

**somewhat  
different**

# Invitation to the Annual General Meeting 2019

*hannover* **re**<sup>®</sup>

# Key figures

| Figures in EUR million  | 2018                     | +/-<br>previous<br>year | 2017                   | 2016 <sup>1</sup>      | 2015                   | 2014                   |
|---|--------------------------|-------------------------|------------------------|------------------------|------------------------|------------------------|
| <b>Results</b>  |                          |                         |                        |                        |                        |                        |
| Gross written premium   | 19,176.4                 | +7.8 %                  | 17,790.5               | 16,353.6               | 17,068.7               | 14,361.8               |
| Net premium earned  | 17,289.1                 | +10.6 %                 | 15,631.7               | 14,410.3               | 14,593.0               | 12,423.1               |
| Net underwriting result   | -51.1                    |                         | -488.5                 | 115.9                  | 93.8                   | -23.6                  |
| Net investment income   | 1,530.0                  | -13.7 %                 | 1,773.9                | 1,550.4                | 1,665.1                | 1,471.8                |
| Operating profit (EBIT)   | 1,596.6                  | +17.0 %                 | 1,364.4                | 1,689.3                | 1,755.2                | 1,466.4                |
| Group net income  | 1,059.5                  | +10.5 %                 | 958.6                  | 1,171.2                | 1,150.7                | 985.6                  |
| <b>Balance sheet</b>  |                          |                         |                        |                        |                        |                        |
| Policyholders' surplus  | 11,035.1                 | +2.4 %                  | 10,778.5               | 11,231.4               | 10,267.3               | 10,239.5               |
| Equity attributable to shareholders of Hannover Rück SE   | 8,776.8                  | +2.9 %                  | 8,528.5                | 8,997.2                | 8,068.3                | 7,550.8                |
| Non-controlling interests   | 765.2                    | +0.9 %                  | 758.1                  | 743.3                  | 709.1                  | 702.2                  |
| Hybrid capital  | 1,493.1                  | +0.1 %                  | 1,492.0                | 1,490.8                | 1,489.9                | 1,986.5                |
| Investments (excl. funds withheld by ceding companies)  | 42,197.3                 | +5.3 %                  | 40,057.5               | 41,793.5               | 39,346.9               | 36,228.0               |
| Total assets  | 64,508.6                 | +5.4 %                  | 61,196.8               | 63,594.5               | 63,214.9               | 60,457.6               |
| <b>Share</b>  |                          |                         |                        |                        |                        |                        |
| Earnings per share (basic and diluted) in EUR   | 8.79                     | +10.5 %                 | 7.95                   | 9.71                   | 9.54                   | 8.17                   |
| Book value per share in EUR   | 72.78                    | +2.9 %                  | 70.72                  | 74.61                  | 66.90                  | 62.61                  |
| Dividend  | 633.1                    | +5.0 %                  | 603.0                  | 603.0                  | 572.8                  | 512.5                  |
| Dividend per share in EUR   | 3.75+1.50 <sup>2,3</sup> | +5.0 %                  | 3.50+1.50 <sup>3</sup> | 3.50+1.50 <sup>3</sup> | 3.25+1.50 <sup>3</sup> | 3.00+1.25 <sup>3</sup> |
| Share price at year-end in EUR  | 117.70                   | +12.2 %                 | 104.90                 | 102.80                 | 105.65                 | 74.97                  |
| Market capitalisation at year-end   | 14,194.3                 | +12.2 %                 | 12,650.6               | 12,397.4               | 12,741.1               | 9,041.2                |
| <b>Ratios</b>   |                          |                         |                        |                        |                        |                        |
| Combined ratio (property and casualty reinsurance) <sup>4</sup>                                   | 96.5 %                   |                         | 99.8 %                 | 93.7 %                 | 94.4 %                 | 94.7 %                 |
| Large losses as percentage of net premium earned (property and casualty reinsurance) <sup>5</sup> | 7.9 %                    |                         | 12.3 %                 | 7.8 %                  | 7.1 %                  | 6.1 %                  |
| Retention   | 90.7 %                   |                         | 90.5 %                 | 89.3 %                 | 87.0 %                 | 87.6 %                 |
| Return on investment (excl. funds withheld by ceding companies) <sup>6</sup>                      | 3.2 %                    |                         | 3.8 %                  | 3.0 %                  | 3.5 %                  | 3.3 %                  |
| EBIT margin <sup>7</sup>  | 9.2 %                    |                         | 8.7 %                  | 11.7 %                 | 12.0 %                 | 11.8 %                 |
| Return on equity (after tax)  | 12.2 %                   |                         | 10.9 %                 | 13.7 %                 | 14.7 %                 | 14.7 %                 |

1 Restated pursuant to IAS 8

2 Proposed dividend

3 Dividend of EUR 3.75 plus special dividend of EUR 1.50 for 2018, dividend of EUR 3.50 plus special dividend of EUR 1.50 for 2017, dividend of EUR 3.50 plus special dividend of EUR 1.50 for 2016, dividend of EUR 3.25 plus special dividend of EUR 1.50 for 2015 and dividend of EUR 3.00 plus special dividend of EUR 1.25 for 2014

4 Including expenses on funds withheld and contract deposits

5 Hannover Re Group's net share for natural catastrophes and other major losses in excess of EUR 10 million gross as a percentage of net premium earned

6 Excluding effects from ModCo derivatives

7 Operating result (EBIT) / net premium earned

# Invitation to the Annual General Meeting 2019

**Dear Ladies and Gentlemen,**

We are hereby pleased to invite you to attend the Annual General Meeting of Hannover Rück SE **on Wednesday, 8 May 2019, at 10.30 a.m.** (admittance from 9.00 a.m.) in the HCC Hannover Congress Centrum (Kuppelsaal), Theodor-Heuss-Platz 1 – 3, 30175 Hannover, Germany.

**Security ID number:**

840 221, ISIN DE0008402215

**Total number of shares:**

120.597.134

**Total number of voting rights:**

120.597.134

# Agenda and Proposed Resolutions

## 1. Presentation of the adopted annual financial statements and the approved consolidated financial statements as well as the combined management report for Hannover Rück SE and the Group for the 2018 financial year and report of the Supervisory Board

The Supervisory Board has approved the annual financial statements drawn up by the Executive Board and the consolidated financial statements; the annual financial statements are thereby adopted. The General Meeting is consequently not required to adopt a resolution on Item 1 of the Agenda.

