



MAPFRE, S.A.

ANNUAL GENERAL SHAREHOLDERS' MEETING

The Board of Directors of MAPFRE, S.A. (the “**Company**”) hereby calls all shareholders to the Annual General Shareholders’ Meeting to take place in person, with the option of telematic attendance, at the Palacio Municipal de Congresos del Campo de las Naciones (Avenida de la Capital de España, Madrid), on Friday, March 14, 2025, at 11:30 AM on the first call. It is expected there will be sufficient quorum, and it will not be necessary to hold the meeting on the second call, which is set for Saturday, March 15, 2025. The meeting has the following

AGENDA

1. Annual financial statements, distribution of the result, and corporate management:
 - 1.1. Examination and approval of the Annual Financial Statements and the individual and consolidated Management Reports for the 2024 fiscal year.
 - 1.2. Approval of the Consolidated Non-Financial Information Statement (NFIS) and Sustainability Information of MAPFRE, S.A. and subsidiaries, included in the Consolidated Management Report of MAPFRE, S.A. corresponding to the 2024 fiscal year.
 - 1.3. Approval of the proposed distribution of the result and dividends corresponding to fiscal year 2024.
 - 1.4. Approval of the Board of Directors’ management during fiscal year 2024.
2. Appointment, re-election and ratification, where appropriate, of board directors:
 - 2.1. Re-election of Ms. Ana Isabel Fernandez Álvarez as an independent board director.
 - 2.2. Ratification and re-election of Mr. José Luis Perelli Alonso as an independent director.
 - 2.3. Re-election of Mr. Francisco José Marco Orenes as nominee director.
 - 2.4. Appointment of Mr. José Luis Jiménez Guajardo-Fajardo as executive director.
3. Reform of the Corporate Bylaws:
 - 3.1. Amendment of Articles 1 to 4 of *Title I. Nature, company name, registered office, object, and duration*, which will be renamed *Title I. Name, object,*

duration, registered office, the MAPFRE Group, Purpose, Vision, and Values, corporate website, and applicable regulations. The new sections will include Articles 1 to 8.

- 3.2. Amendment of Articles 5 to 8 of *Title II. Share capital and shares*, to be renamed *Title II. Share capital, shares, and shareholders* and to include Articles 9 to 14.
- 3.3. Amendment of Articles 9 to 12 of *Chapter 1, Annual General Meeting*, of *Title III. Governance and administration of the Company*. This chapter will be renumbered as *Chapter I. Annual General Meeting*, and will include Articles 15 to 31.
- 3.4. Amendment of Articles 13 to 19 of *Chapter 2. Board of Directors*, of *Title III. Governance and administration of the Company*. This chapter will be renamed *Chapter II. Administration*, and its *Section 1. General provisions* will include Article 32, and its *Section 2. On the Board of Directors* will include Articles 33 to 40.
- 3.5. Amendment of Articles 20 to 24 of *Chapter 3. Steering and Delegate Committees*, and of Article 25 of *Chapter 4. Executive Committee*, of *Title III. Governance and administration of the Company*. These chapters will be integrated into *Section 3. Committees of Chapter II. Administration of Title III. Governance and administration of the Company*, which will include Articles 41-46.
- 3.6. Numbering of Articles 26 to 29 of *Title IV. Protection of the general interest of the Company*, which will now become Articles 47 to 50.
- 3.7. Amendment of Articles 30 to 33 of *Title V. Management report, annual accounts, and distribution of profits*, which will be renamed *Title V. On the financial year, financial information, and sustainability report*, and will include Articles 51 to 54.
- 3.8. Amendment of Article 34 of *Title VI. Dissolution and liquidation*, which will now include Articles 55 and 56.
- 3.9. Amendment of Article 35 of *Title VII. Equity arbitration*, which will be renamed *Title VII. Legal arbitration* and will include Article 57.
4. Reform of the Annual General Meeting Regulations:
 - 4.1. Amendment of Article 1 and the inclusion of a new *Title I. On the Regulations*, which will include Articles 1 to 3.
 - 4.2. Amendment of Articles 2 on the Annual General Meeting, 3 on types of Annual General Meetings, 4 on convening meetings, and 5 on the meeting notice, along with the inclusion of *Title II. Nature, management, powers, and types of Annual General Meetings*, which will include Articles

4 to 7, and *Title III. Annual General Meeting formats and call*, which will include Articles 8 to 11.

