

7th Annual General Meeting of Swiss Re Ltd  
Friday, 20 April 2018, 2.00 p.m.  
Hallenstadion Zurich

# Invitation



**Resilience  
in action**



# Invitation and Agenda

## Dear shareholders

We are pleased to invite you to the 7th Annual General Meeting of Swiss Re Ltd.

**Date and time:** Friday, 20 April 2018, 2.00 p.m.  
(doors open at 12.30 p.m.)

**Place:** Hallenstadion Zurich, Wallisellenstrasse 45,  
8050 Zurich-Oerlikon

## Transport:

**By tram:** Tram No. 11; tram stop "Messe/Hallenstadion"

**By car:** Messe Zurich car park; free parking

**By train:** Zurich-Oerlikon station; numerous S-Bahn connections

## Invitation and Agenda

### AGENDA

#### Motions related to financial year 2017

<b>1. Annual Report (incl. Management Report), annual and consolidated financial statements for the financial year 2017</b> .....	<b>6</b>
1.1 Consultative vote on the Compensation Report .....	6
1.2 Approval of the Annual Report (incl. Management Report), annual and consolidated financial statements for the financial year 2017 .....	6
<b>2. Allocation of disposable profit</b> .....	<b>6</b>
<b>3. Approval of the aggregate amount of variable short-term compensation for the members of the Group Executive Committee for the financial year 2017</b> .....	<b>7</b>
<b>4. Discharge of the members of the Board of Directors</b> .....	<b>8</b>

#### Motions related to financial years 2018/2019

<b>5. Elections</b> .....	<b>9</b>
5.1 Board of Directors and Chairman of the Board of Directors .....	9
5.1.1 Re-election of Walter B. Kielholz as member of the Board of Directors and re-election as Chairman of the Board of Directors in the same vote .....	9
5.1.2 Re-election of Raymond K.F. Ch'ien .....	10
5.1.3 Re-election of Renato Fassbind .....	10
5.1.4 Re-election of Trevor Manuel .....	11
5.1.5 Re-election of Jay Ralph .....	11
5.1.6 Re-election of Joerg Reinhardt .....	12
5.1.7 Re-election of Philip K. Ryan .....	12
5.1.8 Re-election of Sir Paul Tucker .....	13
5.1.9 Re-election of Jacques de Vaucleroy .....	13
5.1.10 Re-election of Susan L. Wagner .....	14
5.1.11 Election of Karen Gavan .....	14
5.1.12 Election of Eileen Rominger .....	15
5.1.13 Election of Larry Zimpleman .....	15

5.2	Compensation Committee .....	16
5.2.1	Re-election of Raymond K.F. Ch'ien .....	16
5.2.2	Re-election of Renato Fassbind .....	16
5.2.3	Re-election of Joerg Reinhardt .....	16
5.2.4	Election of Jacques de Vaucleroy .....	17
5.3	Re-election of the Independent Proxy .....	17
5.4	Re-election of the Auditor .....	18
<b>6.</b>	<b>Approval of Compensation .....</b>	<b>19</b>
6.1	Approval of the maximum aggregate amount of compensation for the members of the Board of Directors for the term of office from the Annual General Meeting 2018 to the Annual General Meeting 2019 .....	19
6.2	Approval of the maximum aggregate amount of fixed compensation and variable long-term compensation for the members of the Group Executive Committee for the financial year 2019 .....	20
<b>7.</b>	<b>Reduction of Share Capital .....</b>	<b>22</b>
<b>8.</b>	<b>Approval of new Share Buy-back Programme .....</b>	<b>23</b>

Yours sincerely,  
Swiss Re Ltd

For the Board of Directors



**Walter B. Kielholz**  
Chairman of the Board of Directors



**Felix Horber**  
Company Secretary

Zurich, 15 March 2018

# Agenda Items and Proposals of the Board of Directors

## Motions related to financial year 2017

1. Annual Report (incl. Management Report), annual and consolidated financial statements for the financial year 2017

### 1.1 Consultative vote on the Compensation Report

The Board of Directors recommends that the 2017 Compensation Report contained in the Financial Report be accepted.

### 1.2 Approval of the Annual Report (incl. Management Report), annual and consolidated financial statements for the financial year 2017

The Board of Directors proposes that the Annual Report (incl. Management Report) and the annual and consolidated financial statements for the financial year 2017 be approved.

## 2. Allocation of disposable profit

### A. Proposal

The Board of Directors proposes that the disposable profit for 2017 of Swiss Re Ltd ("Swiss Re Ltd" or the "Company") be allocated as follows:

Retained earnings brought forward from previous year	CHF	3 661 112
2017 net income for the year	CHF	4 043 424 648

**Disposable profit for the year** **CHF 4 047 085 760**

#### *Allocation of disposable profit:*

Allocation to voluntary profit reserves	CHF	4 043 424 648
Balance carried forward of retained earnings	CHF	3 661 112

Dividends out of voluntary profit reserves **CHF 1 572 928 825**

### B. Explanation

For the financial year 2017, the Board of Directors proposes an ordinary dividend of CHF 5.00 compared to CHF 4.85 in the previous year. The dividends are to be paid out of voluntary profit reserves. Accordingly, the Board of Directors proposes to allocate the disposable profit of Swiss Re Ltd of CHF 4 047 085 760 to voluntary profit reserves (in part, CHF 4 043 424 648) and to carry forward (in part, CHF 3 661 112).