## 2. Resolution on the appropriation of the disposable profit

The Executive Board and Supervisory Board propose that the disposable profit for the 2018 financial year in an amount of EUR 1,336,000,000.00 should be appropriated as follows:

|   |                             |
|---|-----------------------------|
| Distribution of a EUR 3.75 dividend on each eligible no-par-value share         | EUR 452,239,252.50          |
| Distribution of a EUR 1.50 special dividend on each eligible no-par-value share | EUR 180,895,701.00          |
| Profit carried forward to new account   | EUR 702.865.046,50          |
| <b>Disposable profit</b>  | <b>EUR 1.336.000.000,00</b> |

## 3. Resolution ratifying the acts of management of the members of the Executive Board for the 2018 financial year

The Executive Board and Supervisory Board propose that the acts of management of the members of the Executive Board serving in the 2018 financial year should be ratified for this period.

## 4. Resolution ratifying the acts of management of the members of the Supervisory Board for the 2018 financial year

The Executive Board and Supervisory Board propose that the acts of management of the members of the Supervisory Board serving in the 2018 financial year should be ratified for this period.

## 5. New elections to the Supervisory Board

The term of office of the current Supervisory Board of Hannover Rück SE ends in accordance with Article 10 (3) of the Articles of Association upon conclusion of the Annual General Meeting on 8 May 2019.

Pursuant to Art. 40 (2), (3) of Council Regulation (EC) No. 2157/2001 of 8 October 2001 on the Statute of a European Company (SE), § 17 of the SE Implementation Act (SEAG), § 21 (3) of the SE Participation Act (SEBG), Part III of the Agreement on the Participation of Employees in Hannover Rück SE of 23 January 2013 (SE Agreement) and Article 10 of the Articles of Association of Hannover Rück SE, the Supervisory Board is comprised of nine members, of whom six are shareholder representatives and three are employee representatives.

The employee representatives are elected in accordance with the provisions of the SE Participation Act (SEBG) by the responsible representative body (currently the joint Employee Council of Hannover Rück SE and E+S Rückversicherung AG). The appointment of the employee representatives takes effect immediately upon election by the responsible representative body (Article 10 (1) of the Articles of Association, Part III. § 14 (3) of the SE Agreement).

The shareholder representatives on the Supervisory Board are elected by the General Meeting. It is therefore necessary for the General Meeting to elect new shareholder representatives to the Supervisory Board.

At the suggestion of the Nomination Committee and in consideration of the targets for the composition of the Supervisory Board, the Supervisory Board proposes that the following persons should be elected to the company's Supervisory Board as shareholder representatives with effect from the end of the Annual General Meeting on 8 May 2019 for the period until the end of the General Meeting that ratifies the acts of management for the 2023 financial year, although at most for a term of six years:

a) **Herbert K. Haas, Burgwedel**

Member of various supervisory boards

b) **Torsten Leue, Hannover**

Chief Executive Officer of HDI Haftpflichtverband der Deutschen Industrie V.a.G. and of Talanx AG

**c) Dr. Ursula Lipowsky, München**

Full-time member of the Supervisory Board of the Association, Association of German Dioceses (VDD), Corporation under Public Law, Cologne

**d) Dr. Michael Ollmann, Hamburg**

Member of various supervisory boards

**e) Dr. Andrea Pollak, Wien**

Independent management consultant

**f) Dr. Erhard Schipporeit, Hannover**

Member of various supervisory boards

It is envisaged that the General Meeting will vote on the new elections to the Supervisory Board on an individual basis.

It is further envisaged that in the event of his election by the General Meeting Mr. Tors-ten Leue will be proposed for Chairman of the Supervisory Board.

Certain personal or business relationships as defined by Section 5.4.1 (6) of the German Corporate Governance Code exist between several of the proposed candidates and Hannover Rück SE or its Group companies, the governance bodies of Hannover Rück SE as well as Talanx Aktiengesellschaft and HDI Haftpflichtverband der Deutschen Industrie V.a.G., as shareholders with a material interest in the company. For details in this regard please refer to the further information on Item 5 of the Agenda, which is provided after this Agenda and includes inter alia the candidates' CVs and particulars concerning their membership of certain governance bodies.

The Supervisory Board has satisfied itself pursuant to Section 5.4.1 (5) of the German Corporate Governance Code that all candidates will be able to devote the expected amount of time required for their work as a member of the company's Supervisory Board.

The election proposals take into account the targets adopted by the Supervisory Board on 9 August 2017 with regard to its composition.

# Information on the rights of shareholders

in accordance with Art. 56 Sentence 2 and Sentence 3 SE Regulation (SE-VO), § 50 (2) SE Implementation Act (SEAG), §§ 122 (2), 126 (1), 127, 131 (1) Stock Corporation Act (AktG)

## **Motions to extend the Agenda at the request of a minority pursuant to Art. 56 Sentence 2 and Sentence 3 SE Regulation (SE-VO), § 50 (2) SE Implementation Act (SEAG), § 122 (2) Stock Corporation Act (AktG)**

Shareholders whose interests jointly represent in aggregate one twentieth (5%) of the share capital or the pro rata amount of EUR 500,000.00 may request to have items placed on the Agenda and published. This quorum is required for requests to extend the Agenda by shareholders of a European Company (SE) pursuant to Art. 56 Sentence 3 of the SE Regulation (SE-VO) in conjunction with § 50 (2) of the SE Implementation Act (SEAG). Each request for a new Agenda item must be accompanied by a justification and a proposed resolution. The request must be directed to the Executive Board and the company must receive it by **no later than midnight on 7 April 2019** at the address indicated below in the paragraph „Shareholder motions and election proposals pursuant to §§ 126 (1) and 127 Stock Corporation Act (AktG)“.