- 4.3. Amendment of Articles 6 and 7 of *Chapter III. Preparation of the Annual General Meeting*, which will be renamed *Title IV. Information prior to the Annual General Meeting*, and will include Articles 12 to 14.
 - 4.4. Amendment of Article 8 and Articles 9 to 15 of *Chapter IV. Conduct of the Annual General Meeting* and of Article 16 and the inclusion of *Title V. Attendance and representation*, which will include Articles 15 to 20 of *Title VI. Constitution and conduct of the Annual General Meeting*, which will include Articles 21 to 30 and *Title VII. Voting and adoption of resolutions*, which will include Articles 31 to 33.
 - 4.5. Amendment of Article 8 bis on remote real-time attendance and inclusion of a new Article 34 on the specific features of telematic attendance, which will form part of *Title VIII. Specific features of telematic attendance*, proposed to be created.
 - 4.6. Incorporation of *Title IX. Extension and suspension of the Annual General Meeting*, which will include the new Articles 35 and 36.
 - 4.7. Amendment of Articles 17 on the minutes of the Annual General Meeting and 18 on the publication of the resolutions which, after their reform, will become Articles 37 and 38, respectively, of *Title X. Minutes of the Annual General Meeting and publication of the adopted resolutions*.
5. Remuneration of board directors:
 - 5.1. Approval of the Compensation Policy for Board Directors for the 2025-2028 period.
 - 5.2. Referendum on the Annual Report on Board Directors' Remuneration for fiscal year 2024.
 6. Approval and payment of the *dividend for shareholder participation* in the Annual General Shareholders' Meeting.
 7. Delegation of powers for the interpretation, correction, completion, execution, development, and notarization of the agreements adopted by the Annual General Meeting.

In accordance with the provisions of Article 203 of the Recast Text of the Companies Act, the Board of Directors has resolved to request the presence of a notary to minute the Annual General Shareholders' Meeting.

ECONOMIC INCENTIVE TO PARTICIPATE IN THE ANNUAL GENERAL MEETING

To foster active shareholder engagement in the Company's operations and, specifically, to encourage their participation and attendance at the Annual General

Shareholders' Meeting, the Board of Directors proposes for approval, under item 6 of the agenda, the payment of a cash *dividend tied to shareholder participation* in the meeting.

The dividend amount is 0.0015 euros gross per share outstanding and will be paid to shareholders who have shares in the Company registered in their name in the accounting records five days before the scheduled date of the Annual General Meeting (record date). This payment is subject to the approval of the incentive by the Annual General Meeting, on the condition that the quorum for the meeting reaches 81% of the share capital and that the new Article 22 of the *Corporate Bylaws*, outlined in item 3.3 of the agenda, is approved.

Shareholders are also informed that, as in recent years, no commemorative gift will be distributed.

SUPPLEMENT TO THE CALL TO ATTEND THE ANNUAL GENERAL SHAREHOLDERS' MEETING

Shareholders representing at least three percent of the share capital may, by sending a formal notice to the Board of Directors within five days following the publication of this meeting notice, submit new proposals for resolutions on items included in the agenda, or request the inclusion of new items on the agenda of the Annual General Shareholders' Meeting, all in accordance with the applicable regulations.

