



BOARD OF DIRECTORS REPORT ON THE PROPOSALS FOR THE APPOINTMENT,
REELECTION AND RATIFICATION OF DIRECTORS

Madrid, February 6, 2019

I. BACKGROUND AND JUSTIFICATION FOR THE PROPOSALS

This report is prepared by the Board of Directors of MAPFRE S.A., (“MAPFRE” or the “Company”) in accordance with the provisions of Article 529-decies. 5 of the Companies Act, to justify the following proposals for appointment, reelection and ratification of directors which are submitted to the approval of the Annual General Meeting under point 5 of the agenda: (i) Mr. José Manuel Inchausti Pérez, as executive director; (ii) Mr. Luis Hernando de Larramendi Martínez, Mr. Antonio Miguel-Romero de Olano and Mr. Alfonso Rebuelta Badías, as nominee directors and (iii) Mr. Georg Daschner and Mr. Antonio Gómez Ciria, as independent directors.

The aim of this report is to assess the competence, experience and merits of the candidates proposed for appointment, reelection and ratification to the Annual General Meeting, for which the Board of Directors have taken into consideration the suitability of the director's professional profiles, the specific nature of the business and the international character of the company. The Board of Directors has also verified that the candidates meet the requirements for prestige, suitability, solvency, competence, experience, qualifications, training, availability and commitment to their function, and that they are neither directly nor indirectly affected by any of the causes for incompatibility, prohibition or conflict of interest established by Law, the Corporate Statutes or the Regulations of the Board of Directors.

The Appointments and Remuneration Committee issued, in advance, a report in which it recognized the dedication to the role of non-independent directors whose reelection is proposed, which was approved at its meeting on January 30, 2019. In addition, the Committee agreed at that meeting to propose the reelection of Mr. Georg Daschner and Mr. Antonio Gómez Ciria as directors, with the category of independent directors.

II. PROPOSALS

Mr José Manuel Inchausti Pérez

A Law graduate from the Complutense University of Madrid who also completed the Senior Management Program at IESE. He has spent a large part of his professional career at MAPFRE, holding several senior executive positions since he joined. He has been Vice Chairman of the Board of MAPFRE since July 2018 and CEO of the Iberia Territorial Area since 2015.

Mr. Inchausti Pérez has been an executive director of the Company since July 18, 2018, the effective date of his appointment by co-option, agreed by the Board of Directors on June 18, 2018. He currently also holds the positions of First Vice Chairman and CEO of MAPFRE ESPAÑA, director of MAPFRE VIDA, MAPFRE GLOBAL, MAPFRE RE and CARTERA MAPFRE, Chairman of MAPFRE



SEGUROS GERAIS, administrator of VERTI ASEGURADORA and member of the FUNDACIÓN MAPFRE Trust.

The Board of Directors, in the light of the report of the Appointments and Remuneration Committee, considers that the conduct of Mr. Inchausti Pérez as a member of the MAPFRE Board of Directors since his appointment by the Board, by means of the co-option procedure, has been very satisfactory in all aspects: performance of the role of director; quantity and quality of his work; and dedication to the role. In the view of the Board of Directors this, together with his knowledge in the legal field, and broad experience in the insurance industry during his professional career at MAPFRE justifies his ratification and reelection as a Director with the category of Executive Director.

Georg Daschner

Having worked for his entire career at MUNICH RE, which he joined in 1965, he has held, among other positions, that of Chairman of MUNICH RE in Caracas from 1982 to 1988, Director of the Latin American Division in Munich from 1988 to 2000 and Chairman of the Spain and Portugal Branch in Madrid from 2000 to 2003. He was also a member of the Management Board of MUNICH RE responsible for the Europe (excl. Germany) and Latin America Business Area from 2003 until his retirement on January 1, 2015.

Mr. Daschner has been an independent director since acceptance of his appointment by co-option by the Board of Directors on February 10, 2015. He is currently a member of the Steering Committee and Chairman of the Risk Committee of MAPFRE. He is also a director of VERTI VERSICHERUNG A.G.

The Board of Directors, in view of the proposal formulated by the Appointments and Remuneration Committee, considers that the outstanding personal and professional career of Mr. Daschner, together with his extensive knowledge of the insurance industry and in particular of the Spanish, Portuguese and Latin American markets, where MAPFRE has had a long-standing presence, justifies his reelection as a Director, with the category of Independent Director.

Mr Antonio Gómez Ciria

A graduate in Economic and Business Sciences and in Mathematical Sciences from the Complutense University of Madrid who holds an Executive MBA from IESE. He has held the positions of General Manager of Administration and Information Technology and member of the Steering Committee of the FCC Group (2009-2014), General Technical Secretary of InverCaixa (2000-2005) and Chairman of the Instituto de Contabilidad y Auditoría de Cuentas [Accounting and Auditing Institute] (1996-2000). He currently holds the position of Independent Director and Chairman of the Audit Committee of Red Eléctrica Corporación, S.A.