## **Shareholder motions and election proposals pursuant to §§ 126 (1) and 127 Stock Corporation Act (AktG)**

Counter motions – including reasons – to proposals made by the Executive Board and Supervisory Board with respect to a particular item of the Agenda and shareholder proposals for the election of Supervisory Board members shall be sent exclusively to the following address by **no later than midnight on 23 April 2019** (date of receipt):

### **in writing by post:**

Hannover Rück SE  
Investor Relations  
Annual General Meeting  
Karl-Wiechert-Allee 50  
30625 Hannover, Germany

### **electronically at**

#### **the e-mail address:**

Hauptversammlung@hannover-re.com

### **by fax at the fax number:**

+49 511 5604-1648

Countermotions and election proposals from shareholders that are made public can be accessed exclusively on the Internet at:  
[www.hannover-re.com/286045/annual-general-meeting-2019](http://www.hannover-re.com/286045/annual-general-meeting-2019)

If no countermotions or election proposals are received this will be indicated online.

## **Shareholder right of information pursuant to § 131 (1) Stock Corporation Act (AktG)**

The Executive Board is required to provide information about company matters including legal and business relationships with affiliated companies as well as the position of the Group and the companies included in the consolidated financial statements to any shareholder at their request during the Annual General Meeting insofar as this is necessary for proper appraisal of an item of the Agenda.

## Information regarding participation

Pursuant to Art. 16 (1) of the Articles of Association, shareholders who have registered by **no later than midnight on 1 May 2019** (date of receipt) with the company's registered office

**in writing at the postal address:**

Hannover Rück SE  
Postfach 61 03 69  
30603 Hannover, Germany

**or with:**

Hannover Rück SE Aktionärsservice  
Postfach 14 60  
61365 Friedrichsdorf

**by fax at the number:**

+49 6922 2234-287

**electronically at the website:**

(from 10 April 2019 onwards)  
<https://netvote.hannover-rueck.de>

**or via the link:**

[www.hannover-re.com/286045/  
annual-general-meeting-2019](http://www.hannover-re.com/286045/annual-general-meeting-2019)

**electronically at the e-mail address:**

[hannoverrueck.hv@linkmarketservices.de](mailto:hannoverrueck.hv@linkmarketservices.de)



and who are entered in the company's share register for the registered shares at the time of the Annual General Meeting are entitled to participate in the Annual General Meeting and exercise their voting right. No further transfer entries will be made in the share register between the expiry of the registration deadline and the end of the Annual General Meeting.

## **Procedure for voting**

In accordance with statutory provisions, you have the option of having your vote exercised through a proxy if you are unable to attend the Annual General Meeting in person. The company has also designated proxies pursuant to Art. 16 (3) of the Articles of Association. These are Ms. Julia Hartmann, Investor Relations, Hannover, and Mr. Rainer Filitz, Group Legal Services, Hannover. Provided you have registered to participate in the Annual General Meeting in due time, i.e. by **no later than midnight on 1 May 2019** (date of receipt), you can use the reply form enclosed with this invitation to authorise the company's designated proxies or your own nominated proxy to exercise your voting right by returning it by e-mail, post or fax to the addresses, e-mail address or fax number indicated above under "Information regarding participation". You can also use our netVote Internet service.

Proof of authorisation of a proxy may also be communicated electronically to the following e-mail address:

[hannoverrueck.hv@linkmarketservices.de](mailto:hannoverrueck.hv@linkmarketservices.de)

The granting of as well as changes to the authorisation or to the proxy authority and instructions issued to the company's designated proxies can also be effected by post, fax, email or netVote until **no later than midnight on 7 May 2019** (date of receipt). If multiple declarations are received the most recently received declaration shall take precedence. Personal attendance at the Annual General Meeting shall be deemed to be a revocation of the authorisation or the proxy authority and instructions issued to the company's designated proxies in advance of the Annual General Meeting.

In addition, shareholders who have arrived at the Annual General Meeting may even authorise the proxies designated by the company or third parties to exercise their voting right once they are at the Annual General Meeting.

## Procedure for voting by postal vote

Shareholders entered in the company's share register are able to cast their votes by post without attending the Annual General Meeting. Only those shareholders of record on the day of the Annual General Meeting who have registered in due time, i.e. by **no later than midnight on 1 May 2019** (date of receipt), by post or fax using the reply form enclosed with the invitation at the addresses or fax number indicated above under "Information regarding participation" are eligible to exercise the voting right by postal vote. You can also use our electronic AGM service netVote for this purpose.

Postal votes can similarly be cast and changed by post, fax, e-mail or netVote by **no later than midnight on 7 May 2019** (date of receipt). If multiple declarations are received the most recently received declaration shall take precedence.

The attendance in person of a shareholder or authorised third party at the Annual General Meeting shall automatically be deemed to be a revocation of the previously submitted postal votes. Should an individual vote be held on an item of the Agenda without this having been notified in advance of the Annual General Meeting, a vote submitted on this item of the Agenda as a whole shall also be considered to be a corresponding vote submitted for each item of the individual vote. Please note that you are otherwise unable – even if using the Electronic AGM Service netVote – to submit a postal vote for votes that may be held on possible counter motions or on election proposals not brought forward prior to the Annual General Meeting or on other motions including procedural motions not notified in advance of the Annual General Meeting.

Nor is it possible for requests to speak, questions, motions or election proposals to be accepted or put forward in advance of or during the Annual General Meeting or to lodge objections to resolutions of the Annual General Meeting via postal vote.

Authorised financial institutions, shareholder associations and persons or institutions of equal status pursuant to § 135 (8) and (10) Stock Corporation Act (AktG) who offer their services to shareholders to exercise the voting right at the Annual General Meeting may also take advantage of postal voting.

## **Electronic Annual General Meeting service netVote – ordering admission cards over the Internet**

Als eingetragener Aktionär der Hannover Rück können Sie über das Internet Eintrittskarten für die Hauptversammlung bestellen, den Stimmrechtsvertretern der Gesellschaft Vollmacht und Weisung zur Ausübung Ihres Stimmrechtes erteilen oder Ihr Stimmrecht per Briefwahl ausüben. Detailinformationen hierzu entnehmen Sie bitte dem beigefügten Antwortformular sowie unserer Website unter:  
[www.hannover-rueck.de/115095/hauptversammlung-2019](http://www.hannover-rueck.de/115095/hauptversammlung-2019)

## **Details of the Shareholder Hotline for shareholders and banks**

Financial institutions and shareholders may raise questions regarding our Annual General Meeting via e-mail by writing to [hannoverrueck.hv@linkmarketservices.de](mailto:hannoverrueck.hv@linkmarketservices.de). In addition, our Shareholder Hotline is available to you from 10 April 2019 onwards from Monday to Friday between 8.00 am and 5.00 pm by calling +49 6196 8870-706 or from Germany (toll-free) 0800 0004 525.