RIGHT TO INFORMATION

The following documents, as well as this notice, are available to shareholders at the registered office and on the Company's corporate website (www.mapfre.com):

- The complete text of the proposed resolutions to be submitted to the Annual General Meeting.
- The Company's Annual Accounts and Management Reports (both individual and consolidated) for fiscal year 2024, as well as the respective reports presented by the Auditors.
- The Annual Corporate Governance Report for fiscal year 2024.
- The Consolidated Non-Financial Information Statement (NFIS) and Sustainability Information of MAPFRE, S.A. and its subsidiary companies (included in the consolidated Management Report of MAPFRE, S.A. for fiscal year 2024) and the corresponding independent external verification report.
- Report by the Board of Directors regarding the appointment, re-election and ratification of board directors proposed in Item 2 on the Agenda, which includes an assessment of their competence, experience and merits, along with their resume.
- Proposals and reports by the Appointments and Remuneration Committee regarding the appointment, re-election, and ratification of board directors proposed in Item 2 on the agenda.

- Report by the Board of Directors regarding the proposed amendments to the Corporate Bylaws and the Annual General Meeting Regulations, under items 3 and 4 of the agenda, respectively, which includes the full texts of the proposed resolutions to be submitted to the Annual General Meeting under the aforementioned items.
- The Directors' Remuneration Policy for the 2025-2028 period, the approval of which is proposed under item 5.1 of the agenda, along with the corresponding Appointments and Remuneration Committee Report.
- Annual Report on Board Directors' Remuneration for fiscal year 2024.
- Report by the Board of Directors regarding the amendments to the Board of Directors' Regulations approved at the previous Annual General Meeting.
- Reports on the composition and functioning of the Audit and Compliance and Appointments and Remuneration Committees.
- Report by the Audit and Compliance Committee on the independence of the external auditor.
- Report by the Audit and Compliance Committee on related-party transactions.
- Forms for the attendance, proxy, and absentee ballot cards.
- The current recast texts of the Corporate Bylaws and Annual General Meeting Regulations.
- Information regarding the total number of shares and voting rights on the date of publication of this meeting notice.

Shareholders may request that the Company delivers or sends these documents to them free of charge. Likewise, until the fifth day prior to the Annual General Meeting being held, shareholders may pose questions or request information or explanations regarding the proposed resolutions included in the agenda, regarding the publicly available information that the Company has provided to the National Securities and Exchange Commission (the "CNMV") since the last Annual General Meeting, and regarding the Audit Report.

More detailed information on such rights can be found on the Company's corporate website (www.mapfre.com).

THE ELECTRONIC SHAREHOLDERS' FORUM

In accordance with Article 539.2 of the Recast Text of the Companies Act, an Electronic Shareholders' Forum is available on the Company's website (www.mapfre.com) from the publication of this notice and until the Annual General Meeting is held.

RIGHT OF ATTENDANCE

Shareholders who hold one thousand shares or more, and who have their shares recorded in the corresponding Accounts Register five days prior to the date on which the Annual General Meeting is to be held, shall be entitled to attend. Shareholders holding fewer shares than the required minimum may pool their shares to reach at least the specified number, appointing one of the members of the group as a representative, or delegating their representation and voting remotely prior to the Annual General Meeting, under the terms outlined below.

IN-PERSON ATTENDANCE AT THE ANNUAL GENERAL MEETING

To attend the Annual General Meeting, shareholders must obtain the attendance card issued by the depository institutions or that the Company makes available to shareholders on its corporate website (www.mapfre.com) in the section concerning the Annual General Meeting.

Shareholders attending in person (or their representatives) must duly identify themselves to the MAPFRE services prior to the Annual General Meeting.

TELEMATIC ATTENDANCE AT THE ANNUAL GENERAL MEETING

The Board of Directors, pursuant to the authorization granted by Articles 8 bis and 16 of the Regulations for the Annual General Meeting, has authorized the following procedure for telematic attendance at the Annual General Meeting.

➤ Prior registration of shareholders and representatives

The Company will enable the Telematic Attendance Platform in the "Annual General Meeting" section of the "Shareholders and Investors" area of its corporate website (www.mapfre.com), where instructions for remotely attending the Annual General Meeting will also be available.

Shareholders (or their representatives) who wish to attend the Annual General Meeting telematically must register on the Telematic Attendance Platform between 8:00 a.m. and 11:30 a.m. on the day of the Annual General Meeting (i.e. Friday, March 14, 2025, for the first call and, where appropriate, on the following day, Saturday, March 15, 2025, for the second call). After 11:30 a.m., no registrations for telematic attendance will be accepted.

