

RELEVANT FACT

In accordance with current legislation, notice is hereby given that the Board of Directors of MAPFRE, S.A. has resolved to introduce the following amendments to the Regulations governing the Board of Directors of MAPFRE, S.A.:

- Amend the introduction as well as the articles 1.1; 2.2, 3 and 6; 7.1 and 7.2; 8.2; 12.1; 13.1, 13.3 and 13.4; 15.1, in order to adapt some terms contained therein to the newly approved corporate structure.
- Amend the wording of article 16, governing the powers of the Steering Committee.

The Appendix attached hereto contains the texts corresponding to the introduction and the aforementioned articles resulting from the above-mentioned amendments.

Madrid, 20th December 2013

INTRODUCTION

These Regulations are drawn up in compliance with the legislation in force, and are aimed at developing the rules for the internal governance and functioning of the Board of Directors of MAPFRE, S.A. (hereinafter the Company) in accordance with the legal and statutory provisions, in order to ensure the appropriate management of the company. For the purposes of these Regulations, the following terms shall have the following meanings:

- **MAPFRE GROUP or GROUP:** the business group composed of MAPFRE S.A., as parent company, and its subsidiary and dependent companies pursuant to the provisions of article 4 of the Security Markets Act.
- **MAPFRE:** the institutional whole composed of FUNDACIÓN MAPFRE and its directly-linked entities, and the MAPFRE GROUP.
- **Entities directly linked to FUNDACIÓN MAPFRE:** FUNDACIÓN MAPFRE GUANARTEME, and the companies directly or indirectly controlled by the Foundation which are not part of the MAPFRE GROUP.
- **Code of Good Governance:** MAPFRE's Code of Good Governance.
- **CNMV Unified Code:** the Unified Code of Good Governance approved by the Spanish Securities and Exchange Commission (CNMV).

These Regulations are within the framework defined by the Code of Good Governance. Therefore, those persons who are required to abide by these Regulations are also required to abide by the rules laid down in the said Code.

Article 1. Basic functions

1. In accordance with the legal and statutory provisions, the Board of Directors is the representative, governing and management body of the Company. As such, it holds all representative, governing and management powers, and its acts bind the Company, with no limit other than the powers that expressly correspond to the Annual General Meeting pursuant to law and the bylaws.

It acts as the main supervisory and decision-making body of the Company, while supervising its subsidiary companies as a whole, whereas ordinary management is carried out by the management and executive bodies of the Company and by the relevant corporate bodies of the said subsidiary companies.

It may delegate such powers as it considers convenient, save for those that may not be delegated pursuant to the law or the company bylaws.

Article 2. Powers

[...]

2. With regard to Corporate Governance

- To PROMOTE the amendment of the corporate bylaws, and to AUTHORISE the

amendment of those of the subsidiary and dependent companies, where this should be necessary for legal reasons or it is deemed convenient, and to RESOLVE any doubts arising from the interpretation of such bylaws.

- To APPROVE the Code of Good Governance and any amendments thereto, in consensus with the Board of Trustees of FUNDACIÓN MAPFRE, and to TAKE all necessary measures in order to ensure compliance with the rules contained in the said Code across the Group.
- To ESTABLISH the Codes of Conduct required by law, or those deemed to be appropriate in order to best comply with the principles established in the Code of Good Governance, following a favourable report by MAPFRE's Control Committee, and to adopt such measures as may be necessary in order to ensure compliance across the Group.

3. With regard to Acts of Disposal

- To ENSURE that, under no circumstances, any funds or property making up the assets of the Company and of its subsidiaries are used directly or indirectly for any ideological, political, or other purpose that is alien to their respective business objectives; with the sole exceptions of the donations envisaged in FUNDACIÓN MAPFRE's articles of association, and those sums of limited amount which, subject to the approval of the Control Committee, are set aside for good causes, charity or social needs commensurate with the Group's business volume.
- To AUTHORISE, unless the approval thereof corresponds to the Annual General Meeting, any investments or transactions of any kind which, given the high value involved or their special characteristics, are deemed to be of a strategic nature. In particular, this provision refers to the following:
 - a) Acts of disposal carried out by the Company or any of its subsidiary and dependent companies with regard to rights in rem which have a unit value in excess of 5% of the total assets of the Company in question, in accordance with the latest balance sheet approved.
 - b) The provision by the Company or its subsidiaries of sureties or bank guarantees unrelated to their respective operational activities in a cumulative amount in excess of 1% of the aforesaid assets.
 - c) The creation or acquisition, where this is deemed to be justified, of shares in special-purpose vehicles or entities that have their registered office in territories deemed to be tax havens, as well as any other transactions or operations of a similar nature which, given their complexity, may affect the transparency of the Group.

[...]

6. With regard to other Governing Bodies

- To ESTABLISH the general rules governing the functioning of the Committees and Sub-Committees of the Board itself, and those of the governing bodies of the

subsidiary companies; as well as the powers of the Steering Committee and, where appropriate, of the Executive Committee at any given time.