The proposal by the Board of Directors to pay out an ordinary dividend of CHF 5.00 corresponds to an increase of 3.1% compared to the previous year's ordinary dividend of CHF 4.85 and reflects the business result of 2017 as well as the excellent capital base and liquidity position of Swiss Re Ltd. The amount allocated for distribution of CHF 1 572 928 825 corresponds to a gross distribution of CHF 5.00 per share (previous year: CHF 4.85 per share) based on 314 585 765 shares entitled to distribution (as at 31 December 2017). The actual total amount

of distribution will depend on the number of the shares outstanding and entitled to distribution as at 23 April 2018. No distribution is made on own shares held by the Company or its subsidiaries.

The ordinary dividend will be paid free of charge, after deduction of 35% Federal Withholding Tax, beginning 26 April 2018, to all shareholders who possess shares on 23 April 2018. From 24 April 2018 the shares will be traded ex-dividend.

### 3. Approval of the aggregate amount of variable short-term compensation for the members of the Group Executive Committee for the financial year 2017

#### A. Proposal

The Board of Directors proposes that the shareholders approve an aggregate amount of variable short-term compensation for the members of the Group Executive Committee ("Group EC") for the preceding completed financial year 2017 of CHF 12 999 781.

#### B. Explanation

The proposal to approve an aggregate amount of variable short-term compensation of CHF 12 999 781 for 2017 for 14 members of the Group EC (compared to CHF 18 263 261 for 2016 for 14 members of the Group EC) is based on various factors. In particular, the Group's US GAAP performance and economic results were significantly impacted by the large natural catastrophe events in 2017 (including Cyclone Debbie in Australia, the North Atlantic hurricanes, the Mexican earthquakes and the wildfires in California) and are reflected in both the Property & Casualty Reinsurance and Corporate Solutions results. The very strong investment results across all Business Units partially offset the impact from the large natural catastrophe losses. Life & Health Reinsurance delivered solid US GAAP and economic results, additionally benefiting from a good underwriting performance. Life Capital delivered a strong performance across all metrics and generated significant gross cash for the Group. The proposed aggregate amount of CHF 12 999 781 comprises the total Annual Performance Incentive (API) for the 14 members of the Group EC, of which 12 served for the full reporting year. The API is further explained in detail in the 2017 Compensation Report on page 159 of the Financial Report.

The proposed aggregate amount covers both the immediate cash portion of the API as well as the deferred API. The immediate cash portion of the API is paid out in Q2 2018 assuming the shareholders' approval at the Annual General Meeting 2018 and the deferred API is subject to a three-year performance measurement period as provided for under Swiss Re's Value Alignment Incentive (VAI) programme. The final payout of the VAI considers the three-year average of the published Economic Value Management (EVM) previous years' business profit margin. The final value to be paid out will be between 50 percent and 150 percent of the deferred API. For the Group CEO, 50 percent of the total API is deferred into the VAI. For the other members of the Group EC, 45 percent of the total API is deferred into the VAI. The VAI is further explained in detail in the 2017 Compensation Report on page 160 of the Financial Report.

## Agenda Items and Proposals of the Board of Directors

### Motions related to financial year 2017

The proposed aggregate amount stated is gross, with employee social security contributions included. The amount excludes an estimated value of CHF 812 500 (in relation to the total API) for mandatory total employer contributions at current rates payable by Swiss Re to governmental social security systems. Actual employer social security costs will continue to be disclosed in the reporting years when they are due and paid.

Two members of the Group EC currently receive their API in US Dollars (USD). The proposed aggregate amount includes the conversion of the APIs for these two members of the Group EC at a 2017 average exchange rate of 1 CHF = 1.015723 USD. Any exchange rate fluctuation until the final payment of the API is excluded.

#### 4. Discharge of the members of the Board of Directors

The Board of Directors proposes that the members of the Board of Directors be discharged for the financial year 2017.



# Agenda Items and Proposals of the Board of Directors

## Motions related to financial years 2018/2019

### 5. Elections

#### 5.1 Board of Directors and Chairman of the Board of Directors

Art. 14 para. 2 in connection with Art. 7 cipher 2 of the Articles of Association requires an annual and individual election of the members of the Board of Directors as well as of the Chairman of the Board of Directors.

##### 5.1.1 Re-election of Walter B. Kielholz as member of the Board of Directors and re-election as Chairman of the Board of Directors in the same vote

###### A. Proposal

The Board of Directors proposes that Walter B. Kielholz be re-elected to the Board of Directors and be re-elected as Chairman of the Board of Directors for a one-year term of office until completion of the next Annual General Meeting in the same vote.

###### B. Explanation

Walter B. Kielholz was elected to the Board of Directors of Swiss Reinsurance Company Ltd in 1998 and to the Board of Directors of Swiss Re Ltd in connection with its formation in 2011. He was Vice Chairman from 2003 to April 2009 and has been Chairman of the Board of Directors since May 2009. He chairs the Chairman's and Governance Committee.

Walter B. Kielholz began his career at the General Reinsurance Corporation, Zurich, in 1976, where he held several positions in the US, the UK and Italy before assuming responsibility for the company's European marketing. In 1986, he joined Credit Suisse, where he was responsible for relationships with large insurance groups. He joined Swiss Re in 1989 where he became an Executive Board member in 1993 and was Chief Executive Officer from 1997 to 2002. He was also a member of the Board of Directors of Credit Suisse Group Ltd from 1999 to 2014 and served as Chairman from 2003 to 2009. Walter B. Kielholz is Vice Chairman of the Institute of International Finance, a member of the European Financial Services Round Table, a member of the Board of Trustees of Avenir Suisse and Chairman of the Zurich Art Society.

Walter B. Kielholz is a Swiss citizen born in 1951. He graduated with a business finance and accounting degree from the University of St. Gallen, Switzerland.

