annual return of 3.5%.

### JANUARY 15

Level 2 CMMI certification for MAPFRE's General Directorate of Technologies and Procedures Operations Center.

### JANUARY 23

The SAM consultancy's Sustainability Yearbook recognizes MAPFRE as the most sustainable insurance company globally.

### JANUARY 30

> MAPFRE opens its first specialist dental health clinic in Majadahonda (Madrid).

> SOLUNION, 50-50 owned by MAPFRE and EULER HERMES, starts to offer credit insurance in Spain and Argentina.

### JANUARY 31

> MAPFRE Chairman and CEO Antonio Huertas presents the company's new strategic framework to all group employees globally.

> AENOR renews the quality certification for MAPFRE's General Control Center, which manages the Group's overall security.

## FEBRUARY

### FEBRUARY 4

MAPFRE GUATEMALA opens its new headquarters in the country's capital, Ciudad de Guatemala.

### FEBRUARY 5

AENOR renews the quality certificate awarded to MAPFRE FAMILIAR's Fiscal Obligations Area.

## FEBRUARY 7

MAPFRE presents the Group's earnings for 2012, with revenues of €25.3 billion (up 7.5%) and net attributable income of over €665 million (down 30.9% as a result of provisions).

## FEBRUARY 11

MAPFRE joins the World Tourism Organization as an affiliate member, the only insurance company in this category.

## FEBRUARY 14

MAPFRE inaugurates its new Salud 4 Polyclinic in Gijón.

## MARCH

### MARCH 1

> MAPFRE ASISTENCIA's UK subsidiary is awarded the 'AM Reader Recommended' award for GAP insurance in 2013 by the AM BEST REVIEW magazine.

> MAPFRE VIDA launches FONDMAPFRE RENDIMIENTO II, a five-year fund with a gross annual return of 3.25%.

### MARCH 6

MAPFRE ASISTENCIA signs an agreement in Japan with AIOI NISSAY DOWA INSURANCE to work together in the warranty service market for automobiles in the country.

### MARCH 8

The Honorary Chairman of MAPFRE, José Manuel Martínez, receives the Forinvest award for his career contribution to the insurance sector.

### MARCH 9

MAPFRE's Annual General Meeting approves the Group's financial statements, the interim dividend for 2012 and the appointment of Francisco Vallejo Vallejo as Second Vice Chairman, replacing Francisco Ruiz Risueño who left his post on May 8 on reaching 70 years of age.

### MARCH 11

MAPFRE opens its new Salud 4 Polyclinic in Malaga.

### MARCH 13

MAPFRE's Security and Environment Directorate receives the Borrmart publishing company's award for its R&D activity in security.

## APRIL

### APRIL 3

> Renewal of MAPFRE's Environmental Management System Certificate, issued by Det Norske Veritas, which the Group has held since 2006.

> MAPFRE RE DO BRASIL is awarded ASEGURADOR BRASIL magazine's "Outstanding Reinsurer operating in Brazil" award.

### APRIL 15

> MAPFRE opens new Automobile Centers in Albacete and Alicante.

> MAPFRE is placed 3rd in the ranking of the Best Workplaces in Spain, according to the Corporate Reputation Business Monitor (MERCOS).

### APRIL 19

MAPFRE PARAGUAY is awarded the Top of Mind 2013 award in the Insurance Company category by CINCO DÍAS newspaper and PLUS+ magazine.

### APRIL 22

MAPFRE rises two places in Spain to 8th in the ranking issued by the 2013 Spanish Corporate Reputation Business Monitor (MERCOS), remaining in 17th place on MERCOS's list of the best companies for Corporate Social Responsibility.

### APRIL 23

MAPFRE opens its new Salud 4 Polyclinic in Barcelona.

### APRIL 25

> MAPFRE is at number 399 in the ranking of the 2,000 largest international companies by FORBES magazine, retaining 8th place among Spanish companies.

> The human resources consultancy Randstad recognizes MAPFRE as the best company to work for in Spain.

### APRIL 26

MAPFRE receives the "Transparency for Confidence" award in the European CSR awards presented by Forética.



**APRIL 30**

MAPFRE ASISTENCIA is recognized in Mexico with the “Socially Responsible Company 2013” award by Cemefi (the Mexican Philanthropy Center) and AliaRSE (The Alliance for Corporate Social Responsibility in Mexico).

**MAY**

**MAY 7**

MAPFRE wins the most awards at the 19th ICEA Fraud Detection Competition in Spain, with awards in every category.

**MAY 8**

BB MAPFRE receives the LATAM Social Responsibility award for its telephone services from the Latin American Alliance of Customer Interaction Organizations.

**MAY 14**

MAPFRE launches GARANTÍA 18, a single-premium savings insurance product linked to the 3-month Euribor.

**MAY 16**

MAPFRE celebrates 80 years of history.

**MAY 23**

MAPFRE GENEL SIGORTA receives the “Respect for People” award from the employment and recruitment website, Kariyer.net.

**MAY 24**

MAPFRE’s Environmental Policy receives the Best Idea 2012 award from the Spanish magazine ACTUALIDAD ECONÓMICA.

**MAY 29**

Sport Health insurance receives the 2013 “For a Fitter world” award at the Fitness and Bodybuilding Fair in Spain.

**JUNE**

**JUNE 11**

MAPFRE COLOMBIA renews its quality certification from ICONTEC (the Colombian Institute of Technical Standards and Certification) and IQ Net (International Quality Network).

**JUNE 26**

MAPFRE launches the Puente Garantía 7 mutual fund, guaranteeing the capital invested, and linked to the performance of the Eurostoxx 50.

**JULY**

**JULY 3**

MAPFRE retains 13th place in the list of the best multinationals to work for in Latin America, according to The Great Place to Work Institute.

**JULY 4**

The Portuguese Contact Centers Association awards MAPFRE PORTUGAL its APCC 2013 Award in the “Assistance and Insurance Companies” category, for its customer service.

**JULY 10**

MAPFRE VENEZUELA opens a new vehicle assessment center in Baruta (Caracas).

**JULY 11**

MAPFRE opens a new Salud 4 Dental Clinic in Madrid.

**JULY 15**

MAPFRE GENEL SIGORTA moves into its new headquarters in Istanbul.

**JULY 30**

MAPFRE ASISTENCIA’s “European Motor Pack” product receives an award in the “Innovation in the Individual Portfolio” category from the DECAVI Insurance Academy in Belgium.

**JULY 31**

The BOSTON BUSINESS JOURNAL names MAPFRE COMMERCE as the leader in the Massachusetts insurance market.

**AUGUST**

**AUGUST 1**

MAPFRE is named among the leading companies for shareholder return in a study by the Spanish stock exchange, (Bolsas y Mercado de Valores - BME).



## SEPTEMBER

### SEPTEMBER 2

> MAPFRE is the second best company to work for in Spain, according to ACTUALIDAD ECONOMICA magazine.

> MAPFRE VIDA launches CONFIANZA 3.5%, a five-year single-premium savings insurance product.

### SEPTEMBER 6

The Ipsos KAR consultancy recognizes MAPFRE as a strategically valuable company for Spain.