Further information can also be obtained from our website at:  
[www.hannover-re.com/286045/annual-general-meeting-2019](http://www.hannover-re.com/286045/annual-general-meeting-2019)

## **Provision of information**

The information pursuant to §124 a Stock Corporation Act (AktG), and in particular the documents pursuant to § 175 (2) Sentences 1 and 3 Stock Corporation Act (AktG), can be accessed via our website at:  
[www.hannover-re.com/286045/annual-general-meeting-2019](http://www.hannover-re.com/286045/annual-general-meeting-2019)

# Information for shareholders of Hannover Rück SE regarding data protection

With effect from 25 May 2018 the EU General Data Protection Regulation (GDPR) and the new version of the German Data Protection Act (BDSG) are applicable. We are providing you with the following particulars in order to keep you informed about the collection and processing of your personal data by Hannover Rück SE (Hannover Re) and the rights to which you are entitled according to data protection regulations.

## **Who is the responsible data controller?**

Hannover Rück SE  
Karl-Wiechert-Allee 50  
30625 Hannover  
Hauptversammlung@hannover-re.com

You can contact Hannover Re's data protection officer by post using the aforementioned address for the responsible data controller (please add „Group Data Protection Officer“) or via e-mail at: [datenschutz@hannover-re.com](mailto:datenschutz@hannover-re.com)

## **What categories of data do we process, for what purpose and on what legal basis?**

Hannover Re processes your personal data in conformity with the General Data Protection Regulation (GDPR), the German Data Protection Act (BDSG), the relevant legal provisions governing the European Company (SE), the German Stock Corporation Act (AktG) and other relevant legal provisions.

The shares of Hannover Re are no-par-value registered shares. In accordance with § 67 Stock Corporation Act (AktG), personal data must be entered in the company's share register when issuing such registered shares. This consists of the shareholder's first name and surname, address details and date of birth as well as specification of the number of shares or stock number. According to § 67 (1), sentence 2 Stock Corporation

Act (AktG), the shareholder is required to provide this information to the company. This notification is usually provided by the credit institutions involved in the purchase / sale and safekeeping of the shares. The credit institutions pass this information on to Hannover Re via Clearstream Banking AG, Frankfurt, which, as the central securities depository, oversees the technical processing of securities transactions and the safekeeping of shares for the credit institutions.

Your personal data is processed in connection with the purposes set out in the Stock Corporation Act. This primarily involves the management of the share register, communication between the shareholders and the organisation as well as the holding and conduct of Annual General Meetings. In addition, we also process your personal data for statistical purposes, e.g. regarding changes in the shareholder structure or trading volumes.

This data processing takes place on the legal basis of Article 6 (1c) and (4) GDPR in conjunction with the Stock Corporation Act.

In addition, we process your personal data in accordance with statutory requirements, such as supervisory regulations and retention requirements under stock corporation, commercial and tax laws. If, for example, you authorise the proxy appointed by the company for the Annual General Meeting, we are legally required to record in a verifiable form the data serving to document this proxy authorisation and to retain it for three years in a manner that is protected against third-party access (§ 134 (3) sentence 5 Stock Corporation Act (AktG)). The determinative legal basis for processing of the data is Article 6 (1c) GDPR.

In individual cases, Hannover Re also processes your data in order to safeguard legitimate interests in accordance with Article 6 (1f) GDPR. This is the case with capital increases, for example, if we are required to exclude certain shareholders from information concerning rights offerings due to their nationality or place of residence so as to adhere to securities regulations of such countries.

If we intend to process your personal data for any other purpose, we will inform you in advance within the framework of the legal provisions.

## **Which categories of recipients might we share your data with?**

### **External service providers**

Hannover Re makes use of external service providers for the management of the share register and for technical matters connected with organising and holding the Annual General Meeting. Examples of the tasks performed by service providers that we commission in this regard are:

- the administration and technical management of the share register by a share register service company
- the organisation of Annual General Meetings by AGM service providers, service providers for printing and sending shareholder communications
- the holding of Annual General Meetings (primarily: attendance checks, technical infrastructure for voting and documentation of Annual General Meetings)

### **Additional recipients**

In the context of Hannover Re's Annual General Meeting a list of participants is compiled containing personal data of the participants. This list can be viewed by other shareholders of the company during the Annual General Meeting. Furthermore, it may become legally necessary to pass on your personal data to other recipients such as government agencies upon materialisation of certain facts and circumstances (e.g. if statutory voting rights thresholds are exceeded, to the revenue authorities or criminal prosecution authorities).

## **Is data transmitted to service providers in third countries?**

If your personal data is transferred to service providers outside the European Economic Area (EEA), such transfer will only take place if the third country has been confirmed by the European Commission as having an appropriate level of data protection or if other appropriate data protection guarantees (e.g. mandatory internal company data protection regulations or EU standard contractual clauses) are in place. Before we undertake such a transfer, we will inform you in accordance with legal regulations.

## **How long do we save your data?**

Your personal data is erased as soon as it is no longer required for the purposes mentioned above and provided no other legal documentation and retention obligations require further storage. Such documentation and retention obligations derive from, inter alia, the German Commercial Code, the German Fiscal Code and the German Money Laundering Act.

Data stored in the share register will be stored for the holding period and a period of ten years following the complete sale of your shares based on the legal documentation and retention obligations. Your personal data will be stored should you assert legal claims or if legal claims are lodged by Hannover Re. As a general principle, this is intended to assist with clarification of claims and enforcement in individual cases. Based on the legal principles governing the statute of limitations, this can lead to a storage period of three to thirty years.

