

Madrid, February 21, 2018

## **SPANISH SECURITIES AND EXCHANGE COMMISSION (CNMV)**

In accordance with article 228 of the Revised Text of the Securities Market Act, MAPFRE ESPAÑA (previously MAPFRE FAMILIAR), COMPAÑÍA DE SEGUROS Y REASEGUROS, S.A. (hereinafter MAPFRE ESPAÑA) hereby gives notice to the market of the following

### **RELEVANT FACT**

By means of relevant fact on July 16, 2015 (registration no. 226161), MAPFRE ESPAÑA informed of the Spanish Supreme Court's notification of the ruling from July 10, 2015, partially upholding the administrative appeal filed by a FUNESPAÑA, S.A. shareholder against the Spanish Securities and Exchange Commission's decision of March 27, 2012 (which authorized the takeover bid of FUNESPAÑA, S.A. announced by MAPFRE ESPAÑA on November 30, 2011, hereinafter, the "Bid") ordering the retroaction of operations in order for the Spanish Securities and Exchange Commission to recalculate the fair price of the Bid at 7 euros per share.

By means of relevant fact on this past October 3, (registration no. 256984), MAPFRE ESPAÑA informed the market of the High Court decision on September 1 to consider said sentence executed, in the terms therein, by the Spanish Securities and Exchange Commission Board Agreement on October 28, 2015 (hereinafter the "Agreement"), in which the fair price was set at 7.37 euros per share.

By means of this relevant fact, MAPFRE ESPAÑA informs of the due process, where relevant, for the shareholders affected by the Agreement:

a) Securities affected by the agreement

As set out in the Prospectus, the Bid was effectively made for the acquisition of 4,831,684 FUNESPAÑA shares, representing 33.76% of the share capital, which is the total of the shares of FUNESPAÑA share capital (14,311,427 shares), excluding the shares belonging to the offerer (6,457,671 shares) and those belonging to the Shareholders Syndicate (3,022,072 shares).



By means of relevant fact on March 30, 2012 (registration number 160938), the Spanish Securities and Exchange Commission informed of the publication on March 30, 2012 of the first of the announcements corresponding to the Bid and, in line with the terms in the Prospectus, of the setting of the Bid acceptance period of twenty-two natural days starting on April 2, 2012 up to and including April 23, 2012.

Consequently, the securities affected by the Agreement to set the new fair price at 7.37 per share are: (i) shares whose holders accepted the Bid in the period indicated and received 7 euros per share, and (ii) shares whose holders did not accept the Bid and currently maintain ownership.

b) Due process

- The increase in the initial fair price of the Bid resulting from the Agreement gives the shareholders who accepted the Bid at the time a right to credit from MAPFRE ESPAÑA, of 0.37 euros per share sold to MAPFRE ESPAÑA.

MAPFRE ESPAÑA has appointed GVC Gaesco Beka S.V., S.A. as the payment Agent of said difference to those shareholders who accepted the Bid and are, as a result, holders of said right.

To this end, the Agent will coordinate the necessary technical aspects with the Sociedad de Gestión de los Sistemas de Registro, Compensación y Liquidación de Valores, S.A.U. (hereinafter, "IBERCLEAR") in order to inform IBERCLEAR investees of the due process for the payment of the difference in fair price to its depositors.

- With regard to those shareholders owning FUNESPAÑA shares on April 23, 2012 (the last day of the Bid acceptance period) who did not accept the Bid and maintain ownership, a procedure is established in which MAPFRE ESPAÑA will acquire, at the new fair price of 7.37 euros per share, the relevant shares from those shareholders who accept the offer in the twenty-two natural days beginning the trading day following the date of publication of this relevant fact.

Consequently, the above-mentioned period for this process will start on February 22, 2018, up to and including March 15, 2018.



- c) Appointment of the financial entity or intermediary which will act on behalf of the offerer in the due process

MAPFRE ESPAÑA has appointed GVC Gaesco Beka S.V., S.A., with registered address c/ Marqués de Villamagna no. 3, Madrid, as the company responsible for intervening in and paying any share acquisition operations that can occur as a result of this process.

Notwithstanding, please bear in mind that, as informed by means of the previously mentioned relevant fact on April 19, MAPFRE ESPAÑA is interested in formulating an exclusion takeover bid at the price, estimated at said date, of 7.5 euros per share, in accordance with the procedure for determining fair price established in Royal Decree 1066/2007 of July 27, regarding the regimen for takeover bids, with the intervention of an independent expert and the required authorization from the Spanish Securities and Exchange Commission; the handling of this bid will be able to begin once the process dealt with in this relevant fact is completed.

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MAPFRE  
General Counsel