### SEPTEMBER 18

For the third straight year, MAPFRE features in the Dow Jones World Sustainability Index (DJSI).

### SEPTEMBER 23

AENOR renews its quality certification for MAPFRE's SI24 Contact Center in Spain.

## OCTOBER

### OCTOBER 7

InsureandGo, the MAPFRE ASISTENCIA company specializing in the sale of online travel insurance, wins the "Outstanding Value" category at the CANSTAR Travel Insurance Awards in Australia.

### OCTOBER 10

The FLASPÖHLER RESEARCH GROUP includes MAPFRE RE among the best reinsurers in Latin America in its bi-annual awards.

### OCTOBER 16

MAPFRE launches PUENTE GARANTÍA 12, a mutual fund with a guaranteed fixed return.

### OCTOBER 17

MAPFRE acquires a 20% stake in the Indonesian insurance company ASURANSI BINA DANA ARTA, "ABDA".

### OCTOBER 23

MAPFRE chairman and CEO Antonio Huertas is appointed a member of the Board of Trustees of the Reina Sofía Museum.

### OCTOBER 24

MAPFRE ASISTENCIA Brazil receives the Prêmio Melhores do Seguro 2013 award in the 24-hour Assistance category.

## OCTOBER 30

> The MAPFRE Board of Directors approves a new structure to adapt the group to the strategic challenges presented by its current scale and global presence.

> MAPFRE's Board of Directors approves payment of a 2013 interim dividend of €0.05 per share.

## NOVEMBER

### NOVEMBER 8

MAPFRE opens its new headquarters in Mexico.

### NOVEMBER 12

The UN Progress Report classifies MAPFRE as an "Advanced Level" company for Social Responsibility issues.

### NOVEMBER 15

> MAPFRE ASISTENCIA receives the ITIJ award for the Best Travel Insurance Company 2013 from the INTERNATIONAL TRAVEL & HEALTH INSURANCE JOURNAL.

> The Honorary Chairman of MAPFRE, José Manuel Martínez, receives the FIDES 2013 award for his contribution to the insurance industry.

### NOVEMBER 25

> MAPFRE PARAGUAY features in the list of the 25 Best Companies to work for, according to the Great Place to Work Institute.

> The Group's Facebook loyalty page in Spain, teCuidamos, receives the TNS award for the Best Fan Page in the "Insurance and Financial Companies" category.

### NOVEMBER 26

MAPFRE opens a new Automobile Center in Segovia.

### NOVEMBER 28

MAPFRE receives the Golden Aerial award from the Spanish Federation of Radio and Television Associations for its support for the media.

### NOVEMBER 29

The IPSOS Institute recognizes MAPFRE's branding image with its KAR (Key Audience Research) award.

## DECEMBER

### DECEMBER 3

The MAPFRE BRASIL Sustainability Report receives the Abrasca award, recognizing companies with the best social responsibility practices.

### DECEMBER 4

MAPFRE rises three places, to 16th, in the Corporate Reputation Business Monitor (MERCOPeople) ranking of the best companies to work for in Spain.

### DECEMBER 5

MAPFRE is ranked among the ten largest insurance groups in Europe in 2012 in terms of premium volume and tops the ranking of multinational insurance companies operating in Latin America.

### DECEMBER 9

MAPFRE records the largest increase in brand value of any Spanish company, according to the Interbrand consultancy, which groups the thirty most valuable companies in the country.

### DECEMBER 10

CAMBIO 16 magazine gives MAPFRE an award in the "Communication and Branding" category in its "Cambio 2013" awards.

## 6. Business performance

### REVENUE ON OPERATIONS AND FUNDS MANAGED

Group companies wrote and issued premiums worth €23,554 million in 2013, up 2.1%. Consolidated premiums amounted to €21,835.5 million, up 1.2%. Total revenues on operations were €25,889.3 million, including €677 million: new gross contributions to pension funds. These revenues can be broken down activity as follows:

	2013 <sup>(1)</sup>	2012	% 13/12
<b>Spain and Portugal Insurance</b>	<b>9,081.7</b>	<b>9,614.9</b>	<b>(5.5%)</b>
- Written and accepted premiums	6,844.4	7,507.6	(8.8%)
- Revenue from investments	1,688.3	1,568.2	7.7%
- Revenues from non-insurance companies and others	549.0	539.1	1.8%
<b>International Insurance</b>	<b>12,670.2</b>	<b>12,017.7</b>	<b>5.4%</b>
- Written and accepted premiums	11,419.0	10,833.9	5.4%
- Revenue from investments	1,080.0	1,024.6	5.4%
- Revenues from non-insurance companies and others	171.2	159.2	7.5%
<b>Global Businesses</b>	<b>6,067.4</b>	<b>5,374.4</b>	<b>12.9%</b>
- Written and accepted premiums	5,290.6	4,723.2	12.0%
- Revenue from investments	555.8	468.4	18.7%
- Revenues from non-insurance companies and others	221.0	182.8	20.9%
<b>Parent company</b>	<b>529.0</b>	<b>594.1</b>	<b>(11.0%)</b>
<b>SUBTOTAL REVENUE</b>	<b>28,348.3</b>	<b>27,601.1</b>	<b>2.7%</b>
Consolidation adjustments and other companies	(2,459.0)	(2,299.9)	6.9%
<b>SUBTOTAL CONSOLIDATED REVENUE</b>	<b>25,889.3</b>	<b>25,301.2</b>	<b>2.3%</b>
Gross contributions to pension funds <sup>(2)</sup>	677.0	619.6	9.3%
<b>TOTAL REVENUE FROM OPERATIONS</b>	<b>26,566.3</b>	<b>25,920.8</b>	<b>2.5%</b>

FIGURES IN MILLIONS OF EUROS

(1) The 2013 figures are based on the 2013 operating structure.

(2) Includes MAPFRE INVERSIÓN, CATALUNYACAIXA, BANKINTER VIDA, CCM VIDA Y PENSIONES and DUERO PENSIONES.

Total consolidated revenues in 2013 were up on the previous year, as a result of sustained growth in international business, particularly from MAPFRE INTERNACIONAL, MAPFRE RE and MAPFRE ASISTENCIA.

The table below shows funds managed in life and saving products:

	2013	2012	% 13/12
Life technical provisions <sup>(1)</sup>	24,391.9	23,386.0	4.3%
Pension funds	5,372.2	5,105.9	5.2%
Mutual funds and portfolios under management	3,850.0	2,543.2	51.4%
<b>TOTAL</b>	<b>33,614.1</b>	<b>31,035.1</b>	<b>8.3%</b>

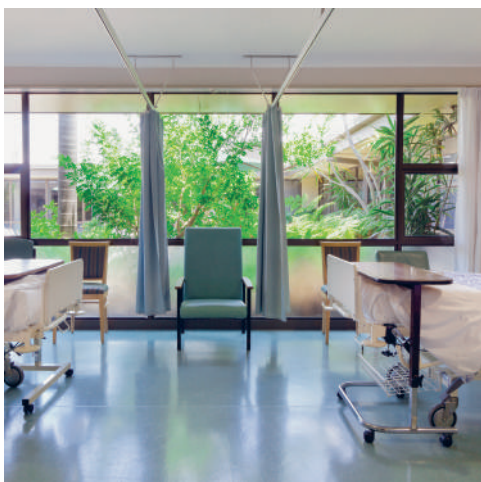
FIGURES IN MILLIONS OF EUROS

(1) Includes all technical provisions of life insurance companies and life insurance provisions in multi-segment insurance companies.