## Agenda Items and Proposals of the Board of Directors

### Motions related to financial years 2018/2019

#### 5.1.2 Re-election of Raymond K.F. Ch'ien

##### A. Proposal

The Board of Directors proposes that Raymond K.F. Ch'ien be re-elected to the Board of Directors for a one-year term of office until completion of the next Annual General Meeting.

##### B. Explanation

Raymond K.F. Ch'ien was elected to the Board of Directors of Swiss Reinsurance Company Ltd in 2008 and to the Board of Directors of Swiss Re Ltd in connection with its formation in 2011. He is a member of the Compensation Committee and the Investment Committee. He is also a member of the Board of Directors of Swiss Re Asia Pte. Ltd.

Raymond K.F. Ch'ien was Group Managing Director of Lam Soon Hong Kong Group from 1984 to 1997, Chairman of CDC Corporation from 1999 to 2011 and Chairman of MTR Corporation Limited from 2003 to 2015. He is Chairman of the Board of Directors of Hang Seng Bank Ltd and a member of the Boards of Directors of China Resources Power Holdings Company Ltd and the Hongkong and Shanghai Banking Corporation Ltd. Raymond K.F. Ch'ien is also a member of the Economic Development Commission of the Government of the Hong Kong SAR and Honorary President of the Federation of Hong Kong Industries.

Raymond K.F. Ch'ien is a Chinese citizen born in 1952. He graduated with a PhD in Economics from the University of Pennsylvania, USA.

#### 5.1.3 Re-election of Renato Fassbind

##### A. Proposal

The Board of Directors proposes that Renato Fassbind be re-elected to the Board of Directors for a one-year term of office until completion of the next Annual General Meeting.

##### B. Explanation

Renato Fassbind was elected to the Board of Directors of Swiss Re Ltd in 2011. He was appointed as Vice Chairman in 2012 and as Lead Independent Director in 2014. Renato Fassbind chairs the Audit Committee and is a member of the Chairman's and Governance Committee and the Compensation Committee.

After two years with Kunz Consulting AG, Renato Fassbind joined F. Hoffmann-La Roche AG in 1984, becoming Head of Internal Audit in 1988. From 1986 to 1987, he worked as a public accountant with Peat Marwick in New Jersey, USA. In 1990, he joined ABB Ltd as Head of Corporate Staff Audit and, from 1997 to 2002, was Chief Financial Officer and member of the Group Executive Committee. In 2002, he joined Diethelm Keller Holding Ltd as Group Chief Executive Officer. From 2004 to 2010, he was Chief Financial Officer and member of the Executive Board of Credit Suisse Group Ltd. Renato Fassbind is a member of the Boards of Directors of Kühne + Nagel International Ltd. and Nestlé S.A.

Renato Fassbind is a Swiss citizen born in 1955. He graduated with a PhD in Economics from the University of Zurich, Switzerland, and as Certified Public Accountant in Denver, USA.

#### **5.1.4 Re-election of Trevor Manuel**

##### **A. Proposal**

The Board of Directors proposes that Trevor Manuel be re-elected to the Board of Directors for a one-year term of office until completion of the next Annual General Meeting.

##### **B. Explanation**

Trevor Manuel was elected to the Board of Directors of Swiss Re Ltd in 2015. He is a member of the Audit Committee and the Investment Committee.

Trevor Manuel served in the South African government for more than 20 years, including as Minister of Finance from 1996 to 2009 and as Minister in Presidency, responsible for the National Planning Commission, from 2009 to 2014. He held positions at international bodies, including the United Nations Commission for Trade and Development, the World Bank, the International Monetary Fund, the G20, the African Development Bank and the Southern African Development Community. Trevor Manuel is Chairman of the Board of Directors of Old Mutual Group Holdings Ltd, member of the Board of Directors of Old Mutual plc and Deputy Chairman of Rothschild South Africa. He is also Professor Extraordinaire at the University of Johannesburg and Honorary Professor at the University of Cape Town.

Trevor Manuel is a South African citizen born in 1956. He holds a National Diploma in Civil and Structural Engineering from the Peninsula Technikon, South Africa, and completed an Executive Management Programme at Stanford University, USA.

#### **5.1.5 Re-election of Jay Ralph**

##### **A. Proposal**

The Board of Directors proposes that Jay Ralph be re-elected to the Board of Directors for a one-year term of office until completion of the next Annual General Meeting.

##### **B. Explanation**

Jay Ralph was elected to the Board of Directors of Swiss Re Ltd in 2017. He is a member of the Finance and Risk Committee.

Jay Ralph was a member of the Board of Management of Allianz SE from 2010 to 2016, where he also served on a number of boards of directors of Allianz SE subsidiaries. He was Chief Executive Officer of Allianz Re from 2007 to 2009 and President and Chief Executive Officer of Allianz Risk Transfer from 1997 to 2006. Before joining Allianz, he was auditor at Arthur Andersen & Company, Investment Officer at Northwestern Mutual Life Insurance Company, President at Centre Re Bermuda Ltd and a member of the Executive Board of Zurich Re. He is also a member of the Siemens Pension Advisory Board.

Jay Ralph is a US and a Swiss citizen born in 1959. He graduated with an MBA in Finance and Economics from the University of Chicago, USA, and a BBA in Finance and Accounting from the University of Wisconsin, USA. He is a Certified Public Accountant (CPA), a Chartered Financial Analyst (CFA) and Fellow, Life Management Institute (FLMI).

## Agenda Items and Proposals of the Board of Directors

### Motions related to financial years 2018/2019

#### 5.1.6 Re-election of Joerg Reinhardt

##### A. Proposal

The Board of Directors proposes that Joerg Reinhardt be re-elected to the Board of Directors for a one-year term of office until completion of the next Annual General Meeting.

