



Madrid, February 9, 2023

SPANISH SECURITIES AND EXCHANGE COMMISSION

In accordance with article 227 of the recast Securities Market Act, MAPFRE, S.A. (MAPFRE) hereby gives notice to the Spanish Securities and Exchange Commission of the following

OTHER RELEVANT INFORMATION

MAPFRE hereby informs that the Board of Directors of the company, at its meeting held on February 8, 2023, has resolved to present to the Ordinary Annual General Meeting this coming March 10, the payment of a dividend of 0.145 euros gross per share, 0.06 euros of which has already been paid as an interim dividend.

Likewise, MAPFRE's Board of Directors has resolved to submit the proposed resolutions attached hereto, to the Annual General Meeting for approval.

You can access all the relevant documentation from the Ordinary Annual General Meeting at www.mapfre.com.

Ángel L. Dávila Bermejo
General Counsel

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

1. To approve the Annual Financial Statements and the individual and consolidated Management Reports for the 2022 fiscal year.
2. To approve the Integrated Report for the 2022 fiscal year.
3. To approve the non-financial information statement for the 2022 fiscal year, including the Integrated Report.
4. To approve the final results for 2022 proposed by the Board of Directors and consequently distribute a total dividend of 0.145 euros pre-tax, per share. Part of this dividend, the sum of 0.06 euros gross per share, was paid out in advance following a resolution passed by the Board of Directors on October 27, 2022, and the rest, up to the agreed total of 0.085 euros gross per share, will be paid on a date to be determined by the Board of Directors, which will be between May 15 and 31, 2023. The amount corresponding to treasury stock will be applied on a proportional basis to the remaining shares.
5. To approve the management of the Board of Directors in the 2022 fiscal year.
6. To re-elect board director Mr. José Manuel Inchausti Pérez as an executive board director for a further four years.
7. To appoint Mrs. María Elena Sanz Isla as an executive board director for a period of four years.
8. To re-elect board director Mr. Antonio Miguel-Romero de Olano as a nominee board director for a further four years.

These proposals were approved in a report from the Appointments and Remuneration Committee and shall be deemed approved, if applicable, notwithstanding compliance with bylaws and standards of good governance.

9. To re-elect board director Mr. Antonio Gómez Ciria as an independent board director for a further four years.
10. To ratify the appointment of board director Ms. María Amparo Jiménez Urgal, appointed by the Board of Directors on October 27, 2022, by-co-opting, and to reelect her for a period of four years as an independent board director.

11. To appoint, for a period of four years, Mr. Francesco Paolo Vanni D'Archirafi as an independent board director.

Said proposals have been brought before the Board of Directors through the Appointments and Remuneration Committee and shall be deemed approved, if applicable, notwithstanding compliance with bylaws and standards of good governance.

12. To amend the second paragraph of Article 17 of the Bylaws, which shall have the following wording:

“Board directors will receive a fixed amount for their membership of the Board of Directors as basic remuneration and, where applicable, for membership of the Steering Committee and Delegate Committees, which may be higher for people who occupy positions on the Board itself or who chair the Steering Committee or Delegate Committees. In addition, members of the Steering Committee shall receive an allowance for attending its meetings. This remuneration may be supplemented with non-monetary compensation, such as Life insurance in case of death, health insurance, discounts on products marketed by MAPFRE Group companies and others in line with those established in general for Company personnel.”

13. To authorize the Board of Directors to increase the share capital one or more times, under the terms and limits set out in Articles 297.1.b) and 506 of the Recast Text of the Companies Act, for the five years following the date of this resolution and up to a maximum of 153,977,663.65 euros, equivalent to 50% of the current share capital.

Capital increases under this authorization will be carried out by issuing and releasing new voting or non-voting shares, with or without a share premium. The Board of Directors may, in any unforeseen event, set the terms and conditions of the capital increases and the characteristics of the shares, as well as freely offer new shares not subscribed within the period or periods for exercising the preemptive subscription rights. The Board of Directors may also establish that, in the event of incomplete subscription, the share capital will only be increased by the amount actually subscribed, and it may rewrite the article in the Bylaws regarding share capital.

With regard to capital increases carried out under this authorization, the Board of Directors is expressly authorized to exclude, in whole or in part, preemptive subscription rights under the terms of Article 506 of the Recast Text of the Companies Act. However, this power shall be limited to capital increases carried out under this authorization up to an amount of 61,591,065.46 euros, equivalent to 20% of the current share capital.

Where appropriate, the Company shall request the admission to trading on official or unofficial secondary markets, whether organized or not, of the

shares issued under this authorization, empowering the Board of Directors to carry out the procedures and actions necessary for the admission to trading with the competent bodies of the different securities markets.