Note: in 2013, mutual funds managed outside Spain were included: discounting this effect, growth would be 5.7%.

The change in the value of funds managed is mainly due to the increase in life business in Latin America, strong performance by mutual fund contributions and a rebound in the market value of investments.

Discounting adjustments for changes in the market value of assets backing the technical provisions of life insurance, funds under management would have increased by 5.4%.



## RESULTS

Net profit attributable to the parent company (discounting external partners) was €790.5 million, an increase of 18.7%. This is broken down in the following table:

	2013	2012	% 13/12
<b>NON-LIFE INSURANCE AND REINSURANCE</b>			
Written and accepted premiums	16,277.7	15,478.5	5.2%
Premiums earned net of ceded and retroceded reinsurance	13,229.4	12,978.4	1.9%
Net claims ratio and variation in other technical provisions	(8,868.5)	(8,748.9)	1.4%
Operating costs net of reinsurance	(3,790.7)	(3,539.8)	7.1%
Other technical revenue and expenses	(60.8)	(99.7)	(39.0%)
<b>Technical Results</b>	<b>509.4</b>	<b>590.0</b>	<b>(13.7%)</b>
Net financial and other non-technical revenue	684.3	657.1	4.1%
<b>NON-LIFE BUSINESS EARNINGS</b>	<b>1,193.7</b>	<b>1,247.1</b>	<b>(4.3%)</b>
<b>LIFE INSURANCE AND REINSURANCE</b>			
Written and accepted premiums	5,557.8	6,101.3	(8.9%)
Premiums earned net of ceded and retroceded reinsurance	4,772.6	5,293.6	(9.8%)
Net claims ratio and variation in other technical provisions	(4,331.1)	(4,779.0)	(9.4%)
Operating costs net of reinsurance	(1,029.8)	(1,151.8)	(10.6%)
Other technical revenue and expenses	5.4	19.0	(71.6%)
<b>Technical Results</b>	<b>(582.9)</b>	<b>(618.2)</b>	<b>(5.7%)</b>
Net financial and other non-technical revenue	965.1	950.4	1.5%
Unrealized capital gains (losses) on Unit Linked investments	116.7	82.3	41.8%
<b>LIFE BUSINESS EARNINGS</b>	<b>498.9</b>	<b>414.5</b>	<b>20.4%</b>
<b>OTHER ACTIVITIES</b>			
Operating revenue	536.7	454.2	18.2%
Operating expenses	(543.1)	(436.4)	24.5%
Other revenue and expenses	(79.0)	(297.5)	(73.4%)
<b>RESULTS FROM OTHER ACTIVITIES</b>	<b>(85.4)</b>	<b>(279.7)</b>	<b>(69.5%)</b>
Result on restatement of financial accounts	(43.3)	(9.9)	---
<b>Pre-tax earnings</b>	<b>1,563.9</b>	<b>1,372.0</b>	<b>14.0%</b>
Tax on earnings	(372.4)	(396.5)	(6.1%)
<b>Earnings after tax</b>	<b>1,191.5</b>	<b>975.5</b>	<b>22.1%</b>
Result after tax from discontinued operations	(1.7)	(12.7)	(86.6%)
<b>Result for the financial year</b>	<b>1,189.8</b>	<b>962.8</b>	<b>23.6%</b>
Earnings attributable to external partners	(399.3)	(297.1)	34.4%
<b>Result attributable to the controlling company</b>	<b>790.5</b>	<b>665.7</b>	<b>18.7%</b>

FIGURES IN MILLIONS OF EUROS

In both years, the earnings attributable to the parent company include a number of non-recurring items. Excluding these, earnings would have decreased by 6.6%.

The table below shows the contribution of the main divisions and companies to consolidated earnings:

	Net profit	External partners	Contribution to group earnings 2013 <sup>(1)</sup>	Contribution to group earnings 2012
<b>Spain and Portugal Insurance</b>	<b>324.8</b>		<b>324.8</b>	<b>275.9</b>
MAPFRE VIDA	94.3		94.3	81.6
MAPFRE FAMILIAR	153.8		153.8	144.2
MAPFRE EMPRESAS	76.0		76.0	50.1
MAPFRE PORTUGAL	0.7		0.7	---
<b>International Insurance</b>	<b>394.0</b>		<b>392.0</b>	<b>317.8</b>
MAPFRE AMÉRICA	258.5	(2.0)	256.5	224.1
MAPFRE INTERNACIONAL	135.5		135.5	93.7
<b>Global Businesses</b>	<b>187.9</b>		<b>178.7</b>	<b>126.4</b>
MAPFRE GLOBAL RISKS	45.3		45.3	15.7
MAPFRE RE	108.8	(9.2)	99.6	79.7
MAPFRE ASISTENCIA	33.8		33.8	31.0
Other companies and consolidation adjustments			(105.0)	(54.4)
<b>MAPFRE, S.A.</b>			<b>790.5</b>	<b>665.7</b>

FIGURES IN MILLIONS OF EUROS

(1) The 2013 figures are based on the 2013 operating structure. MAPFRE PUERTO RICO is included in MAPFRE INTERNACIONAL, which no longer includes MAPFRE PORTUGAL.

## STOCKS AND INVESTMENT FUNDS

At year-end 2013, liquid investments and funds totaled €40,374.8 million, up 1.5% on the previous year. These are detailed in the following table.

The real-estate investments shown in the above table do not include tacit capital gains, which at year-end stood at €1,063.7 million, based on valuations by independent experts.

	2013	% of total	2012	% of total
<b>Risk-free investments</b>	<b>3,388.1</b>	<b>8.4%</b>	<b>3,062.5</b>	<b>7.7%</b>
- Treasury	1,162.8	2.9%	1,018.0	2.6%
- Investments on account of policyholders	2,225.3	5.5%	2,044.5	5.1%
<b>Real estate investments</b>	<b>2,330.9</b>	<b>5.8%</b>	<b>2,414.3</b>	<b>6.1%</b>
- Property for own use	1,082.0	2.7%	1,128.1	2.8%
- Other real estate investments	1,248.9	3.1%	1,286.2	3.2%
<b>Financial investments</b>	<b>33,833.1</b>	<b>83.8%</b>	<b>33,576.3</b>	<b>84.4%</b>
- Shares	1,317.3	3.3%	1,123.0	2.8%
- Fixed income	31,200.0	77.3%	31,238.6	78.6%
- Mutual funds	848.1	2.1%	750.9	1.9%
- Other financial investments	467.7	1.2%	463.8	1.2%
<b>Other investments</b>	<b>822.7</b>	<b>2.0%</b>	<b>710.6</b>	<b>1.8%</b>
- Investments in investee companies	192.0	0.5%	93.0	0.2%
- Deposits established for accepted reinsurance	343.3	0.9%	282.0	0.7%
- Hedging derivatives	0.0	0.0%	0.0	0.0%
- Other	287.4	0.7%	335.6	0.8%
<b>GENERAL TOTAL</b>	<b>40,374.8</b>	<b>100.0%</b>	<b>39,763.7</b>	<b>100.0%</b>

FIGURES IN MILLIONS OF EUROS

## FINANCING OPERATIONS

The main changes in the sources of the Group's finance during 2013 were:

- > the agreement of a €750 million "revolving credit facility", maturing in June 2018;
- > the definitive repayment of a 500 million euro syndicated loan, with maturity in June 2014.