##### B. Explanation

Joerg Reinhardt was elected to the Board of Directors of Swiss Re Ltd in 2017. He is a member of the Compensation Committee.

Joerg Reinhardt has been Chairman of the Board of Directors of Novartis since 2013. He is also Chairman of the Board of Trustees of the Novartis Foundation. He was Chairman of the Board of Management and Executive Committee of Bayer HealthCare from 2010 to 2013 and, prior to that, held various executive positions at Novartis. He was Chief Operating Officer from 2008 to 2010, headed the Vaccines and Diagnostics Division from 2006 to 2008 and held a number of other senior roles, primarily in research and development, in the preceding years. Joerg Reinhardt started his career at Sandoz Pharma Ltd, a predecessor company of Novartis, in 1982.

Joerg Reinhardt is a German citizen born in 1956. He graduated with a PhD in Pharmaceutical Sciences from Saarland University, Germany.

#### 5.1.7 Re-election of Philip K. Ryan

##### A. Proposal

The Board of Directors proposes that Philip K. Ryan be re-elected to the Board of Directors for a one-year term of office until completion of the next Annual General Meeting.

##### B. Explanation

Philip K. Ryan was elected to the Board of Directors of Swiss Re Ltd in 2015. He chairs the Finance and Risk Committee and is a member of the Chairman's and Governance Committee and the Audit Committee. He is also Chairman of Swiss Re America Holding Corporation.

Philip K. Ryan held various positions with Credit Suisse from 1985 to 2008, including Chairman of the Financial Institutions Group, Chief Financial Officer of Credit Suisse Group Ltd, Chief Financial Officer of Credit Suisse Asset Management, and Managing Director of CSFB Financial Institutions Group. He was Chief Financial Officer of the Power Corporation of Canada from 2008 to 2012. In that capacity, he was a director of IGM Financial Inc., Great-West Lifeco Inc. and several of their subsidiaries, including Putnam Investments. Philip K. Ryan is Operating Partner at Corsair Capital, member of the Advisory Board of NY Green Bank, Adjunct Professor at the NYU Stern School of Business and a member of the Smithsonian National Board.

Philip K. Ryan is a US citizen born in 1956. He earned an MBA from the Kelley School of Business, Indiana University, USA, and a Bachelor of Industrial Engineering from the University of Illinois, USA.

### **5.1.8 Re-election of Sir Paul Tucker**

#### **A. Proposal**

The Board of Directors proposes that Sir Paul Tucker be re-elected to the Board of Directors for a one-year term of office until completion of the next Annual General Meeting.

#### **B. Explanation**

Sir Paul Tucker was elected to the Board of Directors of Swiss Re Ltd in 2016. He is a member of the Finance and Risk Committee and the Investment Committee.

Sir Paul Tucker was the Deputy Governor of the Bank of England from 2009 to 2013. He held various senior roles at the Bank of England from 1980 onwards, including as a member of the Monetary Policy Committee, Financial Policy Committee, Prudential Regulatory Authority Board and Court of Directors. He also served as a member of the Steering Committee of the G20 Financial Stability Board and as a member of the Board of the Bank for International Settlements. In 2014, he was granted a knighthood for his services to central banking. Sir Paul Tucker is Chairman of the Systemic Risk Council, Fellow at the Harvard Kennedy School of Government and a Board member of the Financial Services Volunteers Corps. He is also a member of the Advisory Committee of Autonomous Research, Senior Fellow at the Harvard Center for European Studies and Governor of the Ditchley Foundation.

Sir Paul Tucker is a British citizen born in 1958. He graduated from Trinity College, Cambridge, United Kingdom, with a BA in Mathematics and Philosophy.

### **5.1.9 Re-election of Jacques de Vaucleroy**

#### **A. Proposal**

The Board of Directors proposes that Jacques de Vaucleroy be re-elected to the Board of Directors for a one-year term of office until completion of the next Annual General Meeting.

#### **B. Explanation**

Jacques de Vaucleroy was elected to the Board of Directors of Swiss Re Ltd in 2017. He is a member of the Investment Committee. He is also Chairman of Swiss Re Europe Holdings S.A.

Jacques de Vaucleroy was a member of the Management Committee of AXA Group from 2010 to 2016, serving as CEO for North, Central and Eastern Europe and CEO of Global Life & Savings. He also held a number of positions in boards of directors and supervisory boards of AXA companies. Before that, he spent 24 years at ING where he held senior roles in banking, asset management and insurance. He was a member of the Executive Board of ING Group from 2006 to 2009, in charge of insurance and asset management in Europe. Jacques de Vaucleroy is Vice Chairman of the Board of Directors of Ahold Delhaize, a Board member of Fidelity International Limited, Zabka Polska SA, MyMicroInvest SA, the Simón I. Patiño Foundation and the TADA non-profit organisation.

Jacques de Vaucleroy is a Belgian citizen born in 1961. He graduated with a Master in Law from the Université Catholique de Louvain, Belgium, and a Master in Business Law from the Vrije Universiteit Brussel, Belgium.

## Agenda Items and Proposals of the Board of Directors

### Motions related to financial years 2018/2019

#### 5.1.10 Re-election of Susan L. Wagner

##### A. Proposal

The Board of Directors proposes that Susan L. Wagner be re-elected to the Board of Directors for a one-year term of office until completion of the next Annual General Meeting.

##### B. Explanation

Susan L. Wagner was elected to the Board of Directors of Swiss Re Ltd in 2014. She chairs the Investment Committee and is a member of the Chairman's and Governance Committee and the Finance and Risk Committee.

