

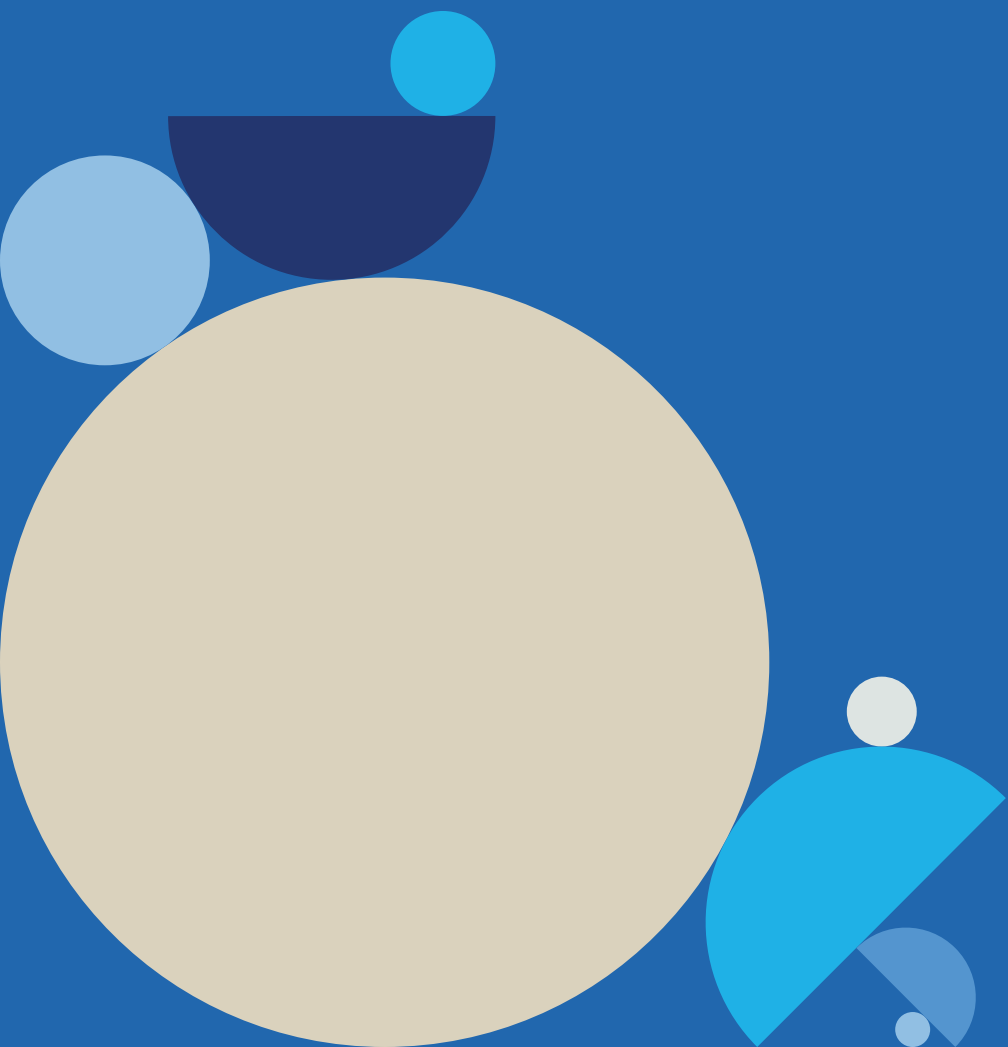
Invitation to the Annual General Meeting of Zurich Insurance Group Ltd

Wednesday, April 9, 2025

Place: Hallenstadion, Wallisellenstrasse 45, 8050 Zurich, Switzerland
Doors open: 1:00 p.m. CEST
Start: 2:15 p.m. CEST

Translation of the German original





Agenda

1. Reporting for the financial year 2024

1.1 Approval of the Management Report, the Annual Financial Statements and the Consolidated Financial Statements 2024

Proposal

The Board of Directors (**Board**) proposes the approval of the Management Report, the Annual Financial Statements and the Consolidated Financial Statements of Zurich Insurance Group Ltd for the financial year 2024.

Explanation

The Management Report consists of the information on the business, organization and strategy of Zurich Insurance Group Ltd (**Zurich**) included in the Annual Report 2024 (**Annual Report**), while the Annual and Consolidated Financial Statements are part of the financial reporting (see sections “consolidated financial statements” and “holding company” of the Annual Report, available at: www.zurich.com/en/investor-relations/results-and-reports).