Mr. Gómez Ciria has been executive director of the Company since January 1, 2019, the effective date of his appointment by co-option, agreed by the Board of Directors on November 7, 2018. He is also currently a director of MAPFRE ESPAÑA, MAPFRE VIDA and MAPFRE RE.

The Board of Directors, in view of the proposal formulated by the Appointments and Remuneration Committee, considers that the outstanding personal and professional career of Mr. Gómez Ciria, together with his extensive experience and knowledge in the field of audit, accounting and the finance industry, justifies his reelection as a Director, with the category of Independent Director.

Mr Luis Hernando de Larramendi Martínez

A Law graduate from the Complutense University of Madrid, Official Industrial and Intellectual Property Agent in Spain and European Patent Agent. Since 1983, and until his retirement in 2016, he was a partner of ELZABURU, S.L.P. He is currently a member of the Board of Directors of the same company and member of the International Association for the Protection of Industrial Property.

Mr. Hernando de Larramendi Martínez has been a Nominee Director, at the proposal of the shareholder CARTERA MAPFRE, S.L.U., since the acceptance of his appointment by the General Meeting on April 17, 1999, having been reelected for the last time at the General Meeting on March 13, 2015. He is also a member of the Steering Committee and the Appointments and Remuneration Committee of MAPFRE, Second Vice Chairman of MAPFRE VIDA and MAPFRE ESPAÑA, director of MAPFRE INTERNACIONAL and Second Vice Chairman of FUNDACIÓN MAPFRE.

The Board of Directors, in light of the Report of the Appointments and Remuneration Committee, considers that the conduct of Mr. Hernando de Larramendi as a member of the MAPFRE Board of Directors since his last appointment by the General Meeting has been very satisfactory in all aspects: performance of the role of director; performance of his roles in the Committee and/or Steering Committees, quantity and quality of his work; and dedication to the role. In the view of the Board of Directors, this, together with Mr. Hernando de Larramendi Martínez's extensive training and knowledge in the legal field and broad professional experience, at national and international level, as Agent for Patents and Brands, justifies his reelection as a Director, with the category of Nominee Director.

Mr. Antonio Miguel-Romero de Olano

Agricultural Engineer having graduated from the Polytechnic University of Madrid and holder of a Masters in Business Administration (MBA) from the Madrid



Business Institute. From 1986 to 2005 he was Deputy Risk Manager at FIAT FINANCIERA.

Mr. Miguel-Romero de Olano has been a Nominee Director, at the proposal of the shareholder CARTERA MAPFRE, S.L.U., since the acceptance of his appointment by the General Meeting on April 17, 1999, having been reelected for the last time at the General Meeting on March 13, 2015. He is currently a member of the Steering Committee, the Audit and Compliance Committee and the Risk Committee of MAPFRE. He is also a director of MAPFRE ASISTENCIA, MAPFRE ESPAÑA and MAPFRE VIDA, and a member of the FUNDACIÓN MAPFRE Trust.

The Board of Directors, in light of the Report of the Appointments and Remuneration Committee, considers that the conduct of Mr. Miguel-Romero de Olano as a member of the MAPFRE Board of Directors since his last appointment by the General Meeting has been very satisfactory in all aspects: performance of the role of director; performance of his roles in the Committee and/or Steering Committees, quantity and quality of his work; and dedication to the role. In the view of the Board of Directors this, together with his training in economic sciences and his broad knowledge and experience justifies his reelection as a Director with the category of Nominee Director.

Mr. Alfonso Rebuelta Badías

A graduate in Business Sciences from Pontificia Comillas University and a holder of a Masters in Business Administration (MBA) from the University of Colombia (New York). From 1978 to 1988 he was Vice Chairman of JP MORGAN before taking on the Vice Chairmanship of CITIBANK until 1991. He then became a partner of HEIDRICK & STRUGGLES until 2002, and from then until 2005 consultant partner in Asset Executive. He currently holds the position of Partner of SIGNIUM INTERNATIONAL.

Mr. Rebuelta Badías has been a nominee director, at the proposal of the shareholder CARTERA MAPFRE, S.L.U., since the acceptance of his appointment by the General Meeting on April 17, 1999, having been reelected for the last time at the General Meeting on March 13, 2015. He is currently a member of the Appointments and Remuneration Committee of MAPFRE, Vice Chairman of MAPFRE GLOBAL RISKS, director of MAPFRE INTERNACIONAL and is also a member of the Fundación MAPFRE Trust.

The Board of Directors, in light of the Report of the Appointments and Remuneration Committee, considers that the conduct of Mr. Rebuelta Badías as a member of the MAPFRE Board of Directors since his last appointment by the General Meeting has been very satisfactory in all aspects: performance of the role of director; performance of his roles in the Committee and/or Steering Committees, quantity and quality of his work; and dedication to the role. In the



view of the Board of Directors this, together with his extensive knowledge and experience in the financial sector, consultancy and human resources justifies his reelection as a Director with the category of Nominee Director.