Susan L. Wagner is a co-founder of BlackRock, where she served as Vice Chairman and a member of the Global Executive and Operating Committees before retiring in 2012. Over the course of her nearly 25 years at BlackRock, Susan L. Wagner served in several roles such as Chief Operating Officer, Head of Strategy, Corporate Development, Investor Relations, Marketing and Communications, Alternative Investments and International Client Businesses. Prior to founding BlackRock, Susan L. Wagner was a Vice President at Lehman Brothers supporting the investment banking and capital markets activities of mortgage and savings institutions. Susan L. Wagner serves on the Boards of Directors of Apple Inc. and BlackRock, Inc. and is a member of the Board of Trustees of Wellesley College, USA.

Susan L. Wagner is a US citizen born in 1961. She graduated with a BA in English and Economics from the Wellesley College, USA, and earned an MBA in Finance from the University of Chicago, USA.

#### 5.1.11 Election of Karen Gavan

##### A. Proposal

The Board of Directors proposes that Karen Gavan be elected as a new member to the Board of Directors for a one-year term of office until completion of the next Annual General Meeting.

##### B. Explanation

Karen Gavan started her career in finance roles at Prudential Insurance, Imperial Life and Canada Life. Afterwards, at Transamerica Life Canada/AEGON Canada, Karen Gavan worked as Chief Financial Officer and then Chief Operating Officer. Until her retirement in November 2016, she served for five years as Chief Executive Officer at Economical Insurance, one of Canada's leading property and casualty insurance companies, preparing the company for its initial public offering. During her leadership, the company also launched SONNET, Canada's first fully digital insurer. Since 2015, Karen Gavan has been a member of the Board of Swiss Re America Holding Corporation and she has been a Board member at Mackenzie Financial Corporation since 2007.

Karen Gavan is a Canadian citizen born in 1961. She graduated with a Honours Bachelor of Commerce from the Lakehead University, Canada. She is a Fellow at the Institute of Chartered Accountants of Ontario, Canada.

### **5.1.12 Election of Eileen Rominger**

#### **A. Proposal**

The Board of Directors proposes that Eileen Rominger be elected as a new member to the Board of Directors for a one-year term of office until completion of the next Annual General Meeting.

#### **B. Explanation**

Eileen Rominger began her career at Oppenheimer Capital, where she worked for 18 years as an equity portfolio manager, serving as a Managing Director and a member of the Executive Committee. Eileen Rominger then joined Goldman Sachs Asset Management in 1999, where she held a number of senior leadership positions, becoming the company's Global Chief Investment Officer. She subsequently served from 2011 to 2012 as the Director of the Division of Investment Management at the United States Securities and Exchange Commission, where she was instrumental in formulating and implementing regulatory policy for mutual funds and federally registered investment advisors. Since 2013, Eileen Rominger has held roles including being a senior advisor at CamberView Partners, a leading provider of advice to public companies on shareholder engagement, corporate governance and activism.

Eileen Rominger is a US citizen born in 1954. She graduated with a Bachelor of English from the Fairfield University, USA, and holds a MBA in Finance from The Wharton Graduate School of Business, USA.

### **5.1.13 Election of Larry Zimpleman**

#### **A. Proposal**

The Board of Directors proposes that Larry Zimpleman be elected as a new member to the Board of Directors for a one-year term of office until completion of the next Annual General Meeting.

#### **B. Explanation**

Larry Zimpleman started his career in 1971 as actuarial intern at The Principal Financial Group, an investment management company that offers insurance solutions, asset management and retirement services to individual and institutional clients. From 1976 to 2006 he held various senior management and leadership positions at The Principal. He became President and Chief Executive Officer in 2008 and Chairman in 2009. In August 2015, Larry Zimpleman stepped down as President and CEO and retired as a full-time employee in 2016 after a long, successful career, while continuing to serve as non-executive Chairman.

Larry Zimpleman is a US citizen born in 1951. He graduated with a Bachelor of Science from the Drake University, USA, and holds an MBA from the same university.

## Agenda Items and Proposals of the Board of Directors

### Motions related to financial years 2018/2019

#### 5.2 Compensation Committee

Art. 19 para. 1 in connection with Art. 7 cipher 2 of the Articles of Association requires an annual and individual election of the members of the Board of Directors' Compensation Committee (the "Compensation Committee").

##### 5.2.1 Re-election of Raymond K.F. Ch'ien

###### A. Proposal

The Board of Directors proposes that Raymond K.F. Ch'ien be re-elected as member of the Compensation Committee for a one-year term of office until completion of the next Annual General Meeting.

###### B. Explanation

For the curriculum vitae of Raymond K.F. Ch'ien please refer to either agenda item 5.1.2 of this invitation or to the Corporate Governance Chapter of the Financial Report 2017. It is also available on the Internet at [www.swissre.com](http://www.swissre.com) (About Us – Our Leadership – Board of Directors).

##### 5.2.2 Re-election of Renato Fassbind

###### A. Proposal

The Board of Directors proposes that Renato Fassbind be re-elected as member of the Compensation Committee for a one-year term of office until completion of the next Annual General Meeting.

###### B. Explanation

For the curriculum vitae of Renato Fassbind please refer to either agenda item 5.1.3 of this invitation or to the Corporate Governance Chapter of the Financial Report 2017. It is also available on the Internet at [www.swissre.com](http://www.swissre.com) (About Us – Our Leadership – Board of Directors).

##### 5.2.3 Re-election of Joerg Reinhardt

###### A. Proposal

The Board of Directors proposes that Joerg Reinhardt be re-elected as member of the Compensation Committee for a one-year term of office until completion of the next Annual General Meeting.

