



REPORT OF THE BOARD OF DIRECTORS ON THE PROPOSAL TO UPDATE THE
MAXIMUM NUMBER OF SHARES OF THE COMPANY TO BE DELIVERED TO THE
EXECUTIVE DIRECTORS UNDER THE 2022-2026 MEDIUM-TERM INCENTIVES PLAN
(ITEM 4.1. ON THE AGENDA)

Madrid, February 13, 2024



I. BACKGROUND AND JUSTIFICATION FOR THE PROPOSAL

On February 9, 2022, the Board of Directors of MAPFRE S.A. (the “**Company**” or “**MAPFRE**”), acting on the recommendation of the Appointments and Remuneration Committee, approved an extraordinary Medium- and Long-Term Incentives Plan, non-cumulative and multi-year, for key executives of the MAPFRE Group, including executive directors (the “**Incentives Plan**”). The purpose of the Incentives Plan is to align the interests of the management team with the Company and its Strategic Plan, linking their compensation to the creation of value for MAPFRE's shareholders and the sustainable achievement of strategic objectives. The total duration of the Incentives Plan is five years and it is composed of three overlapping cycles with a three-year target measurement period each: 2022-2024, 2023-2025, and 2024-2026.

Following the resolution passed during the Annual General Meeting on March 11, 2022, the maximum number of shares available for allocation to executive directors in executing the Incentives Plan was set at 2,394,882. To determine this amount, the Company considered the executive directors' group, which comprised four individuals at the time.

With the current composition of the executive directors' group now consisting of five individuals, it becomes imperative for the Annual General Meeting to increase the maximum number of shares available under the Incentives Plan to adequately cover the potential maximum compliance scenario for the existing group of executive directors.

The calculation of the maximum shares per executive director during each overlapping cycle is based on dividing the maximum euro amount, representing the incentive allocated in shares for each cycle, by the average closing prices of MAPFRE S.A. shares in December of the preceding year to the start of the corresponding cycle.

In order to cover the above-mentioned shares, the Company may allocate those that form or come to form its treasury stock or make use of another suitable financial system as determined by the Company.

All other terms and conditions of the Incentives Plan outlined in the 2023-2025 Board Directors' Compensation Policy remain fully effective.

II. PROPOSED RESOLUTIONS

The Board of Directors of the Company, at its meeting on February 13, 2024, with a favorable report from the Appointments and Remuneration Committee, resolved to present the following resolution to the upcoming Annual General Meeting:

“To set the maximum number of Company shares to be granted to executive board directors under the Extraordinary Medium- and Long-Term Incentives



Plan at 2,562,271 shares. This plan is non-consolidable and spans three overlapping cycles, each with a three-year objective measurement period (2022-2024, 2023-2025, and 2024-2026) (hereafter referred to as the "Incentives Plan").

Consequently, the maximum number of shares for each cycle within the Incentives Plan is outlined as follows:

- First overlapping cycle (2022-2024) from January 1, 2022, to December 31, 2024: 995,519 shares.*
- Second overlapping cycle (2023-2025) from January 1, 2023, to December 31, 2025: 770,775 shares.*
- Third overlapping cycle (2024-2026) from January 1, 2024, to December 31, 2026: 795,977 shares.*

The maximum number of shares allocated to each executive director in a given cycle is determined by dividing the maximum euro amount representing the share-based incentive by the average closing prices of MAPFRE S.A. shares in December of the preceding year to the cycle start.

In order to cover the above-mentioned shares, the Company may allocate those that form or come to form its treasury stock or make use of another suitable financial system as determined by the Company.

Details of the approval date and the remaining terms and conditions of the Incentives Plan are outlined in the Directors' Remuneration Policy for the period 2023-2025, which was approved by the General Shareholders' Meeting on March 10, 2023, and remains in full force."

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