The auditors Ernst & Young Ltd, Zurich (**EY**), recommend in their audit reports, included in the Annual Report, that Zurich's Annual and Consolidated Financial Statements 2024 be approved.

1.2 Advisory vote on the Remuneration Report 2024

Proposal

The Board proposes the approval of the Remuneration Report 2024 of Zurich Insurance Group Ltd in an advisory vote.

Explanation

The Remuneration Report of Zurich (**Remuneration Report**), included in the Annual Report, explains the remuneration structure and governance as well as the remuneration paid or allocated to the Board and Executive Committee members in the reporting year.

EY has audited the legally required parts of the Remuneration Report and confirmed in its audit report, included in the Annual Report, that the Remuneration Report complies with the law and the Articles of Association of Zurich (**Articles of Association**).

1.3 Advisory vote on the Sustainability Report 2024

Proposal

The Board proposes the approval of the Sustainability Report 2024 of Zurich Insurance Group Ltd in an advisory vote.

Explanation

The Sustainability Report of Zurich (**Sustainability Report**), included in the Annual Report, explains Zurich’s strategic sustainability framework, related ambitions and targets, and Zurich’s approach and progress in implementing its ambitions and achieving its targets.

EY has conducted an independent review of certain sustainability KPIs. The corresponding report from EY is included in the Annual Report.

2. Appropriation of available earnings

Proposal

The Board proposes the following appropriation of the available earnings and the distribution of a dividend of CHF 28 gross per share:

Available earnings, as of December 31, 2024	CHF	13,340,110,316
Dividend of CHF 28 gross per share for 146,355,754 ¹ shares	CHF	– 4,097,961,112 ¹
Balance carried forward	CHF	9,242,149,204 ¹

Upon approval of this proposal, the dividend, less 35 percent Swiss withholding tax, will be paid as from April 15, 2025. The last trading day with entitlement to receive the dividend is April 10, 2025. As from April 11, 2025, the shares will be traded ex-dividend.

1 These figures are based on the share capital issued as at December 31, 2024, and may change depending on the number of shares issued as at April 14, 2025. No dividend will be declared on treasury shares held by Zurich or its wholly-owned subsidiaries.

Explanation

The available earnings originate as follows:

As of January 1, 2024 (balance brought forward)	CHF	11,966,620,480
Dividends paid	CHF	–3,755,830,884
Net income after taxes	CHF	4,908,950,148
Allocation from reserve for treasury shares (indirectly held via subsidiaries)	CHF	220,370,572
Available earnings, as of December 31, 2024	CHF	13,340,110,316

The general meeting of shareholders (**General Meeting**) is responsible for passing resolutions on the appropriation of available earnings and the distribution of a dividend. The proposed dividend corresponds to Zurich's dividend policy (available at: www.zurich.com/en/investor-relations/our-shares/dividends).

EY has audited the proposed appropriation of the available earnings and confirmed in its audit report, included in the Annual Report, that it complies with Swiss law and the Articles of Association.

3. Discharge of the members of the Board and the Executive Committee

Proposal

The Board proposes that discharge be granted to the members of the Board and the Executive Committee for their activities in the financial year 2024.

Explanation

By granting discharge to the members of the Board and the Executive Committee, the approving shareholders declare that they will no longer hold the responsible persons accountable for matters that occurred during the past financial year and were brought to the attention of the General Meeting.

4. Elections

4.1 Re-elections of the Board Chair and the Board members; election of one new Board member

Proposals

The Board proposes the individual re-election of the current Board members (incl. the Board Chair), with the exception of Monica Mächler, and the election of Thomas Jordan as new Board member, each for a term of office until the conclusion of the next annual General Meeting (**AGM**).

4.1.1 Re-election of Michel M. Liès as member and Board Chair

4.1.2 Re-election of Joan Amble

4.1.3 Re-election of Catherine Bessant

4.1.4 Re-election of Christoph Franz

4.1.5 Re-election of Michael Halbherr

4.1.6 Re-election of Sabine Keller-Busse

4.1.7 Re-election of Kishore Mahbubani

4.1.8 Re-election of Peter Maurer

4.1.9 Re-election of John Rafter

4.1.10 Re-election of Jasmin Staiblin

4.1.11 Re-election of Barry Stowe

4.1.12 Election of Thomas Jordan

Explanation

The term of office of the Board members (incl. the Board Chair) ends by law with the conclusion of the AGM on April 9, 2025.

Monica Mächler has reached the tenure limit of 12 years pursuant to the Organizational Rules and is not standing for re-election as Board member. The other current Board members (incl. the Board Chair) have agreed to accept their proposed re-elections. The Board proposes the election of Thomas Jordan as new Board member.