###### B. Explanation

For the curriculum vitae of Joerg Reinhardt please refer to either agenda item 5.1.6 of this invitation or to the Corporate Governance Chapter of the Financial Report 2017. It is also available on the Internet at [www.swissre.com](http://www.swissre.com) (About Us – Our Leadership – Board of Directors).



### **5.2.4 Election of Jacques de Vaucleroy**

#### **A. Proposal**

The Board of Directors proposes that Jacques de Vaucleroy be elected as a new member of the Compensation Committee for a one-year term of office until completion of the next Annual General Meeting.

#### **B. Explanation**

Given that C. Robert Henrikson is not standing for re-election as a member of the Board of Directors, the Board of Directors has concluded that Jacques de Vaucleroy is a suitable successor based on his experience. For the curriculum vitae of Jacques de Vaucleroy please refer to either agenda item 5.1.9 of this invitation or to the Corporate Governance Chapter of the Financial Report 2017. It is also available on the Internet at [www.swissre.com](http://www.swissre.com) (About Us – Our Leadership – Board of Directors).

### **5.3 Re-election of the Independent Proxy**

#### **A. Proposal**

The Board of Directors proposes that Proxy Voting Services GmbH, Zurich, be re-elected as Independent Proxy for a one-year term of office until completion of the next Annual General Meeting.

#### **B. Explanation**

Art. 20 in connection with Art. 7 cipher 3 of the Articles of Association requires an annual election of the Independent Proxy.

The Board of Directors proposes that Proxy Voting Services GmbH, Zurich, be re-elected as Independent Proxy. Proxy Voting Services GmbH, Zurich, was elected as Independent Proxy by the Annual General Meetings since 2014. Its CEO, Mr René Schwarzenbach, had already acted as Independent Proxy for the shareholders of Swiss Re Ltd in the previous years. He is independent and experienced with that role and respective procedures.

## Agenda Items and Proposals of the Board of Directors

### Motions related to financial years 2018/2019

#### 5.4 Re-election of the Auditor

##### A. Proposal

The Board of Directors proposes that PricewaterhouseCoopers Ltd (PwC), Zurich, be re-elected as Auditor for a one-year term of office.

##### B. Explanation

Acting on the proposal of the Audit Committee, the Board of Directors recommends PwC be appointed for a further one-year term as the Auditor. The auditing firm PwC has a proven record of professionalism and efficiency and fully meets the high demands made by a global re/insurance group. The Audit Committee has received confirmation from PwC that PwC complies with the relevant independence requirements to exercise the mandate as Auditor. PwC has carried out this mandate for the Swiss Re Group since 1991.

Further information on the Auditor can be found in the Corporate Governance Chapter of the Financial Report 2017.

## 6. Approval of Compensation

### 6.1 Approval of the maximum aggregate amount of compensation for the members of the Board of Directors for the term of office from the Annual General Meeting 2018 to the Annual General Meeting 2019

#### A. Proposal

The Board of Directors proposes that the shareholders approve a maximum aggregate amount of compensation for the members of the Board of Directors for the next term of office until the Annual General Meeting 2019 of CHF 9 900 000.

#### B. Explanation

In consideration of Art. 24 paragraph 2 of the Articles of Association, the proposed maximum aggregate amount covers both the fixed compensation in cash (60%) and the portion allocated in shares (40%), the latter being blocked for a period of four years, as well as certain other minimal benefits. Members of the Board of Directors receive only fixed compensation. They receive no variable or performance-based compensation and no stock options. The proposed maximum aggregate amount also includes board member fees received from Swiss Re Group companies. The maximum aggregate amount approved by the shareholders for the term of office from the Annual General Meeting 2017 until the Annual General Meeting 2018 was CHF 9 900 000, and the total amount paid to the 13 members of the Board of Directors in this period was CHF 9 511 982 (see 2017 Compensation Report on page 176 of the Financial Report). The CHF 9 900 000 proposed until the Annual General Meeting 2019 reflects the changes in the composition of the Board of Directors and its committees. The proposed maximum aggregate amount assumes that all 13 proposed individuals are being re-/elected as members of the Board of Directors (and the Compensation Committee) at the Annual General Meeting 2018. The compensation framework for the members of the Board of Directors is further explained in detail in the 2017 Compensation Report on page 163 of the Financial Report.

The proposed aggregate amount stated is gross, with the members' social security contributions included. It excludes an estimated value of CHF 618 750 for mandatory total company contributions at current rates payable by Swiss Re to governmental social security systems. Actual company social security costs will continue to be disclosed in the reporting year when they are due and paid.

The proposed aggregate amount also includes fees which two members of the Board of Directors will receive in USD for board memberships in other Swiss Re Group companies. The applicable conversion rate of the fees for these two members of the Board of Directors is the 2017 average exchange rate of 1 CHF = 1.015723 USD. Any exchange rate fluctuation until the final payment of the fees is excluded.

## Agenda Items and Proposals of the Board of Directors

### Motions related to financial years 2018/2019

#### **6.2 Approval of the maximum aggregate amount of fixed compensation and variable long-term compensation for the members of the Group Executive Committee for the financial year 2019**

##### A. Proposal

The Board of Directors proposes that the shareholders approve a maximum aggregate amount of fixed compensation and variable long-term compensation of CHF 34 000 000 for the members of the Group EC for the financial year 2019.

##### B. Explanation

In consideration of Art. 24 paragraphs 1, 3, 4 and 6 to 9 of the Articles of Association, the proposed maximum aggregate amount of fixed compensation and variable long-term compensation for the members of the Group EC for the financial year 2019 is calculated for a total of 12 members and comprises the fixed compensation and the variable long-term compensation as well as a reserve of approximately 10%.