For personal data arising in connection with Annual General Meetings, the period of storage is normally up to three years. Wherever possible, we will keep your personal data in anonymised form.

## **What are your data protection rights?**

You can request information about the data stored on your person from the aforementioned address. Under certain conditions, you can also request that your data be corrected or erased. You may also have the right to restrict the processing of your data and to have the data that you made available provided to you in a structured, commonly used and machine-readable format.

You can access our online Annual General Meeting service and the shareholder portal directly at <https://netvote.hannover-rueck.de> or via our company's homepage at [www.hannover-re.com/286045/annual-general-meeting-2019](http://www.hannover-re.com/286045/annual-general-meeting-2019). The shareholder portal gives you access to the most important information recorded about your person in the share register; you can inform us of any corrections here or via the aforementioned address. The e-mail address [hannoverrueck.hv@linkmarketservices.de](mailto:hannoverrueck.hv@linkmarketservices.de) may also be used for sending communications.

## **Right of objection**

You have the right to object to the processing of your personal data in order to safeguard legitimate interests for reasons that arise from your particular situation. Hannover Re will then no longer process your personal information unless it can demonstrate compelling legitimate grounds for processing which outweigh your interests, rights and freedoms, or if the intention of processing is to assert, exercise or defend legal claims.

## **Do you have any questions or do you wish to complain about the handling of your data?**

You have recourse to our data protection officer (contact details as above) or a data protection supervisory authority.

The responsible data protection supervisory authority for Hannover Re is:

Die Landesbeauftragte für den Datenschutz Niedersachsen (Data Protection Commissioner for Lower Saxony)  
Prinzenstraße 5  
30159 Hannover



## **Do we use profiling or automated case-by-case decision making?**

Insofar as automated processing of your personal data involves using such data to evaluate, analyse or predict certain personal aspects relating to you, this is known as „profiling“. Should Hannover Re carry out profiling in the future, we will inform you according to legal regulations.

We will notify you again as necessary should this information change substantially.

Hannover, March 2019

Hannover Rück SE  
The Executive Board

# Further information on Item 5 of the Agenda

(Particulars of the candidates proposed for the new elections to the Supervisory Board)

## a) **Herbert K. Haas, Burgwedel**

First elected: 24 May 2002

Elected until: 8 May 2019

| <b>Year of birth</b> | <b>Place of birth</b> | <b>Academic background, training</b>                  |
|----------------------|-----------------------|---|
| 1954                 | Bad Urach             | Graduate in business administration (Diplom-Kaufmann) |

### **Professional career**

|             |  |
|-------------|--|
| 1980        | Federal Office of Insurance Supervision, Berlin, specialist in the department „Financial Supervision of Property & Casualty Insurance as well as Reinsurance Undertakings“ |
| 1982        | E+S Rückversicherung AG, Hannover, Assistant to the Executive Board  |
| 1984        | Hannover Rückversicherung AG, Hannover, Section Manager Subsidiaries and Strategic Investments   |
| 1985        | Insurance Corporation of Hannover, Los Angeles / USA, Vice President Finance and Chief Financial Officer   |
| 1989        | Hannover Rückversicherung AG and E+S Rückversicherung AG, Hannover, Vice President Finance, Participations, Controlling, Taxes   |
| 1994        | Member of the Executive Board Hannover Rückversicherung AG and E+S Rückversicherung AG, Hannover   |
| 2002        | Member of the Board of Management of Talanx AG and HDI Haftpflichtverband der Deutschen Industrie V.a.G., Hannover   |
| 2006 – 2018 | Chief Executive Officer of Talanx AG and HDI Haftpflichtverband der Deutschen Industrie V.a.G., Hannover   |

### **Memberships of statutory supervisory boards in Germany**

Chairman of the Supervisory Board of Talanx AG<sup>1,2</sup>

Chairman of the Supervisory Board of HDI Haftpflichtverband der Deutschen Industrie V.a.G.<sup>2</sup>

### **Memberships of comparable control boards at other domestic and foreign business enterprises**

None

<sup>1</sup> Listed

<sup>2</sup> This supervisory board membership exists at a shareholder with a material interest in Hannover Rück SE, i.e. a shareholder that directly or indirectly holds more than 10% of the voting shares of Hannover Rück SE

## b) **Torsten Leue, Hannover**

First elected: 7 May 2018

Elected until: 8 May 2019

| <b>Year of birth</b> | <b>Place of birth</b> | <b>Academic background, training</b>  |
|----------------------|-----------------------|---|
| 1966                 | Berlin                | Certified bank clerk, Deutsche Bank AG, Berlin<br>Degree in business administration, Berlin |

### **Professional career**

|             |  |
|-------------|--|
| 1993 – 1994 | Allianz Sach-Versicherungs AG, Berlin,<br>Assistant to the Regional Manager  |
| 1995 – 1996 | Allianz Versicherungs AG, Berlin,<br>Regional Head of Distribution   |
| 1997 – 2003 | Allianz Versicherungs AG, Munich,<br>Regional Manager Central and Eastern Europe   |
| 2004 – 2010 | Chief Executive Officer of Allianz Slovakia  |
| since 2010  | Chief Executive Officer of Talanx AG <sup>1</sup> , Hannover   |
| since 2017  | additionally member of the Board of Management of HDI Haftpflichtverband der Deutschen Industrie V.a.G. <sup>1</sup> , Hannover and Labour Director of Talanx AG |
| since 2018  | Chief Executive Officer of Talanx AG <sup>1</sup> and HDI Haftpflichtverband der Deutschen Industrie V.a.G. <sup>1</sup> , Hannover                              |

### **Memberships of statutory supervisory boards in Germany**

Chairman of the Supervisory Board of E+S Rückversicherung AG<sup>2</sup>

Chairman of the Supervisory Board of HDI Deutschland AG

Chairman of the Supervisory Board of HDI Global SE

Chairman of the Supervisory Board of HDI Global Specialty SE

Chairman of the Supervisory Board of HDI International AG

Chairman of the Supervisory Board of HDI Kundenservice AG

Chairman of the Supervisory Board of HDI Service AG

### **Memberships of comparable control boards at other domestic and foreign business enterprises**

None

1 This supervisory board membership exists at a shareholder with a material interest in Hannover Rück SE, i.e. a shareholder that directly or indirectly holds more than 10% of the voting shares of Hannover Rück SE

