

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

1. Approve the individual and consolidated Financial Statements for financial year 2016.
2. Approve the distribution of earnings corresponding to financial year 2016 which has been proposed by the Board of Directors, and accordingly distribute a total dividend of €0.145 gross per share. Part of this dividend, in the sum of €0.06 gross per share, was paid out following a resolution adopted by the Board of Directors on November 8, 2016, and the rest, up to the agreed total, of €0.085 gross per share, will be paid on a date to be determined by the Board of Directors, within the period from May 1 to June 30, 2017. The amount corresponding to treasury stock will be applied proportionally to the rest of the shares.
3. Approve the Board of Directors' management during financial year 2016.
4. Re-elect for another four-year period Ms. Adriana Casademont i Ruhí, as an Independent Director.
5. Ratify the appointment of Ms. Ana Isabel Fernández Álvarez, which was agreed by the Board of Directors on July 26, 2016 by co-optation, and re-elect her for a four-year period as an Independent Director.

Said proposals have been submitted to the Board of Directors by the Appointments and Remuneration Committee and shall be understood as approved, where appropriate, without prejudice to the fulfillment of the statutory requirements and corporate governance rules.

6. Ratify the appointment of Mr. Fernando Mata Verdejo, which was agreed by the Board of Directors on September 29, 2016 by co-optation, effective as of January 1, 2017, and re-elect him for a four-year period as an Executive Director.
7. Appoint Mr. Francisco José Marco Orenes for a four-year period as an Executive Director.

These proposed re-elections have received the endorsement of the Appointments and Remuneration Committee and shall be understood as approved, where appropriate, without prejudice to the fulfilment of the statutory requirements and corporate governance rules.

8. Amend the title "Section 2. Audit Committee" of the Company Bylaws to the title "Section 2. Audit and Compliance Committee".
9. Amend article 22 of the Company Bylaws, which shall read as follows:

The Audit and Compliance Committee shall be composed of a minimum of three and a maximum of five members, all of whom shall be non-executive members. Most of its members, at least, shall be Independent Directors, and one of them shall be appointed taking into account his or her knowledge and experience on accounting, auditing or both issues. As a whole, the members of the Committee shall have the necessary technical knowledge in relation to the Company's sector of activity. Its Chairman shall be an Independent Director, who shall be replaced every four years and may be re-elected after one year has elapsed since he or she stepped down. Its Secretary shall be the Secretary of the Board of Directors, and a Vice-Secretary may also be appointed, for which position it will not be necessary to be a Director.

This Committee shall have the following functions:

- a) To report to the Annual General Meeting with regard to issues raised about any matter within the remit of the Committee and, in particular, about the result of the audit explaining how it contributed to the integrity of financial information and the role played by the Committee in that process.*
- b) To oversee the effectiveness of the Company's internal control, internal audit and risk management systems, as well as to discuss with the External Auditor any significant weaknesses detected in the internal control system in the course of an audit, all the foregoing without detriment to its independence. For these purposes, and where required, it may submit recommendations or proposals to the Board of Directors, indicating the time needed for their monitoring.*
- c) To supervise the preparation and reporting of regulated financial information and submit recommendations or proposals to the Board of Directors, aimed at guaranteeing its integrity.*
- d) To submit proposals to the Board of Directors for the selection, appointment, re-election and replacement of the External Auditor, taking responsibility for the selection process in accordance with applicable laws, as well as with regard to its contractual conditions, and regularly receive information from the External Auditor regarding the audit plan and its execution, while preserving its independence in the exercise of its duties.*
- e) To establish the necessary relationships with the External Auditor to receive information on those issues that may compromise its independence, for their consideration by the Committee, and any other relationships referring to the development of an accounts audit and, where required, the authorization of services different from those prohibited by applicable legislation on accounts audit, its independence, as well as those communications envisaged by law with regard to accounts audits and audit rules. Under all circumstances, it shall receive from the External Auditor on a yearly basis a written*

confirmation of its independence from the entity or entities linked thereto, both directly or indirectly, as well as detailed and specific information on any additional services of whatever nature provided and the corresponding fees received from said entities by the aforementioned External Auditor, or by persons or entities linked thereto in accordance with the legislation in force on accounts audits.

- f) To draw up an annual report –before the accounts audit report is issued– delivering an opinion on the independence of the External Auditor. This report shall contain, in any case, a justified assessment of the provision of any and all additional services referred to in the previous section, considered both individually and in aggregate, other than those referring to legal audits and related to the independence of the External Auditor or to the regulations governing the audit activity.*
- g) To inform the Board of Directors in advance of all issues provided for by Law, these Company Bylaws and the Regulations of the Board of Directors, and in particular with respect to the financial information that the Company must disclose on a periodic basis, the creation or acquisition of interests in special purpose vehicles or entities registered in countries or territories regarded as tax havens, and operations with stakeholders.*
- h) To monitor the correct application of the corporate governance rules in force at each moment.*
- i) To oversee the compliance with internal and external regulations, and, in particular, with the internal codes of conduct and the rules and procedures for the prevention of money laundering and terrorist financing, as well as making the necessary proposals for their improvement.*
- j) To supervise the adoption of actions and measures resulting from reports or inspections by the administrative supervisory and control bodies.*
- k) To fulfil all other responsibilities and duties assigned by the Board of Directors or by the Regulations of said Body.*

10. Amend the title “Section 4. Audit Committee” of the Company Bylaws to the title “Section 2. Audit and Compliance Committee”.

11. Amend article 24 of the Company Bylaws, to remove sections d), e), and f), and which shall read as follows:

The Risks Committee shall be composed of a minimum of three and a maximum of five members, all of whom shall be non-executive members. The Board of Directors shall appoint its Chairman, as well as its Secretary

and, where required, a Vice-Secretary, for which positions it will not be necessary to be a Director.

This Committee shall have the following functions:

- a) Support and advise the Board of Directors in defining and assessing the Group's risk policies and in determining the risk appetite and strategy.*
- b) Help the Board of Directors supervise the application of the risk strategy.*
- c) Determine and assess the risk management methods and tools, monitoring the results and validation of the models applied.*
- d) To fulfil all other responsibilities and duties assigned by the Board of Directors or by the Regulations of said Body.*

12. Amend article 15 of the Annual General Meeting Regulations, which shall read as follows:

"Article 15. Attendance of the Audit and Compliance Committee at Meetings

The Chairman of the Audit and Compliance Committee or, in his or her absence, another member thereof, shall inform the General Meeting of any matter raised by the shareholders on any of the matters falling within the remit of said Committee."

13. Endorse the Annual Report on Directors' Remuneration, which shall be submitted to the Annual General Meeting for consultation purposes and which has received the endorsement of the Appointments and Remuneration Committee.
14. Authorize the Board of Directors so that, in accordance with article 249 bis of the Revised Text of the Spanish Companies Act, it can delegate the powers vested on it by the General Meeting in relation to every previous resolution in favor of the Steering Committee, with express powers to be replaced by any and all of the members of the Board of Directors.
15. Delegate the broadest powers to the Chairman and the Secretary of the Board of Directors so that any of them individually can execute the preceding resolutions before a Notary Public and record them as a public deed via any public or private document insofar as it is necessary, until they are recorded at the Registrar of Companies; they are likewise entitled to amend, clarify, rectify and correct these resolutions, as appropriate, in accordance with any observations made by the Registrar of Companies when assessing them and thus ensure that they are registered in full, or in

part, as set out in Article 63 of the Rules governing the Registrar of Companies.

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