For the financial year 2018 the shareholders approved at the Annual General Meeting 2017 a maximum aggregate amount for fixed compensation and variable long-term compensation of CHF 34 000 000 for the 13 members of the Group EC. This amount did not account for additional fixed compensation and variable long-term compensation required as a result of the changes in the Group EC, which occurred after the Annual General Meeting 2017.

For the financial year 2017 the shareholders approved at the Annual General Meeting 2016 a maximum aggregate amount for fixed compensation and variable long-term compensation of CHF 34 000 000 for the 13 members of the Group EC. The total amount of fixed compensation and variable long-term compensation paid and granted to the active members of the Group EC during the financial year 2017 amounted to CHF 29 438 084.

The fixed compensation consists of base salary, allowances, pension contributions, any match under Swiss Re's Global Share Participation Plan and additional benefits. Allowances can take the form of housing, schooling, lump sum expenses, relocation expenses/taxes, child and similar benefits. The fixed compensation of the Group EC is further explained in detail in the 2017 Compensation Report on page 158 of the Financial Report.

In response to the financial challenges the occupational pension schemes are facing throughout Switzerland, Swiss Re's Pension Fund is amending their Regulations with effect from 1 January 2019 including some adjustments to the benefits provided to insureds in Switzerland. In consideration of these changes, the proposed maximum aggregate amount of fixed compensation for the members of the Group EC resident in Switzerland for the financial year 2019 includes higher employer pension contributions and contributions to mitigate the effects of lower conversion rates.

The variable long-term compensation, if any, will be granted in the first half of the financial year 2019. The aggregate maximum amount considers the value of the awards to the members of the Group EC at grant. The allocation decision of the variable long-term compensation is forward-looking with the objective of incentivising the members of the Group EC to focus their energies on earnings, capital efficiency and Swiss Re's position against peers, all of which are critical to long-term shareholder value creation and achieving sustainable business performance. The final value paid in shares at the end of the vesting period may differ from the grant value as the variable long-term compensation in the form of the current Leadership Performance Plan (LPP) has vesting multiples, which range from zero to 100 percent for its Restricted Share Unit (RSU) component and from zero to 200 percent for its Performance Share Unit (PSU) component respectively. Vesting is dependent on the achieved company performance over the three-year period in relation to the pre-set targets and the development of the share price. The variable long-term compensation of the Group EC, including the RSU and PSU components, is further explained in detail in the 2017 Compensation Report on pages 161–162 of the Financial Report.

The maximum aggregate amount includes a reserve of approximately 10% of the forecasted fixed compensation and long-term variable compensation for 2019 which considers any unforeseen expenses, market compensation adjustments and/or unexpected costs, including but not limited to contractual or immediately due taxes. The proposed maximum aggregate amount stated is gross, with employee social security contributions included. It excludes an estimated value of CHF 2 125 000 at payment or grant of the awards for mandatory total employer contributions at the current rates payable by Swiss Re to governmental social security systems. Actual employer social security costs will continue to be disclosed in the reporting years when they are due and paid.

Two members of the Group EC are currently paid in USD and one of them is also paid in Singapore Dollars (SGD) due to a split payroll. The proposed aggregate amount includes the conversion of the compensation for these two members of the Group EC at the 2017 average exchange rates of 1 CHF = 1.015723 USD, and 1 CHF = 1.403907 SGD. Any exchange rate fluctuation until the final payment of all compensation elements (including the settlement under the LPP at the end of the vesting period) is excluded.

The amount of fixed compensation and variable long-term compensation which will be paid and granted to the members of the Group EC for the financial year 2019, will be disclosed in the Compensation Report 2019. The Compensation Report 2019 will be subject to a consultative vote at the Annual General Meeting 2020.

## Agenda Items and Proposals of the Board of Directors

### Motions related to financial years 2018/2019

#### 7. Reduction of Share Capital

##### A. Proposal

The Board of Directors proposes (i) that the ordinary share capital be reduced by CHF 1 083 281.60 from CHF 34 945 228.10 to CHF 33 861 946.50 via the cancellation of 10 832 816 shares with a nominal value of CHF 0.10 each held by the Company itself, (ii) to declare that the results of the special audit report performed by the Company's auditor, PricewaterhouseCoopers Ltd, Zurich, confirm that even after the capital reduction the claims of creditors are covered as per Art. 732 paragraph 2 of the Swiss Code of Obligations, and (iii) that Art. 3 paragraph 1 of the Articles of Association be amended as follows on the date on which the reduction of share capital is entered into the Commercial Register of the Canton of Zurich:

##### **Current version**

*Art. 3 Share Capital, Shares and Intermediated Securities*

1. The fully paid-in share capital amounts to CHF 34 945 228.10. It is divided into 349 452 281 registered shares, each with a par value of CHF 0.10.

##### **Proposed revised version**

*Art. 3 Share Capital, Shares and Intermediated Securities*

1. The fully paid-in share capital amounts to **CHF 33 861 946.50**. It is divided into **338 619 465** registered shares, each with a par value of CHF 0.10.

[paragraphs 2 to 9 remain unchanged]

##### B. Explanation

On 21 April 2017, the Company's shareholders authorised the Board of Directors to repurchase up to a maximum of CHF 1 billion purchase value of the Company's own shares prior to the Annual General Meeting 2018 by way of a public buy-back programme for cancellation purposes (the "Programme"). The Company launched the Programme on 3 November 2017 and repurchased until the completion of the Programme on 16 February 2018 10 832 816 own shares on a second trading line on the SIX Swiss Exchange, via Cantonal Bank of Zurich as agent. The purchase value of the repurchased own shares corresponds to CHF 999 999 975.78.