Overall, the Group's consolidated financial and subordinated debt fell by €182.9 million in the year.

As part of the acquisition of 50% of the insurance and pension divisions of CATALUNYACAIXA, this entity granted the Group finance of, at year-end 2013, €114.3 million.

Interest payments on debt with financial institutions and bonds in circulation increased to €100.6 million (€78.4 million in 2012), up 28.3%.

The maturity of obligations deriving from insurance contracts, subordinated and other financial liabilities is set out in note 7 "Risk Management" of the consolidated annual report.

## PROFITABILITY AND EQUITY

Consolidated net equity stood at 9,893.7 million euros, compared to 10,136.3 million euros in 2012. 2,060.2 million euros of this corresponds to holdings of minority shareholders in subsidiaries. Consolidated shareholders' equity per share stood at 2.54 euros at year-end 2013, identical to year-end 2012.

Changes in net equity during the year are shown in the table below:

	31.12.13	31.12.12
<b>BALANCE AT 31/12 OF THE PREVIOUS YEAR</b>	<b>10,136.3</b>	<b>9,726.6</b>
Income and expenses directly recognized in net assets		
For investments available for sale	872.1	984.1
For conversion differences	(837.5)	(389.4)
For shadow accounting of provisions	(690.0)	(472.0)
Other income and expenses recognized in net assets	2.3	(3.8)
<b>TOTAL</b>	<b>(653.1)</b>	<b>118.9</b>
Earnings in the period	1,189.8	962.8
Distribution of earnings from the previous year	(581.1)	(411.2)
Interim dividend for current year	(217.0)	(187.3)
Other changes in net assets	18.8	(73.5)
<b>CLOSING BALANCE FOR PERIOD</b>	<b>9,893.7</b>	<b>10,136.3</b>

FIGURES IN MILLION OF EUROS

Changes to net equity reflect:

- > earnings for the year;
- > a rebound in the value of the investments market;
- > the effect of appreciation of the euro;
- > the dividend approved by the annual general meeting and paid in June and dividends paid by subsidiaries to external partners;
- > the interim dividend of MAPFRE, S.A. which was paid in December and interim dividends paid by subsidiaries to external partners.

## ACQUISITIONS, PROJECTS AND DISPOSALS

The following transactions took place during the year:

- > Agreement with EULER HERMES.

The January 2013 agreement between MAPFRE and EULER HERMES to jointly operate a credit insurance business in Argentina, Chile, Colombia, Spain and Mexico came into effect.

Under this agreement, both companies hold a 50% stake in the new company, resulting in it being named SOLUNION.

- > Agreement with GALENO in Argentina.

On February 1, 2013, MAPFRE announced that it had reached an agreement to transfer its Health and Industrial Hazard business in Argentina to the GALENO corporate group. The deal also envisages commercial collaboration between the two companies, and therefore MAPFRE's offices and exclusive agents in Argentina will keep on distributing these products, whilst the GALENO network will market MAPFRE ARGENTINA's insurance products.

- > Acquisition of 20% of ABDA (Indonesia).

On October 16, 2013, MAPFRE acquired a twenty per cent stake in the Indonesian insurance company "ASURANSI BINA DANA ARTA" (ABDA). Under this agreement, MAPFRE will be an industrial insurance partner providing the experience needed for development of ABDA's insurance activities in the growing Indonesian insurance market.

## 7. Employees

MAPFRE promotes a work environment based on trust in its employees, which allows for their professional and personal development, which guarantees the necessary training for them to be able to carry out their professional duties, which is stable and secure and free of exploitation of any nature (including exploitation of children), intimidation, harassment and discrimination. MAPFRE has a Code of Ethics and Conduct, which must be followed by all collaborators and people with a relationship who have the firm.

The most significant aspects related to people management are listed below:

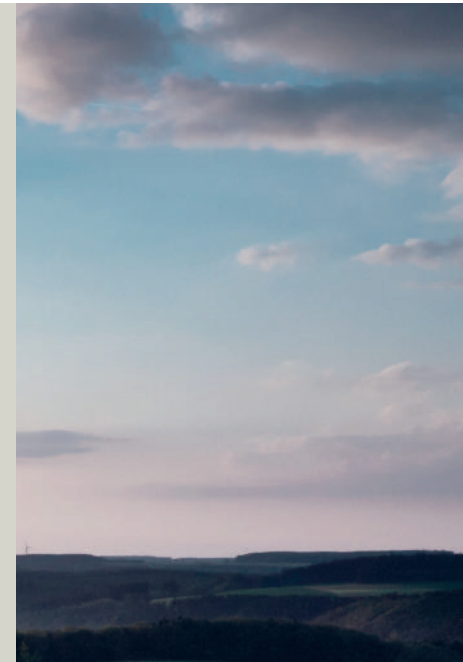
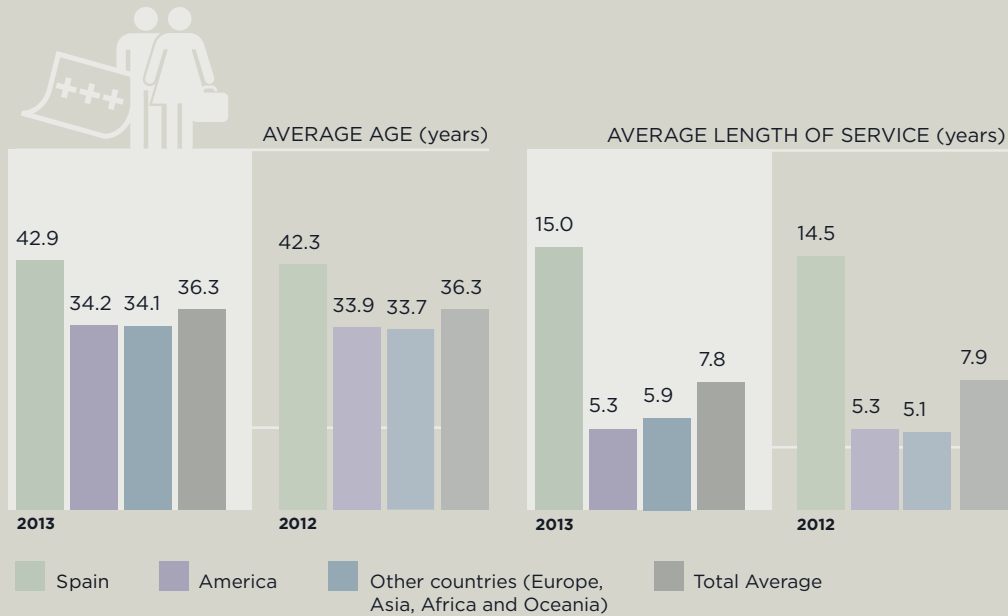