The Board of Directors is also authorized, in accordance with the provisions of Article 249 bis of the Recast Text of the Companies Act, to delegate the powers referred to in this resolution to the Steering Committee, with express powers of substitution by each and every member of the Board of Directors.

14. To delegate the necessary powers to the Board of Directors to issue bonds, debentures and other fixed-income securities that may be converted into shares (hereinafter the “Securities”) under the following terms:
 - The Securities may consist of bonds or debentures that may be converted into newly issued shares or swapped for outstanding shares in the Company, as well as of warrants and other instruments that, directly or indirectly, may give entitlement to the subscription or acquisition of shares of the Company, whether newly issued or already outstanding.
 - The Board of Directors shall have the broadest powers to issue the Securities and determine the characteristics and terms of each issuing, in particular, but not limited to, the following:
 - To determine the nominal value, type of issuing, premiums and exercise price as well as the currency of the issuing, form of representation, interest rate and amortization.
 - To establish anti-dilution and subordination clauses; to grant guarantees, of a real or personal nature, of the fulfillment of the obligations arising from the issuing; to contract the granting of guarantees with third parties.
 - To create a debenture holders' syndicate, to establish its internal regulations and to appoint a commissioner thereof; to establish that the issuer reserves the right to choose at any time whether the Securities are to be converted or exchanged through the delivery of newly issued shares, outstanding shares, or a combination of both.
 - To request the admission of Securities to trading in all types of markets, domestic or foreign, organized or not.
 - To exclude, in whole or in part, preferential subscription rights to the issuing of Securities agreed under this delegation under the terms of Article 511 of the Recast Text of the Companies Act. In this case, the maximum number of shares into which the Securities may be converted based on their initial conversion rate, plus the number of shares issued under the authorization

envisaged in item 4 of the agenda, may not exceed 20% of the number of shares in the current share capital.

- To increase the share capital by the amount necessary to meet demand for conversion and/or the exercise of subscription rights to the extent that the amount of these increases, together with the amount of the other increases agreed under the authorization envisaged in item 4 of the agenda, does not exceed half of the current share capital or, in the event that the issuing excludes preemptive subscription rights, 20% of the current share capital; and to amend the article of the corporate bylaws relating to the amount of the share capital.
- The following criteria shall apply for the purposes of determining the basis and methods of conversion or exchange: the conversion or exchange rate shall be fixed, the fixed-income Securities shall be valued at their face value, and the shares at a fixed exchange rate determined by the Board of Directors, or at an exchange rate determined by the stock market value of the Company's shares on the date(s) or period(s) used as a reference and established in the same Board of Directors' resolution. In any case, the share price shall be no lower than the highest price between (i) the arithmetical average of the closing prices of the Company's shares in the continuous market during a period determined by the Board of Directors, which shall be no greater than three months or less than fifteen days prior to the date of the Board of Directors' meeting approving the issuing of the Securities, and (ii) the closing price of the shares in the same continuous market on the day prior to the date of the Board of Directors' meeting which, by making use of this authorization, approves the issuing of the Securities.

Within the limits established in the preceding paragraph, the Board of Directors shall have the broadest powers to develop and specify the basis and methods of conversion and exchange.

- Shares may be issued one or more times, at any time, within a maximum period of five years from the date of adoption of this resolution.
- The maximum total amount of the issuing of shares agreed under this delegation will be two billion euros (2,000,000 euros) or its equivalent in another currency.

The Board of Directors is also authorized, in accordance with the provisions of Article 249 bis of the Recast Text of the Companies Act, to delegate the powers referred to in this resolution to the Steering Committee, with express powers of substitution by each and every member of the Board of Directors.

15. To approve, pursuant to Article 529(19) of the Recast Text of the Companies Act, the Board Directors' Compensation Policy for the 2023-2025 period, which includes the maximum amount of annual remuneration for Board Directors in their condition as such.
16. To countersign the 2022 Annual Report on Board Directors' Remuneration that is submitted, in an advisory capacity, to the Annual General Meeting, with the favorable report by the Appointments and Remuneration Committee.
17. Delegate to the Board of Directors, with express power of delegation, in turn, to the Steering Committee or to each member of the Board of Directors, as many powers as deemed necessary for the purposes of interpreting, correcting, complementing, executing, and developing any of the resolutions adopted by the Annual General Meeting.
18. To delegate the broadest powers to the Chairman and to the Secretary of the Board of Directors so that either of them may appear before a Notary and proceed to execute and submit to the public these resolutions by executing the necessary public and private documents required for their registration in the Company Registry; with the express authority to make as many amendments, clarifications, rectifications and corrections as are required or necessary in order to adapt the resolutions to the Company Registrar's description and thereby obtain their full or partial registration as set out in Article 63 of the Company Registry Regulations.



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