

Madrid, February 8, 2017

SPANISH SECURITIES AND EXCHANGE COMMISSION (CNMV)

In accordance with article 228 of the Revised Text of the Securities Market Act, MAPFRE, S.A. (MAPFRE) hereby gives notice to the Spanish Securities and Exchange Commission of the following

RELEVANT FACT

MAPFRE hereby informs that the Board of Directors of the Company, at its meeting on February 7, 2017, has resolved to call the Ordinary Annual General Meeting next March 10, 2017, at 11:30 on first call (given that it is expected that there will be sufficient quorum) and on second call on March 11, 2017.

Please find attached the text of the call to MAPFRE's Ordinary General Meeting, which will be published in the Stock Exchange Official Gazettes of Madrid and Barcelona Stock Exchanges, in the press and on the company's website (www.mapfre.com).

Ángel Luis Dávila Bermejo
General Counsel



MAPFRE, S.A.

ORDINARY ANNUAL GENERAL MEETING

The Board of Directors hereby calls all shareholders to the Ordinary Annual General Meeting, which will be held in Madrid, at Palacio Municipal de Congresos del Campo de las Naciones (Avenida de la Capital de España s/n), next March 10, 2017 at 11:30 on first call, given that it is expected that there will be sufficient quorum and it will not be necessary to hold the Meeting on second call, which is set by way of this announcement at the same place and time on March 11, 2017, with the following

AGENDA

1. Review and approval of the individual and consolidated Financial Statements for financial year 2016.
2. Approval of the proposed distribution of results and dividends corresponding to financial year 2016.
3. Approval of the Board of Directors' management.
4. Appointment, re-election and ratification, where appropriate, of Directors.
5. Amendment of the Company Bylaws:
 - 5.1 Title III, Chapter 6, Section 2. (Audit Committee) and article 22. Amendment to the name of the committee as the Audit and Compliance Committee, and the adaptation of its responsibilities.
 - 5.2 Title III, Chapter 6, Section 4. (Risks and Compliance Committee) and article 24. Amendment to the name of the committee as the Risks Committee, and the adaptation of its responsibilities.
6. Modification of article 15 of the Regulations of the Annual General Meeting, in order to adapt the references to the Audit Committee.
7. Information on the modifications introduced in the Regulations of the Board of Directors.



8. Annual report on Directors' remuneration.
9. Delegation of powers for the execution and public filing of the resolutions approved at the Meeting.

Those shareholders who represent at least 3 per cent of the share capital can request, via legitimate communication to the Board of Directors within 5 days of the publication of this call, the inclusion of new resolutions or new points in the agenda of the General Meeting.

In accordance with the provisions of article 203 of the Spanish Securities Market Act, the Board of Directors has resolved to require the presence of a Notary Public to keep record of the Annual General Meeting.

The following documents, as well as this call, are made available for shareholders at the Registered Office and on the company's website (www.mapfre.com):

- The complete text of the proposed resolutions which shall be submitted to the General Meeting.
- The Company's Management Reports and Financial Statements (both individual and consolidated) for financial year 2016, as well as the respective reports from the Accounts Auditors.
- The Audit Committee Report.
- The Annual Corporate Governance Report.
- The Report of the Board of Directors regarding the appointment, re-election and ratification of Directors proposed in point 4 of the Agenda, which includes an assessment of the competence, experience and merits of Directors, along with their curriculum vitae.
- The Report of the Appointments and Remuneration Committee referring to the re-election of Directors proposed in point 4 of the Agenda.
- The Report of the Board of Directors regarding the amendments to the Company Bylaws proposed in point 5 of the Agenda, which includes the full text of the proposed resolutions which shall be submitted to the General Meeting.
- The Report of the Board of Directors regarding the amendments to the Regulations of the Annual General Meeting proposed in point 6 of the Agenda, which includes the full text of the proposed regulations which shall be submitted to the General Meeting.



- The Report of the Board of Directors regarding the amendments to the Regulations of the Board of Directors after the last General Meeting.
- The Annual Report on Directors' Remuneration.

Shareholders may request that the Company delivers or sends these documents to them free of charge. Likewise, until the 5th day prior to the holding of the General Meeting, they may ask questions or request information or explanations which they may deem appropriate with respect to the resolutions included in the Agenda, or the publicly available information which the Company has provided to the Spanish Securities and Exchange Commission (CNMV) since the last General Meeting and the Audit Report.

Those shareholders who hold one thousand shares or more, and who have their shares recorded in the corresponding Share Register 5 days prior to the date on which the Meeting is to be held, shall be entitled to attend the Meeting. Those shareholders who hold a smaller number of shares may pool their shares until at least the said number is reached, and appoint a representative from amongst them.

The right to attend the Annual General Meeting may be delegated to another person, regardless of whether they are shareholders or not. Such delegation, which shall require the express consent of the representative, should be conferred in writing and in a special form for each General Meeting via means which guarantee the identity of the person exercising his/her right to delegate. In addition, the delegation may be given by electronic mail sent to delegacionesvoto2017@mapfre.com, sent with electronic signature which verifies the identity of the shareholder who exercises his/her right to delegate and completing the form used for this purpose, which can be found on the Company's website (www.mapfre.com). A scanned copy of the document which accredits the ownership of the shares must be included, which must be issued for this purpose by the custodian firm, along with a photocopy of the shareholder's national identity card or passport and that of the representative. Said electronic mail, together with all the aforementioned documentation, must be received by the Company at least 24 hours prior to the holding of the General Meeting. Such delegation shall always be revocable. Personal attendance at the Annual General Meeting by the shareholder being represented shall be sufficient to effectuate the revocation. No more than one representative shall be allowed at the Annual General Meeting.

Shareholders may submit their vote by post, using the form established by the Company for this purpose and available on the Company's website (www.mapfre.com). This form must be duly completed and signed by hand by those shareholders who wish to exercise this right, sending this by registered post to the Registered Office, indicating specifically and clearly the vote with regards to each and every one of the resolutions proposed to the General Meeting. The original document which accredits the ownership of the shares must be included, as issued for this purpose by the custodian firm, along with a photocopy of the shareholder's national identity card or passport. In the case of a legal entity, this must include a copy of the document which accredits the legal representation of the individual signing the postal voting form on behalf thereof. Said communication must be received by the Company



at least 24 hours prior to the holding of the General Meeting. Those shareholders who exercise their right to submit their vote by post must have their shareholding registered in the respective Register of Shareholders at least 5 days prior the holding of the General Meeting.

Madrid, February 7, 2017
GENERAL COUNSEL