The Board has carefully considered the composition of the Board and concluded that the Board in the composition as proposed has the appropriate balance of skills, expertise, range of experience, independence and knowledge of Zurich's business to discharge its duties and responsibilities effectively.

Information on the current Board members (incl. the Board Chair) can be found in the Corporate Governance Report in the Annual Report. Thomas Jordan's resume is published on www.zurich.com/agm.

4.2 Re-elections of the members of the Remuneration Committee

Proposals

Subject to their re-election as Board members, the Board proposes the individual re-election of the current members of the Remuneration Committee, each for a term of office until the conclusion of the next AGM.

4.2.1 Re-election of Michel M. Liès

4.2.2 Re-election of Catherine Bessant

4.2.3 Re-election of Christoph Franz

4.2.4 Re-election of Sabine Keller-Busse

4.2.5 Re-election of Kishore Mahbubani

4.2.6 Re-election of Jasmin Staiblin

Explanation

The term of office of the members of the Remuneration Committee ends by law with the conclusion of the AGM on April 9, 2025. The current members of the Remuneration Committee have agreed to accept their proposed re-elections.

4.3 Re-election of the independent voting representative

Proposal

The Board proposes the re-election of the Law Office Keller Ltd, Zurich, as independent voting representative for a term of office until the conclusion of the next AGM.

Explanation

The independent voting representative is to be elected annually by the General Meeting. The Law Office Keller Ltd, Zurich, meets the independence criteria and is available for re-election.

4.4 Re-election of the auditors

Proposal

The Board proposes the re-election of Ernst & Young Ltd, Zurich, as auditors for the financial year 2025.

Explanation

The auditors are to be elected annually by the General Meeting. EY meets the independence criteria and is available for re-election. Information on EY can be found in the section “external auditor” of the Annual Report.

5. Approval of the remuneration

5.1 Approval of the remuneration for the Board

Proposal

The Board proposes to approve a maximum total amount of remuneration for the Board of CHF 6,000,000 (plus legally required employer contributions to social security systems) for the period from the AGM 2025 to the AGM 2026.

Explanation

The maximum total amount of remuneration proposed for the Board for the period from the AGM 2025 to the AGM 2026 is CHF 6,000,000, the same as in the previous year. The amount is based on the assumption that the number of Board members and the assigned responsibilities remain unchanged. There is no change to the Board fee structure from the prior period.

Maximum total amount of remuneration for the Board for the period from the AGM 2025 to the AGM 2026

(in CHF thousands)	Fees		
	in cash	in shares ²	Total
Basic fees for the Board Chair, Board Vice-Chair and Board members ²	2,425	2,425	4,850
Committee fees for Board members ³	800	–	800
Committee chair fees ³	180	–	180
Subtotal	3,405	2,425	5,830
Reserve to cover any potential changes to responsibilities, as well as legally required employer pension contributions	170	–	170
Total	3,575	2,425	6,000

The above amounts exclude legally required employer contributions to social security systems. All members of the Board of Zurich are also members of the Board of Zurich Insurance Company Ltd and the fees cover the duties and responsibilities on both Boards. All fees are paid exclusively as a fixed amount and are not subject to the achievement of specific performance targets.

Further information on the Board's remuneration, including the fees paid for the previous period compared with the amount approved for that period, can be found in the section "Remuneration and shareholdings – Board of Directors" of the Remuneration Report.

² Half of the basic fee is provided in five-year sales-restricted shares.

³ The Board Chair and Board Vice-Chair do not receive any additional fees for their committee work on the Boards of Zurich and Zurich Insurance Company Ltd.

5.2 Approval of the remuneration for the Executive Committee

Proposal

The Board proposes to approve a maximum total amount of remuneration for the Executive Committee of CHF 83,000,000 (plus legally required employer contributions to social security systems) for the financial year 2026.

Explanation

The maximum total amount of remuneration proposed for the Executive Committee for the financial year 2026 is CHF 83,000,000, the same as in the previous year. The amount includes assumptions regarding the number of members of the Executive Committee and the remuneration structure. It also considers the maximum STIP and LTIP awards of 200 percent of the anticipated target incentive amounts and therefore reflects the maximum anticipated total remuneration that could arise under the remuneration policy.

