

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

**Point 1.- Annual Financial Statements, distribution of the result, and corporate management**

- 1.1. To approve the Annual Financial Statements and the individual and consolidated Management Reports for the 2023 fiscal year.
- 1.2. To approve the Integrated Report for the 2023 fiscal year.
- 1.3. To approve the non-financial information statement for the 2023 fiscal year, including the Integrated Report.
- 1.4. To approve the final results for 2023 proposed by the Board of Directors and consequently distribute a total dividend of 0.15 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 26, 2023, and the rest, up to the agreed total of 0.09 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, 2024. The amount corresponding to treasury stock will be applied on a proportional basis to the remaining shares.
- 1.5. To approve the management of the Board of Directors in the 2023 fiscal year.

**Point 2.- Appointment, re-election and ratification, where appropriate, of board directors**

- 2.1. To reelect board director Ms. María Leticia de Freitas Costa as an independent board director for a further four years.
- 2.2. To reelect board director Ms. Rosa María García García as an independent board director for a further four years.

Proposals 2.1 and 2.2 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.

- 2.3. To ratify the appointment of board director Mr. Eduardo Pérez de Lema Holweg, appointed by the Board of Directors on October 26, 2023, effective January 1, 2024, by co-opting, and to reelect him for a period of four years as an executive board director.

Proposal 2.3 was 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.

### **Point 3.- Re-election and Appointment of Auditors**

- 3.1. To reelect the firm KPMG Auditores, S.L. as Auditors of the Company's Accounts, both for the Individual Annual Accounts and for the Consolidated Annual Accounts, for fiscal year 2024.
- 3.2. Appointment of the firm KPMG Auditores S.L. as Auditors of the Company's Accounts, both for the Individual Annual Accounts and for the Consolidated Annual Accounts, for a period of three years, i.e. for fiscal years 2025, 2026 and 2027. This is without prejudice to the fact that the appointment may be revoked by the Annual General Meeting before the end of this period, if there is just cause to do so.

### **Point 4.- Directors' remuneration**

- 4.1. 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 abovementioned 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 Annual General Meeting on March 10, 2023, and remains in full force.

- 4.2. To countersign the 2023 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.

**Point 5.- Authorization and delegation of powers for the interpretation, correction, supplementation, execution, and development of the resolutions adopted by the Annual General Meeting**

5. 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.

**Point 6.- Delegation of powers to execute and record as a public deed the resolutions passed at the Annual General Meeting**

6. 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.