2 Seat held on a Group body

**c) Dr. Ursula Lipowsky, Munich**

First elected: 7 May 2018

Elected until: 8 May 2019

| <b>Year of birth</b> | <b>Place of birth</b> | <b>Academic background, training</b>  |
|----------------------|-----------------------|---|
| 1958                 | Landshut              | Read law at the Universities of Munich and Geneva<br>Doctorate (Dr. jur.) from the University of Munich<br>Graduate School of Business, Stanford University |

**Professional career**

|             |   |
|-------------|---|
| 1987 – 1994 | Legal specialist, Bayerische Rückversicherung AG, Munich (later renamed Swiss Re Germany AG)  |
| 1994 – 1998 | Divisional Manager Central Divisions Logistics and Legal, Bayerische Rückversicherung AG  |
| 1998 – 2001 | Divisional Manager Investments and Legal, Bayerische Rückversicherung AG  |
| 2001 – 2015 | Various Board mandates with the German companies belonging to the Swiss Re Group, Swiss Re Germany AG, Swiss Re Germany Holding AG, Swiss Re Frankona AG, Area of Board responsibility: Finance |
| since 2015  | Freelance consulting  |
| since 2017  | Full-time member of the Supervisory Board of the Association, Association of German Dioceses (VDD), Corporation under Public Law, Cologne   |

**Memberships of statutory supervisory boards in Germany**

Member of the Supervisory Board of Mecklenburgische Krankenversicherungs-AG

Member of the Supervisory Board of Mecklenburgische Lebensversicherungs-AG

Member of the Supervisory Board of Württembergische Lebensversicherung AG

**Memberships of comparable control boards at other domestic and foreign business enterprises**

None

#### d) Dr. Michael Ollmann, Hamburg

| <b>Year of birth</b> | <b>Place of birth</b> | <b>Academic background, training</b>   |
|----------------------|-----------------------|--|
| 1958                 | Duisburg              | Graduated in business administration from the University of Münster and University of Hamburg (Diplom-Kaufmann)<br>Doctorate in political science (Dr. rer. Pol.) from the University of Hamburg |

#### **Professional career**

|                            |   |
|----------------------------|---|
| 1983 – 1985                | Assistant to the Chief Financial Officer of HDI, Haftpflichtverband der Deutschen Industrie V.a.G and of Hannover Re/Eisen und Stahl AG   |
| 1985 – 2015                | Management consulting with McKinsey & Company, Inc.   |
| <b>During this period:</b> |   |
| 1991 – 1998                | Elected as a Partner of McKinsey & Company, Inc., member of McKinsey's European Leadership of the Insurance and Asset Management Practice |
| 1998                       | Elected as a Director of McKinsey & Company, Inc.   |
| 1992 – 2000                | additionally Head of the Hamburg Office of McKinsey & Company, Inc.   |
| 2004 – 2013                | Leader of McKinsey's European Risk Insurance Practice   |

#### **Memberships of statutory supervisory boards in Germany**

Chairman of the Supervisory Board of HanseMerkur Allgemeine Versicherung AG<sup>1,2</sup>  
Chairman of the Supervisory Board of HanseMerkur Lebensversicherung AG<sup>2</sup>  
Chairman of the Supervisory Board of HanseMerkur Reiseversicherung AG<sup>2</sup>  
Deputy Chairman of the Supervisory Board of HanseMerkur Holding AG<sup>2</sup>  
Deputy Chairman of the Supervisory Board of HanseMerkur Krankenversicherung AG<sup>2</sup>  
Deputy Chairman of the Supervisory Board of HanseMerkur Krankenversicherung a. G.<sup>2</sup>  
Member of the Supervisory Board of HDI International AG  
Member of the Supervisory Board of HDI Global SE

#### **Memberships of comparable control boards at other domestic and foreign business enterprises**

None

1 Resignation of the office of chairman of the supervisory board envisaged while remaining a member of the supervisory board with effect from 1 May 2019

2 All supervisory board memberships and hence also the offices as chairman of the relevant supervisory boards end at the conclusion of the respective general meetings on 28 / 29 June 2019.

**e) Dr. Andrea Pollak, Vienna**

First elected: 3 May 2011

Elected until: 8 May 2019

| <b>Year of birth</b> | <b>Place of birth</b> | <b>Academic background, training</b>   |
|----------------------|-----------------------|--|
| 1959                 | Vienna,<br>Austria    | Read commercial sciences at Vienna University of Economics and Business, Master's degree in social and economic sciences<br><br>Doctoral studies at Vienna University of Economics and Business, Stanford University, UC Berkeley and San Francisco State University<br><br>Doctorate from Vienna University of Economics and Business (human resources management)<br><br>INSEAD, Fontainebleau (International Marketing Programme) |

**Professional career**

|             |   |
|-------------|---|
| 1984 – 1987 | Österreichische Kontrollbank AG, Vienna   |
| 1986 – 1990 | Finanzierungsgarantie-Gesellschaft m.b.H., Vienna, business management specialist                         |
| 1990 – 1993 | Creditanstalt-Investment Bank AG, Vienna, Vice President  |
| 1994 – 1996 | Weidmüller GmbH und Klippon Elektrotechnik GmbH, Vienna, Commercial Manager and Authorised Representative |
| 1997 – 2008 | Koninklijke DSM N.V., Netherlands   |

**During this period:**

|            |  |
|------------|--|
| 1997       | DSM Fine Chemicals Austria, Linz, CFO  |
| 2001       | DSM Fine Chemicals Austria, Linz, President/CEO and Business Unit Director   |
| 2005       | DSM Anti Infectives, Peking, Vice President and Business Unit Director China |
| 2006       | DSM Anti-Infectives B.V., Delft, Vice President                              |
| since 2009 | Independent consulting work, Advisory Services, Vienna,                      |

**Memberships of statutory supervisory boards in Germany**

None

**Memberships of comparable control boards at other domestic and foreign business enterprises**

Deputy Chairwoman of the Supervisory Board of Fronius International GmbH, Pettenbach, Austria