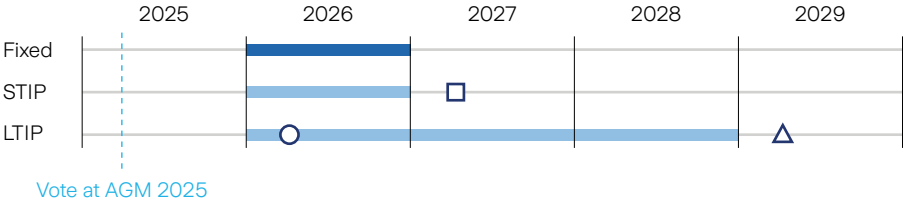
Maximum total amount of remuneration for the Executive Committee for the financial year 2026

(in CHF millions)	Amounts for 2026
Fixed remuneration ⁴	20.1
Short-term incentive plan (STIP)	20.8
Long-term incentive plan (LTIP)	42.1
Total	83.0

The above amounts exclude legally required employer contributions to social security systems and shareholder returns, including the allocation of dividend equivalent target shares during the vesting period as well as share price and exchange rate fluctuations.

4 Fixed remuneration considers base salaries, pensions and benefits, and other remuneration.

Timing of the various remuneration elements that make up the total remuneration for 2026



- Fixed remuneration includes base salaries, pensions and benefits, and other remuneration during 2026.
- Payment of STIP for performance year 2026 made in March 2027 and disclosed in the Remuneration Report 2026.
- Allocation of LTIP target shares in 2026, disclosed in the Remuneration Report 2026.
- Assessment of the vesting level for the performance period 2026 to 2028.⁵
- Duration of the performance period relevant for the performance criteria of STIP (one year) and of LTIP (three years).

Further information on the Executive Committee’s remuneration and the amounts paid or allocated in 2024 compared with the amount approved for this period can be found in the section “Remuneration and shareholdings – Executive Committee” of the Remuneration Report.

⁵ Half of the vested performance shares are sales-restricted for a further three years such that all restrictions are lifted in 2032.

Organizational notes

Documentation

The invitation published in the Swiss Official Gazette of Commerce (www.sogc.ch) on March 14, 2025, in German is the original version, which prevails in case of inconsistencies with the English or French version.

The Annual Report, which also includes the Remuneration Report, the Sustainability Report and the auditors' reports, is available at www.zurich.com/en/investor-relations/results-and-reports.

Admission

Shareholders who are registered in the share register on April 3, 2025, 5:00 p.m. CEST, with voting rights are entitled to attend the AGM. The registration in the share register does not affect the trading of shares held by registered shareholders before, during or after the AGM.

The admission card can be ordered by means of the reply card or the shareholder portal of Computershare Switzerland Ltd (www.gvote.ch) and will be mailed from March 17, 2025. Shareholders who have registered for an email alert via gvote will neither receive a printed invitation (available as of March 14, 2025, on www.zurich.com/agm) nor a printed reply card, but only an email from Computershare (generalversammlung@computershare.ch) with the subject "Invitation to the Annual General Meeting 2025 of Zurich Insurance Group Ltd" and the link to the gvote-login.

Shareholders who have not received an admission card may obtain one on the day of the AGM upon presentation of the reply card or their ID at the information desk. To determine the attendance correctly, any shareholder leaving the AGM early or temporarily is requested to present the admission card at the exit.

Proxies and authorization

Shareholders can be represented by their legal representative or, by means of a written proxy, by a representative of their choice. The proxy must be granted on the reply or admission card or via www.gvote.ch.

Shareholders may also arrange to be represented by the independent voting representative, Law Office Keller Ltd, P.O. Box 8172, 8036 Zurich, Switzerland. The authorization and instruction of the independent voting representative must be made via the reply card (received by April 4, 2025), www.gvote.ch (until April 7, 2025, 11:59 p.m. CEST) or the admission card.

By signing the reply or admission card in blank or in the absence of any specific instructions, general authorization is granted to the independent voting representative to vote in favor of proposals made by the Board.

General information

General questions related to the AGM may be addressed by email to the share register of Zurich (shareholder.services@zurich.com).

The AGM can be watched as live webcast with simultaneous translation into English at www.zurich.com/agm.

Information on the processing of personal data of shareholders is available at: www.zurich.com/en/investor-relations/shareholder-area.

Reception

Following the AGM, we invite all participants to a reception which will take place at the premises of the Hallenstadion.

Zurich, March 13, 2025

Zurich Insurance Group Ltd

For the Board of Directors

A handwritten signature in blue ink, appearing to read 'M. M. Liès'.

Michel M. Liès, Chairman

Zurich Insurance Group Ltd
Share Register
c/o Zurich Insurance Company Ltd
Mythenquai 2
8022 Zurich
Switzerland
Phone +41 (0)44 625 22 55
shareholder.services@zurich.com