Shareholders (or their representatives) must verify their identity using: (i) a valid electronic National Identity Document (DNI); (ii) a valid electronic certificate issued by the National Mint and Stamp Factory (*Fábrica Nacional de la Moneda y Timbre*, FNMT), with no revocation record; or (iii) the username/password credentials that the shareholder will receive from the Company at the email address provided when completing the credentials request form, available on the Telematic Attendance Platform, after their identity is verified. The Company reserves the right to request any additional means of identification from shareholders (or their representatives) as it deems necessary to verify their status

as shareholders or representatives and to ensure the authenticity of the vote or proxy.

In order for legal entities with shareholder status to be able to register on the Telematic Attendance Platform and attend the Annual General Meeting remotely, the proxy who will complete the registration process on behalf of said shareholders must first prove their representation and identity. To do so, they must send the attendance card issued in the name of said shareholders by the Company or by the depository institution, duly completed and signed, along with a copy of the official document accrediting the proxy's identity and a copy of the document certifying the power that allows them to act on behalf of said shareholders, to the attention of the General Counsel, Carretera de Pozuelo, No. 52, Building 1, 28222, Majadahonda, Madrid, Spain, or to the email address juntageneral@mapfre.com at least 24 hours before the Meeting is held on the first call. Upon receipt and verification of the documentation, the proxy may register and attend the Annual General Meeting telematically provided that they meet the access and identification requirements set out in this meeting notice.

In order for the representative to be able to attend the Annual General Meeting remotely, the proxy (unless the proxy has been authorized by electronic means) and the identity of the representative to the Company must be accredited by means of sending the proxy voting card issued by the Company or by the depository institution, duly completed and signed by the shareholder, along with a copy of the official document certifying the identity of the representative. The Company must receive such documents to the attention of the General Counsel at Carretera de Pozuelo, No. 52, Building 1, 28222, Majadahonda, Madrid, Spain, or sent to the email address juntageneral@mapfre.com at least 24 hours before the Meeting is held on the first call.

In addition to the aforementioned verification, representatives must also register on the Telematic Attendance Platform and authenticate themselves as remote attendees under the same terms as the shareholders.

Once the shareholder (or their representative) has accessed the Telematic Attendance Platform, they may attend and vote in the Annual General Meeting through real-time remote means of communication. Likewise, people who attend telematically may follow the Annual General Meeting's entire agenda, which will be broadcast in real time through the Company's corporate website www.mapfre.com, without prejudice to its recording and public dissemination through that page.

Shareholders' telematic attendance shall be equivalent to in-person attendance at the Annual General Meeting.

In the event that the Annual General Meeting cannot be held on the first call due to a lack of quorum, shareholders (or their representatives) must complete the registration process again in order to register as an attendee of the Annual General Meeting on the second call.

➤ **Exercise by the shareholders (or their representatives) of their rights to intervention, information, proposal and voting via telematic attendance**

- Rights of intervention, information and proposal

Shareholders (or their representatives) who attend the Annual General Meeting telematically and who wish to speak at the Annual General Meeting, to request any information or clarifications that they deem necessary regarding the matters on the agenda, regarding the publicly accessible information that the Company has provided to the National Securities Market Commission since the last Annual General Meeting, or concerning the Audit Report, shall indicate, where appropriate, their intention to do so at the time of registration as provided for in the Telematic Attendance Platform.

Interventions, requests for information or clarifications, and, where appropriate, proposals, shall be sent in writing through the link established for this purpose in the Telematic Attendance Platform from the time of registration and until the time for discussion is closed, which shall be indicated in due course during the Annual General Meeting.

In the event that shareholders (or their representatives) wish for their intervention to be recorded in the meeting minutes, they must so state clearly and expressly in the heading of their written notification.

Requests for information or clarifications from shareholders (or their representatives) who attend telematically shall be answered verbally during the Annual General Meeting or in writing, within the seven days of the meeting having been held.