- To APPOINT and DISMISS, or to AUTHORISE the appointment and dismissal of, the Senior Representative and Executive Officers of the Company and those of its subsidiaries that have the status of Key Companies, taking into consideration the proposals put forward as appropriate by the Appointments and Remuneration Committee or by the Chairman or the chief executive of the Company.
- To ESTABLISH, with regard to such Senior Officers, the guidelines concerning the remuneration and financial compensation policy that shall be applicable to them, on the basis of the proposals put forward by the Appointments and Remuneration Committee.
- To APPOINT the members of FUNDACIÓN MAPFRE's Board of Trustees whose appointment corresponds to the Company pursuant to the articles of association of the Foundation.

Article 7. Appointment

1. Those persons to whom a Senior Representative or Executive position is offered shall make a truthful and complete Prior Declaration of their relevant personal, family, professional or business circumstances, with particular mention of:
 - a) Those persons who, or entities which, are deemed to be linked to them, pursuant to the provisions in section 1.B) of Title IV of the Code of Good Governance.
 - b) Those circumstances that may entail a situation of incompatibility pursuant to the law, the corporate bylaws, and the provisions of the Code of Good Governance and these Regulations, or a situation of conflict of interest.
 - c) Their other professional duties, in case they might interfere with the dedication that the office requires.
 - d) Any criminal proceedings in which they appear as the accused or in which they have been charged.
 - e) Any other fact or situation affecting them and which may be of relevance to their activities as a Senior Officer.

The said declaration, which shall include the information and circumstances which are required to appear on the corporate website pursuant to the provisions laid down in article 13 of these Regulations, shall be made using the forms established for this purpose by MAPFRE, and shall include an express acceptance of the rules contained in Title IV of the Code of Good Governance.

2. Senior Officers shall be under a duty to maintain the content of their Prior Declaration permanently up to date, and accordingly any relevant change to their situation with regard to the said Declaration must be notified, as well as periodically updated when so required by MAPFRE's governing bodies.

Article 8. Dismissal

[...]

2. Directors shall place all offices they hold, including any positions they hold on the Committees and Sub-Committees, at the disposal of the Board of Directors, and where appropriate in the opinion of the said Board they shall tender their resignation, under the following circumstances:
 - a) Where they cease to hold the executive positions to which their appointment as a member of the governing bodies was linked.
 - b) Where they should incur in any of the situations of incompatibility or prohibition provided for by law.
 - c) Where they are charged with –or a court order is issued to initiate oral proceedings against them for– an alleged criminal offence, or they are the subject of disciplinary proceedings for a serious or very serious offence pursued by the supervisory authorities.
 - d) Where they receive a serious reprimand by the Compliance Committee for having infringed their duties as directors.
 - e) Where they are affected by facts or circumstances in which their continued presence on the said governing bodies may prejudice the standing and reputation of the Entity, or put its interests at risk.
 - f) Where the reasons for which they were appointed –should there expressly be any– have lapsed.

The placement of offices held at the disposal of the governing bodies shall be formalised by way of a letter addressed to the Chairman of the Board of the corresponding entity, with a copy thereof being sent to MAPFRE's Chairman.

Article 12. Relations with the markets

1. The Board of Directors, and where appropriate, that of other Group companies which issue listed securities, shall make public and communicate to the Spanish Securities and Exchange Commission (CNMV), within the terms laid down in the applicable legal provisions, all relevant information, which shall be deemed to mean all information which, if known, could have a notable effect on the trading of the said securities.

Article 13. Corporate Website

1. In order to ensure proper compliance with the provisions of Articles 11 and 12 above, and without prejudice to other suitable methods for these purposes, MAPFRE shall have a website in order to enable shareholders to exercise their right to information, to publish information as laid down in the regulations approved by the Spanish Securities and Exchange Commission (CNMV), as well as any other information that

may be considered appropriate in the interests of the shareholders and investors.

[...]

3. In the event that MAPFRE S.A. and any of its dependent companies should be listed on the Stock Exchange at the same time, the website shall contain an accurate and clear explanation of the following:
 - Their respective areas of activity and the possible business relations between them, as well as those between the listed dependent companies and the other Group companies.
 - The mechanisms in place in order to overcome any possible conflicts of interest that may arise.
4. The Board of Directors shall be responsible for making the necessary provisions in order to keep the website up to date.

Article 15. Basic Functions, Composition and Meetings

1. It is the delegated body of the Board of Directors for the high-level permanent administration and supervision of the ordinary management of the Company and its subsidiaries in their strategic and operational aspects, and for the adoption of the decisions that may be necessary for the proper functioning thereof.

Article 16. Powers.

1. The Steering Committee shall have a general decision-making capacity, with express delegation thereto of all the powers corresponding to the Board of Directors, save for those that may not be delegated pursuant to the law or, where appropriate, as expressly stated in the corporate bylaws or in these regulations.