### WORKFORCE STRUCTURE

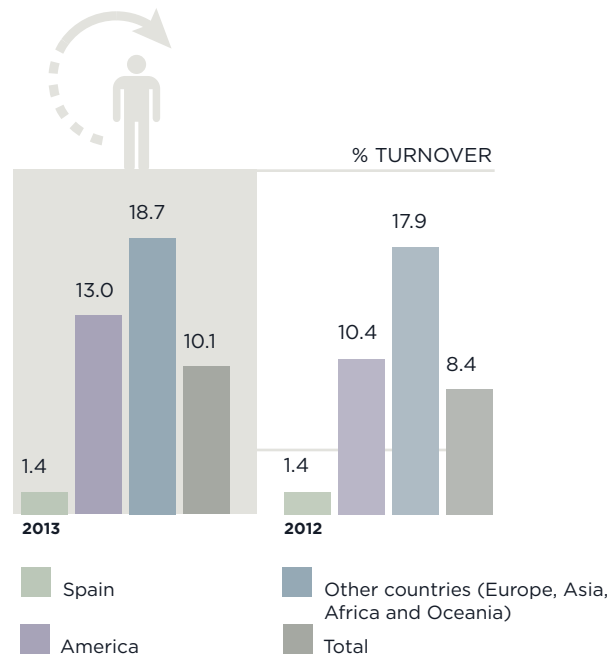
36,280 employees work at MAPFRE, (29,575 at insurance companies and 6,705 at non-insurance companies), as per the following geographic distribution:

GEOGRAPHIC AREA	2013		2012	
	Men	Women	Men	Women
<b>EUROPE</b>	<b>6,648</b>	<b>6,456</b>	<b>6,740</b>	<b>6,473</b>
Spain	5,399	5,104	5,568	5,205
Other	1,249	1,352	1,172	1,268
<b>AMERICA</b>	<b>9,300</b>	<b>12,763</b>	<b>9,253</b>	<b>12,174</b>
Brazil	2,803	4,929	2,443	4,199
USA	1,231	2,242	1,087	1,871
Argentina	812	706	1,218	1,155
Mexico	1,123	890	1,142	937
Venezuela	560	798	593	806
Chile	260	321	272	317
Other countries	2,511	2,877	2,498	2,889
<b>ASIA</b>	<b>456</b>	<b>528</b>	<b>385</b>	<b>444</b>
<b>AFRICA</b>	<b>66</b>	<b>45</b>	<b>65</b>	<b>35</b>
<b>OCEANIA</b>	<b>7</b>	<b>11</b>	<b>6</b>	<b>11</b>
<b>TOTALS</b>	<b>16,477</b>	<b>19,803</b>	<b>16,449</b>	<b>19,137</b>

According to our main geographic areas the average age and average length of service are as follows:



Unwanted turnover index: (voluntary resignations in average staff).



## EMPLOYMENT POLICY

Open-ended contracts are encouraged over temporary arrangements. The percentage of permanent hires during 2013 has been 97.1 out of 100.



## DIVERSITY AND EQUAL OPPORTUNITIES

There is a commitment to integrate employees with disabilities and to promote their professional and personal development, avoiding any type of discrimination. There are currently 394 employees with disabilities. During 2013 a Global Disability Program was developed, which will be continued in 2014 and 2015.

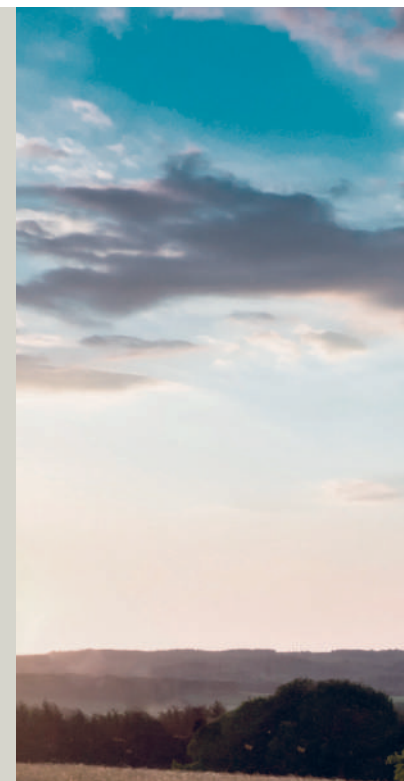
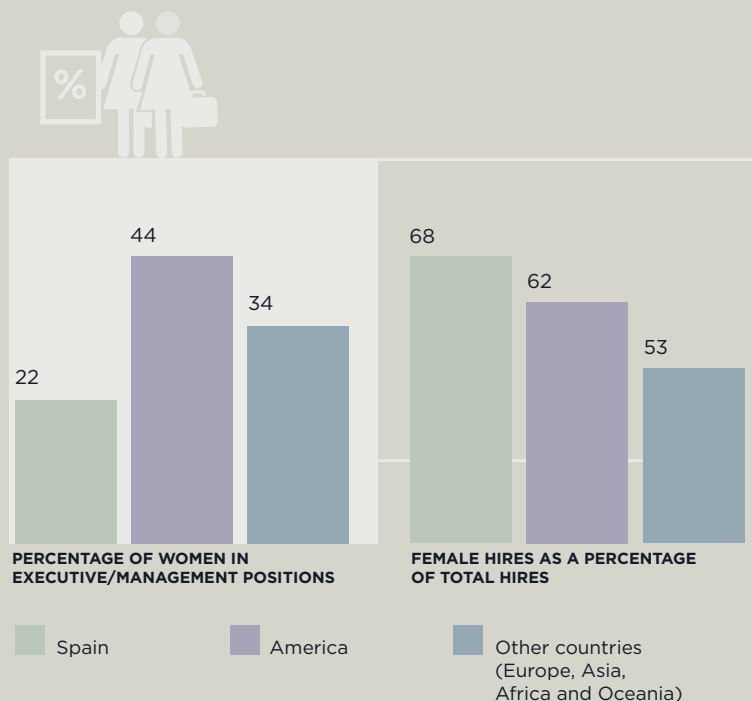
Equal opportunities are promoted in the work place, the individual diversity of employees is valued and people's heterogeneity is recognized. 42 women currently occupy Senior Management positions or positions on the Management Boards, and the Board of Directors of MAPFRE, S.A. has incorporated, during 2013, new board members, such that it currently has three women.

## TRAINING

A Global Training Model has been put in place. During 2013, the MAPFRE CORPORATE UNIVERSITY was created, and has a Campus in Madrid, ("Monte del Pilar" Campus); and a virtual interactive e-Campus, creating a common on-line space for all countries

In 2013 the Group invested €14.4 million in training, equivalent to 1% of compensation paid. There has been an increase of 36.5% in training spend over the past three years.