**f) Dr. Erhard Schipporeit, Hannover**

First elected: 3 May 2007

Elected until: 8 May 2019

| <b>Year of birth</b> | <b>Place of birth</b> | <b>Academic background, training</b>  |
|----------------------|-----------------------|---|
| 1949                 | Bitterfeld            | Read business administration at the University of Göttingen<br>Doctorate in political science (Dr. rer. pol.) |

**Professional career**

|             |  |
|-------------|--|
| 1990 – 1993 | Varta AG – Member of the Executive Board |
| 1993 – 1997 | Varta AG – Chief Executive Officer       |
| 1997 – 2000 | VIAG AG – Member of the Executive Board  |
| 2000 – 2006 | E.ON AG – Member of the Executive Board  |
| since 2006  | Independent management consultant        |

**Memberships of statutory supervisory boards in Germany**

Chairman of the Supervisory Board of innogy SE<sup>1</sup>

Member of the Supervisory Board of BDO AG

Member of the Supervisory Board of Fuchs Petrolub SE<sup>1</sup>

Member of the Supervisory Board of HDI Haftpflichtverband der Deutschen Industrie V.a.G.<sup>2</sup>

Member of the Supervisory Board of RWE AG<sup>1</sup>

Member of the Supervisory Board of SAP SE<sup>1,3</sup>

Member of the Supervisory Board of Talanx AG<sup>1,2</sup>

**Memberships of comparable control boards at other domestic and foreign business enterprises**

None

<sup>1</sup> Listed

<sup>2</sup> This supervisory board membership exists at a shareholder with a material interest in Hannover Rück SE, i.e. a shareholder that directly or indirectly holds more than 10% of the voting shares of Hannover Rück SE

<sup>3</sup> This supervisory board membership ends upon conclusion of the General Meeting of SAP SE on 15 May 2019.

# Organisational information

In order to ensure that the Annual General Meeting can be held in an orderly and timely manner, we would ask you to note the following:

## **Security measures**

In the interests of all those attending, we shall again have extensive security measures in place this year. With this in mind, we would ask you not to bring any dangerous items such as knives or scissors with you. These will have to be held in safekeeping for you until you have left the Annual General Meeting. Please refrain also from bringing your own beverages or any other liquids. Beverages will be provided for you at the venue.

## **Food and beverages**

Food and beverages will be provided for all participants free of charge on the day of the event.

## **Language**

The Annual General Meeting will be held in German. We would like to point out to all participants that no provision has been made for simultaneous translation of the event into English or any other language.

## **Requests to speak**

If you would like to speak on an item of the Agenda, we would ask you to put in your request to speak as soon as possible at the table provided for this purpose (“Wortmeldetisch”) in front of the stage. Request forms are available at this table. The Chair of the meeting will then give you the floor at an appropriate time.

In order to ensure that the speaker’s remarks can be heard by all those attending the meeting, we would ask you to speak only from the podium set up in front of the stage.

## **Voting procedure**

The start of voting will be announced over loudspeakers that are installed both inside and outside the meeting hall throughout the entire attendance zone. In order to ensure that the voting process goes smoothly, we would request that you leave the Annual General Meeting during voting only if you have either authorised a third party or if you have surrendered your voting card at one of the desks marked “Shareholder deregistration” (“Abmeldung Aktionäre”).



### **Leaving the Annual General Meeting**

If you wish to temporarily leave the Annual General Meeting, please have your voting card(s) ready and report to one of the desks marked “Shareholder deregistration” (“Abmeldung Aktionäre”). Our staff there will deregister your votes from the attendance for the duration of your absence. When you re-enter the Annual General Meeting please report back to one of the desks marked “Shareholder registration” (“Anmeldung Aktionäre”) so as to have your votes registered again.

If you wish to permanently leave the meeting before the end of the last vote, we would again ask you to surrender your voting card(s). Unless you have authorised another participant to represent you, the votes will be deducted from the attendance.

If, however, you authorise another person to represent you, we would ask you to notify the transfer of your voting rights at one of the desks marked “Proxies and Instructions” (“Vollmachten und Weisungen”).

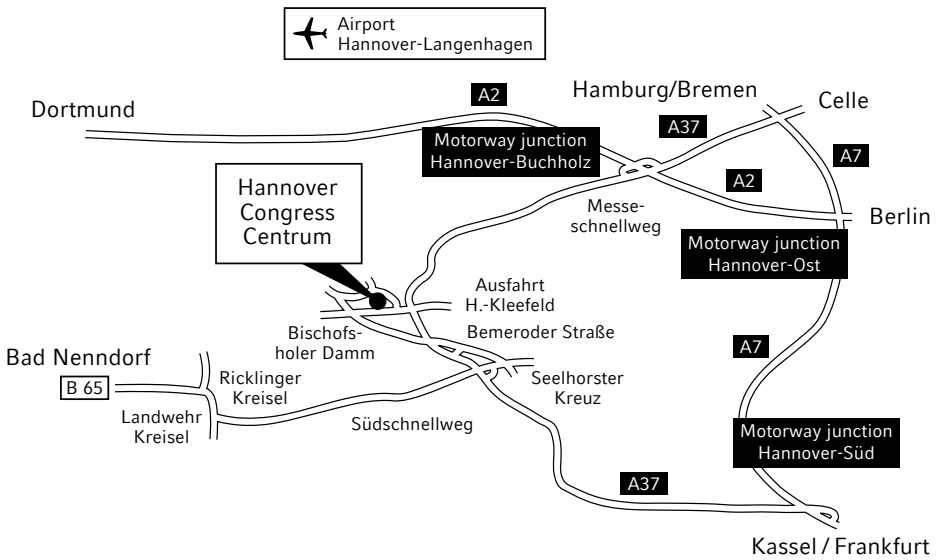
We would ask representatives of financial institutions and shareholder associations authorised by shareholders to note that for shares that do not belong to them they may not grant delegated authority to third parties who are not employees of the financial institution or shareholder association in question unless the authority expressly permits the granting of delegated authority (§ 135 (5) Stock Corporation Act (AktG)).

In order to ensure that the attendance remains unchanged during the voting process, we would ask you not to leave the Annual General Meeting during a particular vote.

