

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

1. Approve the individual and consolidated Financial Statements for financial year 2013.
2. Approve the Board of Directors' management during financial year 2013.
3. Ratify the appointment of Ms. Catalina Miñarro Brugarolas as an Independent Director, agreed by the Board of Directors on 30th October 2013 by co-optation to fill the vacancy resulting from the stepping down of Mr. Francisco Ruiz Risueño, and elect her for a four-year period.
4. Re-elect for another four-year period Mr. Antonio Huertas Mejías as an Executive Director.
5. Re-elect for another four-year period Mr. Francisco Vallejo Vallejo as a Nominee Director.
6. Re-elect for another four-year period Mr. Rafael Beca Borrego as an Independent Director, effective on 29th December 2014, the date on which his term of office expires.
7. Re-elect for another four-year period Mr. Rafael Fontoira Suris as an Independent Director.
8. Re-elect for another four-year period Mr. Andrés Jiménez Herradón as a Nominee Director.
9. Re-elect for another four-year period Mr. Rafael Márquez Osorio as a Nominee Director, effective on 29th December 2014, the date on which his term of office expires.
10. Re-elect for another four-year period Ms. Francisca Martín Tabernero as an Independent Director.
11. Re-elect for another four-year period Mr. Matías Salvá Bennasar as an Independent Director.

These proposed ratifications and 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 the corporate governance rules.

12. Approve the distribution of earnings corresponding to financial year 2013 proposed by the Board of Directors, and accordingly 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, in the sum of €0.05 gross per share, was paid out following a resolution passed by the Board of Directors on 30th October 2013, and the rest, up to the agreed total of €0.08 gross per share, shall be paid on a date to be determined by the Board of Directors, within the period from 1st May and 30th June 2014.

13. Endorse the Annual report on Directors' remuneration, which shall be submitted to the Annual General Meeting for consultation purposes.

The aforementioned Annual report on Directors' remuneration has received the endorsement of the Appointments and Remuneration Committee.

14. Extend the appointment of Ernst & Young, S.L. as the Company's Accounts Audit firm, both for the Individual Financial Statements and for the Consolidated Financial Statements for a new one-year period, that is, for financial year 2014, although this appointment may be revoked by the Annual General Meeting before the end of said period if a justifiable reason for doing so exists.

15. Delegate the broadest powers in favour of the Chairman and the Secretary of the Board of Directors, so that they may individually, before a Notary Public, execute the preceding resolutions and record them as a public deed via any public or private document insofar as it is necessary, until their recording at the Registrar of Companies; they are likewise entitled to amend, clarify, rectify and correct these resolutions 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. Authorise the Board of Directors to clarify and interpret the preceding resolutions.

17. Thank those involved in the management of the company for their loyal co-operation during this financial year.