TRAINING METHOD	2013		2012	
	ATTENDANCE	HOURS	ATTENDANCE	HOURS
ON-SITE TRAINING	139,948	1,139,905	118,579	1,024,436
E-LEARNING TRAINING	66,720	225,444	77,515	271,906
BLENDED	4,849	116,933	5,572	66,153
<b>TOTALS</b>	<b>211,517</b>	<b>1,482,281</b>	<b>201,666</b>	<b>1,362,495</b>



## PAY POLICY

MAPFRE undertakes to provide fair compensation and therefore approved its Remuneration Policy defined during January 2013 in order to establish suitable remuneration for employees according to their position and performance, and to encourage them to achieve the objectives set and execute the company's strategy with satisfaction.

During the 2013 fiscal year payments have been made amounting to €1,574 million. 67.9% of this figure corresponds to wages and salaries, 13.3% to social security contributions, 11.1% to net company earnings and the remaining 7.7% to severance and other pay supplements. Variable pay represents 11.3% of total pay of the Group, and accounts from 13% to 45% of employee's wages, depending on their job.

Furthermore, there have always been a wide range of company benefits that are offered regardless of whether employees are on open-ended or temporary contracts. The amount paid in company benefits in 2013 was €175.4 million.

## WORK-LIFE BALANCE

There are measures in place to facilitate the achievement of a healthy work-life balance, including the following:

Flexible work schedules in terms of start and end times.	Leave on personal/family grounds (pregnancy, weddings, moving house, exams, medical appointments, serious family incidents, adoption, etc.).
Part-time work, telecommuting and remote access.	Maternity and paternity leave, including adoption and foster care.
Shorter work days on health grounds, or for looking after children and relatives, and for employees aged over 60.	Sabbatical on study/family grounds.



## HEALTH AND WELL-BEING

In every country, health and well-being initiatives are aligned with the Risk Map; and implemented accordingly, so as to raise health awareness.

Each year employees receive training on health and healthy habits. This year 6,949 training hours have been specifically dedicated to health and well-being.

MAPFRE has a Joint Prevention Service and Healthcare Assistance and Awareness Department that aims to optimize the health care given to its employees, establishing channels and procedures for the provision of medical and psychological advice and support to managers and staff alike.



# 8. Social responsibility

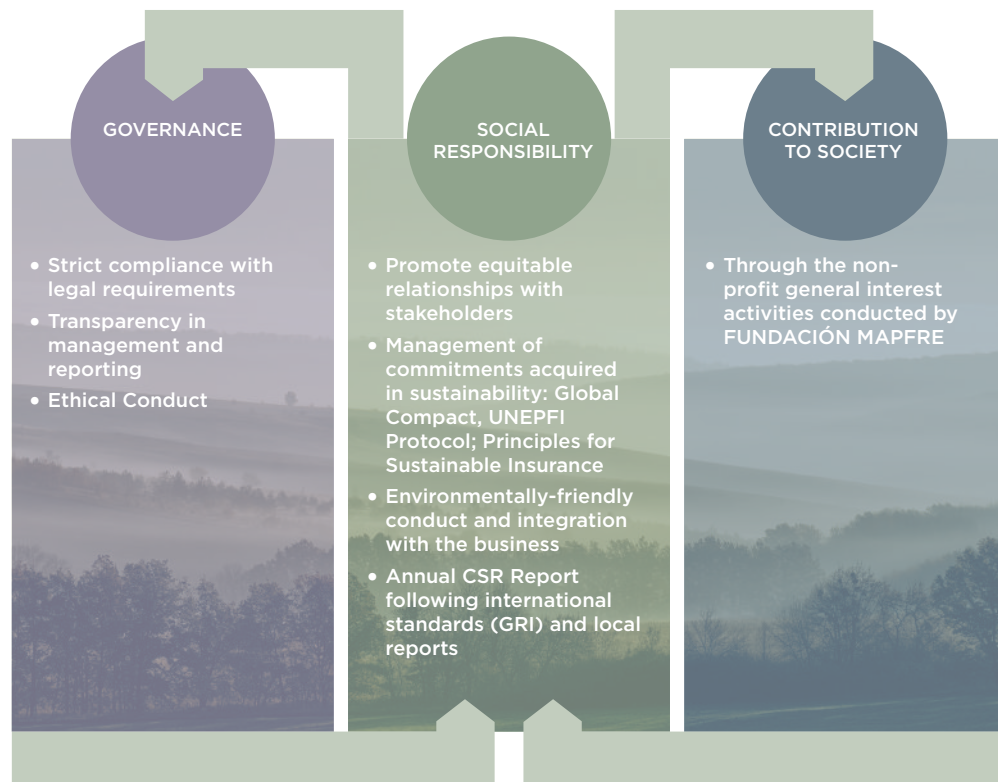
> At MAPFRE, CSR is a voluntary and strategic commitment that entails attempting to achieve business targets while complying strictly with its legal and contractual obligations, applying non-discriminatory principles to stakeholder dealings and contributing to satisfying the current and emerging needs of Society.

MAPFRE assumes the impact that its general commercial activity has on the environment and on Society, and its social responsibility action model, as well as its policy<sup>1</sup>, facilitate the integration of good governance, social and environmental aspects (called ESG aspects) into the business and also the development of its commitment through its foundation's activities.

The principles of the corporate social responsibility policy, allows us to carry out this action model in any country in which we operate.

> One of the strongest points of MAPFRE is its appropriate management of risks and business control. In the area of responsible management, this has an impact on three fields of action:

## MAPFRE GROUP CORPORATE MODEL



**1. Fulfillment** of international commitments assumed either by direct adherence (*Global Compact, United Nations Environment Program Finance Initiative (UNEPFI), Principles for Insurance Sustainability and the Carbon Disclosure Project, Water Disclosure and Carbon Action programs<sup>2</sup>*), or because they are voluntarily accepted by the Company and are connected to fundamental rights such as Human Rights acknowledged in the Universal Declaration of Human Rights and the Millennium Development Goals (MDGs).

**2. Environmental, social and governance risk management (ESG).**

**3. Measures** for prevention and control such as those listed below:

- Code of Ethics and Conduct.
- Whistle-blower Channel:
  - Financial and accountancy.
  - Ethics queries and complaints.
- Personal, client/insured party and asset insurance.
- Money Laundering and Prevention.
- Fighting Fraud.
- Training in Corporate Social Responsibility and anti-corruption policies and systems.
- Social Responsibility Audits.

<sup>1</sup> MAPFRE's Corporate Social Responsibility Policy and Environmental and Energy Policy is available at the following website: [www.mapfre.com](http://www.mapfre.com)

<sup>2</sup> All information regarding these environmental programs is to be found in the section on the environmental dimension within the MAPFRE Social Responsibility Annual Report 2013.

> Additionally, the main actions regarding corporate social responsibility are described in the Annual Report on Social Responsibility 2013, published on the corporate website (www.mapfre.com). This report was drawn up in accordance with the directives in the international guide on drawing up annual reports by the Global Reporting Initiative (GRI) - version 3.1., including some requirements from version 4. In this regard, work is being done internally on the definition of those matters that are relevant for the Company relating to different interest groups, depending on activity and geographical area -material analysis- in order to report as per this latest version in 2015.