- Voting rights

Shareholders (or their representatives) who attend the Annual General Meeting in a telematic manner may exercise their right to vote through the voting form available for this purpose in the Telematic Attendance Platform, from the time of registration to the time when voting on the proposed resolutions is completed during the Annual General Meeting, which will be indicated in due course during the meeting.

➤ **Other matters**

- Revocation and priority rules: in-person or telematic attendance by shareholders shall prevail over votes cast remotely and proxies granted prior to the holding of the Annual General Meeting.

- The Company reserves the right to modify, suspend, cancel, or restrict telematic attendance mechanisms for the Annual General Meeting, as well as to temporarily suspend or extend the Annual General Meeting, when technical or security reasons so require or justify.

- Storing the electronic signature: Shareholders (or their representatives) are solely responsible for storing and using their electronic signature.
- Incidents: the Company shall not be liable for any damages or losses incurred by the shareholder (or their representative) resulting from the temporary unavailability of its website, as well as from any malfunctions, overloads, line disruptions, connection failures, or any other similar circumstances beyond the Company's control, which may prevent or hinder the use of electronic mechanisms. Therefore, such circumstances shall not constitute illegitimate deprivation of shareholder attendance or participation rights.

REPRESENTATION AND VOTING BY MEANS OF REMOTE COMMUNICATION PRIOR TO THE ANNUAL GENERAL MEETING

The Board of Directors, pursuant to the authorization granted by Articles 9 and 16 of the Regulations for the Annual General Meeting, has authorized the following procedure for the exercise of the rights of representation and voting by means of remote communication prior to the Annual General Meeting.

➤ **Right to representation**

The right to attend the Annual General Meeting may be delegated to another person, who may or may not be a shareholder. Representation must be conferred in a special capacity for each Annual General Meeting by any of the means outlined below.

➤ **Voting prior to the Annual General Meeting**

Shareholders may exercise their right to vote prior to the Annual General Meeting, without the need to attend the Annual General Meeting, by using any of the following means. Shareholders who cast their votes in this way shall be considered present for the purposes of the constitution of the Annual General Meeting.

➤ **Means to grant representation and cast votes prior to the Annual General Meeting**

- Postal mail

Representation/voting shall be conducted by completing the proxy voting card or absentee ballot card issued by the depository institution or made available to shareholders by the Company through its corporate website (www.mapfre.com) in the section concerning the Annual General Meeting.

The original card, duly completed and signed, must be sent by postal mail to the registered office (Carretera de Pozuelo, No. 52, Building 1, 28222-Majadahonda, Madrid, Spain), for the attention of the General Counsel, accompanied by a photocopy of an official document certifying the identity of the shareholder. In the case of a legal entity, a copy of the document that accredits the representation of the individual signing the postal voting form on its behalf must also be sent.

– Online through the Company's website

Delegation of representation/casting of votes may be made electronically through the system provided for this purpose on the Company's corporate website (www.mapfre.com). The website explains in detail the procedure to be followed by shareholders in order to exercise these rights. Shareholders must certify their identity using: (i) a valid electronic National Electronic Identity Document (DNI); (ii) a valid electronic certificate issued by the National Mint and Stamp Factory (*Fábrica Nacional de la Moneda y Timbre*, FNMT), with no revocation record; or (iii) the username/password credentials that the shareholder will receive from the Company at the email address provided when completing the credentials request form, available on the MAPFRE corporate website, after their identity is verified.

➤ **General rules for exercising proxy and voting rights via remote communication prior to the Annual General Meeting**

– Rights of representation and attendance: Shareholders exercising their rights of representation and voting by remote means of communication must have their shares entered in the corresponding accounting register five days prior to the Annual General Meeting.

– Legal entities with shareholders status: Shareholders who are legal entities and those who are not residents of Spain must contact the company via the email address juntageneral@mapfre.com to inquire about the possibility, where appropriate, of adapting the voting and delegation mechanisms remotely to their peculiarities with due guarantees.

Likewise, for legal entities with shareholder status, the Company reserves the right to require evidence of the sufficiency and validity of the power of attorney of the individual acting on behalf of the shareholder.