In order to cancel the repurchased own shares, the ordinary share capital will therefore be reduced by CHF 1 083 281.60 to CHF 33 861 946.50. The reduction in the ordinary share capital can only take place after the required three notices to creditors have been published in the Swiss Official Gazette of Commerce (*Schweizerisches Handelsamtsblatt*) as stipulated in Art. 733 of the Swiss Code of Obligations; such notices will be published after the Annual General Meeting 2018. Within a period of two months after the third publication of the notice, creditors may assert claims and demand that the Company discharge or provide security for such claims. A further condition precedent for the capital reduction is a special report of the auditors confirming that creditors' claims are fully covered and that the liquidity of Swiss Re remains assured even after the capital reduction. The Company's auditor, PricewaterhouseCoopers Ltd, Zurich, will submit such a report to the Annual General Meeting 2018.

## 8. Approval of new Share Buy-back Programme

### A. Proposal

The Board of Directors requests authorisation to repurchase up to a maximum of CHF 1 billion purchase value of the Company's own shares prior to the 2019 Annual General Meeting by way of a public share buy-back programme for cancellation purposes. The Board of Directors may determine the details of the public share buy-back programme. Any shares repurchased under the public share buy-back programme are to be cancelled and therefore will not fall within the scope of the 10% limit on a company's own shares pursuant to Art. 659 of the Swiss Code of Obligations. The amendment of the Articles of Association (reduction of share capital) in respect of the actual number of shares repurchased will be submitted to a subsequent Annual General Meeting for approval.

### B. Explanation

The proposed public share buy-back programme (the "new Programme") is a market-tested and efficient platform for excess capital distribution that can be used flexibly over time. Such a new Programme supports capital management discipline. Swiss Re's active approach to capital management and resulting capital strength has provided Swiss Re with the opportunity to propose an adjustment to the pre-conditions for commencement of the new Programme compared with previous public share buy-back programmes. The new Programme will commence at the discretion of the Board of Directors after the approval of the Annual General Meeting and subject to the necessary regulatory approvals being obtained. Unlike previous years, beyond the Board of Directors' and regulatory approval, and considering the Group's capital management priorities, there will be no other pre-conditions to the commencement of the new Programme. Swiss Re's capital management priorities (1. Ensure superior capitalisation at all times and maximise financial flexibility; 2. Grow the regular dividend with long-term earnings, and at a minimum maintain it; 3. Deploy capital for business growth where it meets our strategy and profitability requirements; 4. Repatriate further excess capital to shareholders) remain unchanged and will be reviewed regularly and may be applied from time to time throughout the year.

The Board of Directors has opted for a staged procedure in which shareholders make a basic decision at an initial Annual General Meeting to approve the new Programme and thereafter at a subsequent Annual General Meeting adopt a resolution cancelling the shares repurchased. The advantage of this procedure is that immediately upon repurchase, the relevant shares will not fall under the legal restriction prohibiting corporations from holding more than 10% of their own shares. This will provide Swiss Re with greater flexibility, which is in the interest of the Company's capital management approach.

# Organisational Matters

## Annual Report and Auditor's Reports

The 2017 Annual Report was published on Thursday, 15 March 2018, and can be accessed on Swiss Re's website ([www.swissre.com](http://www.swissre.com)). A hard copy of the complete report is sent to a shareholder upon request. The Annual Report including the auditor's reports relating to the annual and consolidated financial statements and the Compensation Report are also available for inspection at Swiss Re Ltd's head office which is located at Mythenquai 50/60 in Zurich, Switzerland.

## Personal Attendance at the Annual General Meeting

If you wish to attend the Annual General Meeting in person, please use the enclosed reply coupon to order your admission card.

## Representation, Return of the Reply Coupon and Admission Cards

If you will not be attending the Annual General Meeting in person, you are encouraged to appoint a proxy. In accordance with Art. 11 of the Articles of Association, you have the following options: shareholders can have their shares represented at the Annual General Meeting by another person authorised in writing to do so or by the Independent Proxy. Proxy Voting Services GmbH, Zurich, was elected as the Company's Independent Proxy. Corporations may be represented by legal or authorised representatives or other proxies, married persons by their spouses and minors and wards by their legal guardians.

Please return your reply coupon, duly completed and signed, using one of the envelopes provided as soon as possible, but no later than **Monday, 16 April 2018**. Admission cards and voting slips will be sent out between 6 and 18 April 2018 to shareholders who register to attend the Annual General Meeting.

In order to facilitate voting for shareholders not able to attend the Annual General Meeting physically and in compliance with the respective requirements, the Independent Proxy may also be instructed via the investor web service on [www.sherpany.com/swissre](http://www.sherpany.com/swissre) until **Sunday, 15 April 2018, 23.59 CEST**, all according to the respective information sent out together with the invitation.

## Voting Entitlement

Those shareholders entered in the Share Register on **Monday, 16 April 2018**, are entitled to vote.



**Language**

The Annual General Meeting will be held in German. Simultaneous interpreting into English and French will be available at the meeting. Headsets can be obtained in the foyer of the Hallenstadion.

**Invitation**

The German invitation will be published in the Swiss Commercial Gazette (*Schweizerisches Handelsamtsblatt*) on Tuesday, 20 March 2018. In case of inconsistencies between this English and the German version, the German version prevails.

**Exhibition**

You are invited to visit the exhibition “Resilience in action” illustrating themes from Swiss Re’s Annual Report. The exhibition will be located at the entrance of the Hallenstadion.

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