> The report has a structure that is focused mainly on the various stakeholders that MAPFRE has identified in its mission statement and that are strategic to the development of its vision (employees, clients, distributors, suppliers, shareholders and society) and shows its economic, social and environmental performance in detail.

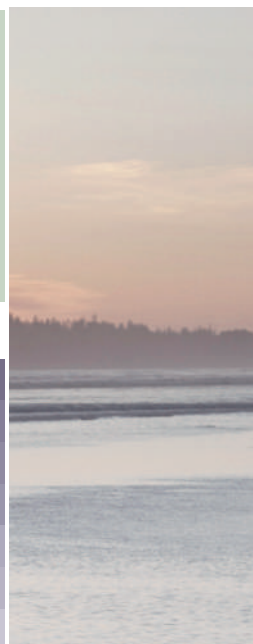
> On the other hand, with regard to society, it is important to take into account the significant social contribution made by FUNDACIÓN MAPFRE, which is why it is recommended that you permuse more detaile of information on this matter in the FUNDACIÓN MAPFRE Annual Report 2013.

## MAP OF INTEREST GROUPS

### STRATEGIC STAKEHOLDERS



### NECESSARY STAKEHOLDERS



## 9. Operational divisions

MAPFRE conducted its business activities in 2013 through different units with spheres of action defined on a specialization or regional basis, as displayed in the organizational chart included in this report, which have been structured into three main operating divisions (Spain and Portugal Insurance, International Insurance and Global Businesses).

From an operating point of view, from January 1 2014 the Group's business will be structured according to the global corporate groups, business units, territorial areas, regional areas and local companies, replacing the structure of Operating Divisions, which had been in place until the end of 2013.

The following pages contain summarized information about the activities performed and the results obtained in 2013 by the divisions and their units and companies.

### SPAIN AND PORTUGAL INSURANCE DIVISION

The Division manages the direct insurance business in Spain and Portugal; it includes MAPFRE FAMILIAR, MAPFRE VIDA, MAPFRE SEGUROS DE EMPRESAS AND MAPFRE SEGUROS GERAIS; the latter was integrated in the Division in 2013.

The commercial supply includes insurance products and all-round advisory services for the automobile, home, health, life and pension plan sectors and has a regional structure in Spain formed by 9 regional corporate division offices and 31 regional division offices.

It distributes its products through 3,179 own offices, 3,273 bancassurance offices and 17,477 brokers.

### KEY FACTS AND FIGURES

ITEM	2013	2012 <sup>(*)</sup>	Var. % 13/12
<b>NET ASSETS</b>			
MAPFRE FAMILIAR	1,715.7	1,502.6	14.2%
MAPFRE VIDA	1,846.9	1,670.9	10.5%
MAPFRE SEGUROS DE EMPRESAS	350.7	306.2	14.6%
<b>PREMIUMS</b>	<b>6,844.4</b>	<b>7,507.6</b>	<b>(8.8)%</b>
MAPFRE FAMILIAR	3,556.5	3,715.1	(4.3)%
MAPFRE VIDA	2,508.4	3,077.5	(18.5)%
MAPFRE SEGUROS DE EMPRESAS	642.8	715.0	(10.1)%
MAPFRE PORTUGAL	136.7	--	--
<b>TOTAL CONSOLIDATED REVENUES</b>	<b>9,051.3</b>	<b>9,590.9</b>	<b>(5.6)%</b>
MAPFRE FAMILIAR	4,182.5	4,303.6	(2.8)%
MAPFRE VIDA	3,972.2	4,479.5	(11.3)%
MAPFRE SEGUROS DE EMPRESAS	740.8	807.8	(8.3)%
MAPFRE PORTUGAL	155.8	--	--
<b>RESULTS AFTER TAX AND MINORITIES</b>	<b>324.8</b>	<b>275.9</b>	<b>17.7%</b>
MAPFRE FAMILIAR	153.8	144.2	6.7%
MAPFRE VIDA	94.3	81.6	15.6%
MAPFRE SEGUROS DE EMPRESAS	76.0	50.1	51.7%
MAPFRE PORTUGAL	0.7	--	--
(MILLIONS OF EUROS)			
<b>AVERAGE NUMBER OF EMPLOYEES</b>	<b>11,122</b>	<b>10,699</b>	<b>3.9%</b>
MAPFRE FAMILIAR	9,283	9,245	0.4%
MAPFRE VIDA	942	878	7.3%
MAPFRE SEGUROS DE EMPRESAS	589	576	2.3%
MAPFRE PORTUGAL	308	--	--
(*) Does not include MAPFRE PORTUGAL			



## INTERNATIONAL INSURANCE DIVISION

The Division comprises by MAPFRE AMÉRICA and MAPFRE INTERNACIONAL which manage the direct insurance business in geographical areas other than Spain, and operate in 22 countries.

In 2013, the transfer of MAPFRE PUERTO RICO to MAPFRE INTERNACIONAL and of MAPFRE PORTUGAL to MAPFRE FAMILIAR was finalized.

The above mentioned units market insurance products and comprehensive advisory services in the automobile, home, health, life and pension plan sectors. They also distribute their products through 2,282 own offices, 5,503 bancassurance offices and 50,730 brokers.

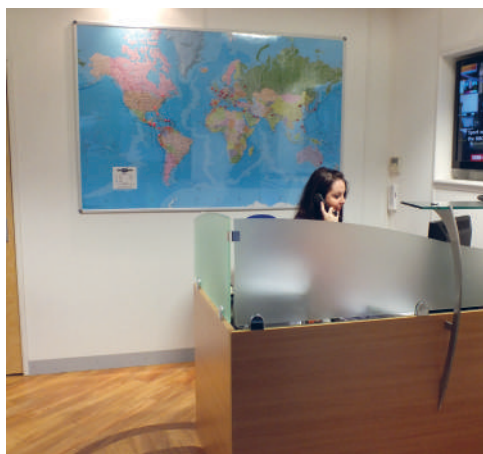


New MAPFRE headquarters in Mexico

## KEY FACTS AND FIGURES

ITEMS	2013 <sup>(*)</sup>	2012	Var. % 13/12
<b>NET ASSETS</b>			
MAPFRE AMÉRICA	3,228.2	3,874.0	(16.7)%
MAPFRE INTERNACIONAL	2,384.9	2,473.4	(3.6)%
<b>PREMIUMS</b>	<b>11,419.0</b>	<b>10,833.9</b>	<b>5.4%</b>
MAPFRE AMÉRICA	8,886.9	8,649.1	2.7%
MAPFRE INTERNACIONAL	2,532.1	2,184.8	15.9%
<b>TOTAL CONSOLIDATED REVENUES</b>	<b>12,670.2</b>	<b>12,017.7</b>	<b>5.4%</b>
MAPFRE AMÉRICA	9,765.8	9,510.0	2.7%
MAPFRE INTERNACIONAL	2,904.4	2,507.7	15.8%
<b>RESULTS AFTER TAX AND MINORITIES</b>	<b>394.0</b>	<b>319.6</b>	<b>23.3%</b>
MAPFRE AMÉRICA	258.5	225.9	14.4%
MAPFRE INTERNACIONAL	135.5	93.7	44.6%
FIGURES IN MILLIONS OF EUROS			
<b>AVERAGE NUMBER OF EMPLOYEES</b>	<b>19,776</b>	<b>19,100</b>	<b>3.5%</b>
MAPFRE AMÉRICA	14,912	15,302	(2.5)%
MAPFRE INTERNACIONAL	4,864	3,798	28.1%
(*) Includes the transfer of MAPFRE PUERTO RICO to MAPFRE INTERNACIONAL and does not include MAPFRE PORTUGAL.			