– Deadline for receipt by the Company: in order to be valid, votes conferred by any of the aforementioned remote means of communication must be received by the Company at least 24 hours in advance of the Annual General Meeting being held.

– Revocation and priority rules: representation and voting by remote means are always revocable, and must be revoked expressly and through the same means used for their issuing, within the time limit established for the said issuing.

Attendance at the Annual General Meeting, either in person or virtually, will nullify any votes cast or proxies granted that were previously communicated to the Company. No more than one proxy shall be permitted at the Annual General Meeting.

Likewise, voting will make any proxy (electronic or postal) ineffective, whether it be prior, which will be deemed revoked, or subsequent, which will be deemed not executed, regardless of the means used to cast the vote. In the

event that the shareholder cast various votes of different outcomes, or several proxies, electronically or by mail, the vote most recently cast will prevail.

- Filling out the absentee ballot card: in the event that the absentee ballot card does not indicate the direction of the shareholder's vote, it shall be understood in any case that the shareholder votes in favor of the proposed resolutions made by the Board of Directors for each item on the agenda published in the meeting notice.

SUSTAINABLE EVENT

The Annual General Shareholders' Meeting will be an event with sustainable certification according to the ISO 20121 standard, which means that its planning and development takes into account inclusive labor criteria and respect for diversity, as well as environmental protection.

Its objectives include, for example, promoting reduced consumption of resources such as water and energy; minimizing waste generation; and raising awareness of responsible consumption among attendees and the people involved. MAPFRE has also committed to driving inclusion, fostering equal opportunities and promoting accessibility. To achieve this, it will hire support staff following equality and inclusion criteria; use simultaneous translation and sign language; and enable barrier-free access to people with reduced mobility.

AENOR is the entity responsible for certifying that the Annual General Shareholders' Meeting complies with the requirements of the ISO 20121 standard for sustainability events management systems.

The Annual General Shareholders' Meeting will also be neutral, meaning that the tons of CO₂ issued will be offset by financing a reforestation project to be undertaken in Spain.

DATA PROTECTION

The information and/or personal data provided by shareholders or shareholders' representatives, as well as all the data, including voice and image, obtained during the Annual General Meeting through videos, photographs, forms or any other means, will be processed by MAPFRE, S.A. for the purposes described in **"Additional Information on Data Protection"** (https://www.mapfre.com/statics/clausulas/anuncioconvocatoria_ig_telematica_2capa.pdf).

If the data provided refer to physical persons other than the shareholders/shareholders' representative, the latter guarantee to have the former's consent before providing the data, informing them in advance of the data protection terms set out in this document.

Likewise, if the data provided belong to minors, the shareholder, as holder of the parental rights or guardianship of the minor, expressly authorizes the processing of said data under the terms set out in **"Additional Information on Data Protection"**.

Basic Information on Data Protection	
Data controller	MAPFRE, S.A.
Purposes	<ol style="list-style-type: none">1- Organization, implementation, dissemination and publication of the Annual General Meeting.2- To process telematic attendance to MAPFRE's Annual General Meeting under the terms established by current legislation and pursuant to the procedure approved by the Board of Directors for telematically attending the Annual General Meeting through real-time remote connection, available on MAPFRE's website (www.mapfre.com).3- Comprehensive, centralized management of your relationship with the MAPFRE Group.
Legal basis	<ul style="list-style-type: none">- Compliance with legal obligations in the organization and implementation of the Annual General Meeting.- Legitimate interest of MAPFRE, S.A. in the dissemination and publication of the Annual General Meeting and in the comprehensive and centralized management of your relationship with the Group.
Recipients	Data may be disclosed to third parties and/or transferred to third countries under the terms specified in the Additional Information on Data Protection.
Rights	Users may exercise their rights of access, rectification, deletion, restriction, objection and portability, as detailed in Additional Information on Data Protection.

Madrid, February 12, 2025

THE GENERAL COUNSEL AND SECRETARY
OF THE BOARD OF DIRECTORS