### **Live streaming on the Internet**

Audio and video streaming of the Chief Executive Officer’s speech will be broadcast live on the website of Hannover Rück SE at [www.hannover-re.com/286045/annual-general-meeting-2019](http://www.hannover-re.com/286045/annual-general-meeting-2019). A video recording will also be accessible at the same Web address following the Annual General Meeting. Since verbal contributions of the participants in the Annual General Meeting will not be recorded, your rights of personality will not be breached by this broadcast. Our members of staff will be pleased to answer any further questions you may have.

# Arriving at Hannover Congress Centrum (HCC) by car



Please enter “Schillstraße”, 30175 Hannover in your GPS system because some systems may not be able to find “Theodor-Heuss-Platz”. Please note that the HCC is located in the environmental green zone of Hannover. Direct access is therefore only possible with a green emissions sticker.

### **From the North**

Exit the A7 motorway at the “Hannover-Kirchhorst” junction and continue along the A37 / Messeschnellweg. Take the exit labelled “H.-Kleefeld” and turn right, right again at the first traffic lights onto Clausewitzstraße. Parking on Schackstraße or parking deck HCC.

### **From the East**

Exit the A2 motorway at the “Hannover-Buchholz” junction and continue along the A37 / Messeschnellweg. Take the exit labelled “H.-Kleefeld” and turn right, right again at the first traffic lights onto Clausewitzstraße. Parking on Schackstraße or **parking deck HCC**.

### **From the South**

Exit the A7 motorway at the “Hannover-Süd” junction and take the A37/Messeschnellweg. Take the exit labelled “H.-Kleefeld” and turn left, then right at the first traffic lights onto Clausewitzstraße. Parking on Schackstraße or parking deck HCC.

### **From the West**

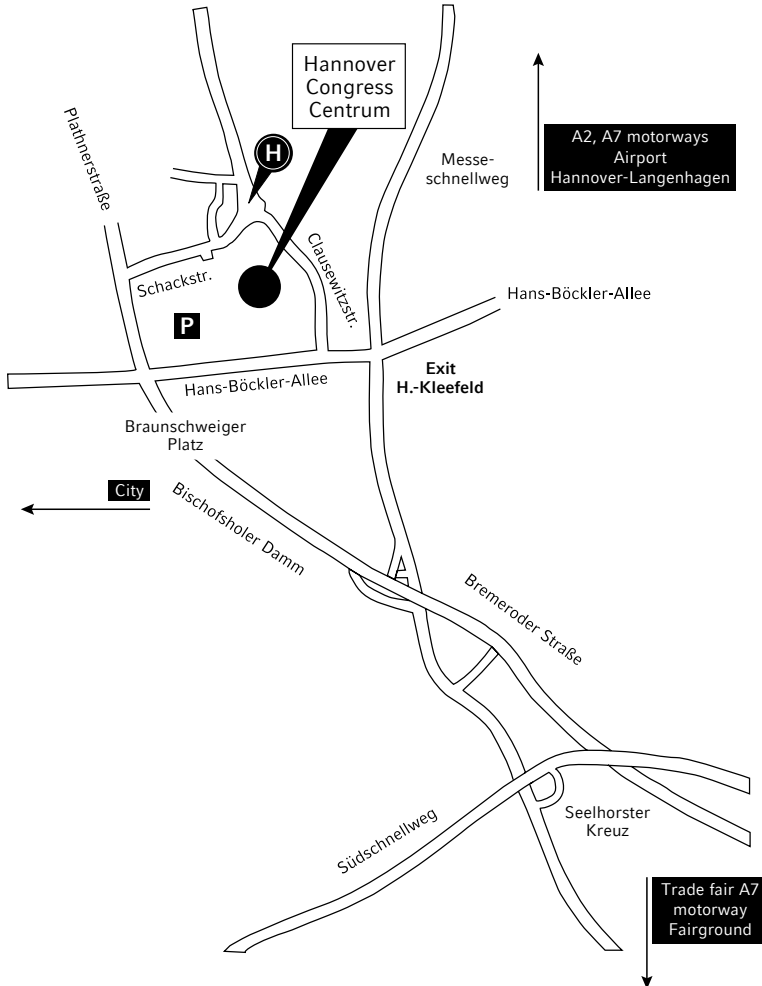
Exit the A2 motorway at the “Hannover-Buchholz” junction, take a right towards Hannover along the A37 / Messeschnellweg. Take the exit labelled “H.-Kleefeld” and turn right, then right again at the first traffic lights onto Clausewitzstraße. Parking on Schackstraße or parking deck HCC.

### **Parking**

The car park at the HCC is located on the West side of the complex and can be accessed via Schackstraße. If you are using a GPS system, please enter the address of the Hannover Congress Centrum (Theodor-Heuss-Platz 1-3, 30175 Hannover or Schillstraße, 30175 Hannover) and then follow the direction signs.

There are seven handicapped parking spaces very close to the main entrance. Parking garage 2 (“Parkhaus 2”) is also handicapped accessible (please turn right after the gate).

# Arriving at Hannover Congress Centrum by public transport



From the central railway station you can get to Hannover Congress Centrum (HCC) by taking bus number 128 or 134 towards “Peiner Straße”. These routes take you directly to Hannover Congress Centrum (HCC). Journey time: approx. ten minutes.

From “Kröpcke” subway station you can get to Hannover Congress Centrum (HCC) by taking suburban railway line 11 towards the “Zoo” and getting off at Hannover Congress Centrum (HCC). Journey time: approx. ten minutes.

From the airport you should take the “S5” suburban railway line to the central train station. Then take bus number 128 or 134 towards “Peiner Straße”. These routes take you directly to Hannover Congress Centrum (HCC). Journey time: approx. 35 minutes.



## Hannover Rück SE

Karl-Wiechert-Allee 50  
30625 Hannover, Germany

Tel. +49 511 5604-0  
Fax. +49 511 5604-1188

[www.hannover-re.com](http://www.hannover-re.com)

## druckpartner

**Druck- und Medienhaus GmbH, Essen**

Printed on paper from environmentally responsible, socially compatible and economically viable forest management



Printed carbon neutral to offset  
greenhouse gas emissions