## GLOBAL BUSINESSES DIVISION

The Division includes MAPFRE RE, MAPFRE ASISTENCIA and MAPFRE GLOBAL RISKS, which include businesses that, by their very nature, are managed on a centralized basis, with a presence in 44 countries.

This division offers reinsurance capabilities in all its segments; comprises assistance and claims management, specialty risks, travel insurance, and travel assistance programs, among others. It specializes in providing insurance solutions to multinationals, and distributes its products through 85 of its own offices, as well as other sales networks depending on each case.

### KEY FACTS AND FIGURES

ITEMS	2013	2012(*)	Var. % 13/12
<b>NET ASSETS</b>			
MAPFRE RE	1,009.8	968.6	4.3%
MAPFRE ASISTENCIA	229.2	215.7	6.2%
MAPFRE GLOBAL RISKS	528.5	481.7	9.7%
<b>PREMIUMS</b>	<b>5,290.6</b>	<b>4,723.2</b>	<b>12.0%</b>
MAPFRE RE	3,253.7	2,844.5	14.4%
MAPFRE ASISTENCIA	918.1	763.5	20.2%
MAPFRE GLOBAL RISKS	1,118.8	1,115.2	0.3%
<b>TOTAL CONSOLIDATED REVENUES</b>	<b>6,067.4</b>	<b>5,374.0</b>	<b>12.9%</b>
MAPFRE RE	3,726.1	3,248.2	14.7%
MAPFRE ASISTENCIA	1,142.1	937.9	21.8%
MAPFRE GLOBAL RISKS	1,199.2	1,187.9	1.0%
<b>RESULTS AFTER TAX AND MINORITIES</b>	<b>187.9</b>	<b>133.8</b>	<b>40.4%</b>
MAPFRE RE	108.8	87.1	24.9%
MAPFRE ASISTENCIA	33.8	31.0	9.0%
MAPFRE GLOBAL RISKS	45.3	15.7	188.5%
FIGURES IN MILLIONS OF EUROS			
<b>AVERAGE NUMBER OF EMPLOYEES</b>	<b>6,243</b>	<b>6,002</b>	<b>4.0%</b>
MAPFRE RE	309	307	0.7%
MAPFRE ASISTENCIA	5,648	5,145	9.8%
MAPFRE GLOBAL RISKS	286	550	(48.0%)



# 10. Background information

## MAPFRE GROUP HISTORIC PERFORMANCE

YEAR	Revenue	Assets Managed	Gross Earnings	Employee Numbers
1983	142	268	7	1,204
1986	434	706	20	2,323
1989	1,214	1,989	49	3,869
1992	2,419	3,769	37	5,528
1995	3,249	6,879	203	11,292
1998	4,546	9,669	178	15,219
2001	8,933	19,276	316	16,756
2004	10,756	31,482	847	19,920
2005	12,189	36,552	872	24,967
2006	13,234	38,988	1,156	28,091
2007	14,866	44,820	1,366	30,615
2008	17,711	47,759	1,383	34,603
2009	18,830	49,573	1,446	35,225
2010	20,471	56,471	1,431	36,744
2011	23,530	62,585	1,637	34,390
2012	25,301	64,632	1,372	35,586
<b>2013</b>	<b>25,889</b>	<b>66,048</b>	<b>1,564</b>	<b>36,280</b>

FIGURES IN MILLIONS OF EUROS, EXCEPT EMPLOYEES

# 11. Proposed resolutions

Resolutions proposed for the Annual General Meeting of MAPFRE, S.A. to be held on March 14, 2014

1. To approve the individual and consolidated Annual Accounts for the financial year 2013.

2. To approve the Board of Directors' management during 2013.

3. To ratify the appointment of board member Catalina Miñarro Brugarolas, appointed by the Board of Directors on October 30, 2013, by co-option to cover the vacancy left by the resignation of Francisco Ruiz Risueño, and to appoint her for a period of four years as independent board member.

4. To reelect for a further four years the director Antonio Huertas Mejías, as executive board member.

5. To reelect for a further four years the director Francisco Vallejo Vallejo, as proprietary director.

6. To reelect for a further four years the director Rafael Beca Borrego, as an independent director, effective as of December 29, 2014, when his current mandate expires.

7. To reelect for a further four years the director Rafael Fontoira Suris, as an independent board member.

8. To reelect for a further four years the director Antonio Huertas Mejías, as proprietary director.

9. To reelect a further four years the director Rafael Márquez Osorio, as proprietary director, effective as of December 29, 2014, when his current mandate expires.

10. To reelect for a further four years the director Francisca Martín Tabernero, as an independent board member.

11. To reelect for a further four years the director Matías Salvá Bennasar, as an independent board member.

These ratification and reappointment resolutions were approved in a report from the Appointments and Remuneration Committee and shall be deemed approved, if applicable, notwithstanding compliance with by-laws and standards of good governance.

12. To approve the distribution of 2013 earnings proposed by the Board of Directors, and thus to distribute a total dividend of €0.13 gross per share to shares numbers 1 to 3,079,553,273, both inclusive. Part of this dividend, the sum of €0.05 gross per share, was paid out in advance following a resolution passed by the Board of Directors on October 30, 2013 and the rest, up to the agreed total of €0.08 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, 2014.

13. To endorse the annual report on director remuneration, submitted to the Annual General Meeting on a consultative basis.

Said annual report on director remuneration has been approved in a report from the Appointments and Remuneration Committee.

14. To extend the appointment of the firm Ernst & Young, S.L. as the Company's Auditor, both for Individual Annual Accounts and for Consolidated Accounts, for a new one-year period, i.e. for the financial year 2014, although this appointment may be revoked at the Annual General Meeting before the end of said period should there be grounds to do so.

15. To delegate the broadest powers to the Chairman and to the Secretary to the Board of Directors so that either of them may appear before a Notary and proceed to execute and submit to the public the present agreements by executing the necessary public and private documents required to register them in the Company Register; with the express authority to make as many amendments, clarifications, rectifications and corrections as are required or necessary in order to adapt the agreements to the description of the Company Registrar and thereby obtain their full or partial registration as set out in section 63 of the Company Register Regulations.

16. To authorize the Board of Directors to clarify and interpret the preceding resolutions.

17. To thank those involved in overseeing the company for their loyal hard work this financial year.



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