

Hannover Rück SE

Annual General Meeting of Hannover Rück SE on 3 May 2023 – further information about shareholders' rights

The Annual General Meeting of Hannover Rück SE on 3 May 2023 is being held on the basis of Section 26n (1) of the Introductory Act to the German Stock Corporation Act (EAG) in the form of a virtual Annual General Meeting pursuant to Section 118a of the German Stock Corporation Act (AktG) without the physical presence of the shareholders or their authorised representatives at the venue of the Annual General Meeting, with the exception of the company's designated proxies.

Shareholders who are duly registered can participate virtually in the virtual Annual General Meeting via the password-protected Shareholder Portal, which is accessible via the website <https://hv-hannover-rueck.link-apps.de/imeet>, and in this way participate in the meeting, follow the entire meeting live in audio and video via webcast, and exercise the participation-related shareholder rights described in this invitation.

The venue of the Annual General Meeting in the meaning of the German Stock Corporation Act (AktG) is HDI-Platz 1, 30659 Hannover, Germany.

Information about shareholders' rights pursuant to Article 56 Sentences 2 and 3 of Council Regulation (EC) No. 2157/2001, Section 50 (2) of the German SE Implementation Act (SEAG), Sections 122 (2), 126 (1) and (4), 127, 130a, 131 (1) 118a (1) Sentence 2 No. 8 AktG in conjunction with Section 245 AktG

These rights are based, in particular, on the following current legal provisions:

Article 56, Council Regulation (EC) No. 2157/2001: Request for amendments of the agenda

One or more shareholders who together hold at least 10 % of the subscribed capital of a Societas Europaea (SE) may request that one or more additional items be included on the agenda of any shareholders' general meeting. The procedures and time limits applicable to such requests shall be laid down by the national law of the Member State in which the SE's registered office is situated or, failing that, by the SE's articles of association. The above proportion may be reduced by the articles of association or by the law of the Member State in which the SE's registered office is situated under the same conditions as are applicable to public stock corporations.

Section 50 SEAG: Convocation and amendment of the agenda at the request of a minority (excerpt)

(2) The amendment of the agenda of a shareholders' general meeting by one or more items may be requested by one or more shareholders whose **interest** amounts in aggregate to not less than **5 %** of the share capital, or which represents an amount of the share capital corresponding to EUR 500,000.

Section 122 AktG: Convocation at the request of a minority (excerpt)

(2) In the same manner, shareholders whose interest amounts in aggregate to not less than one-twentieth of the share capital, or which represents an amount of the share capital

corresponding to EUR 500,000, may demand that items be included on the agenda and be published. Each new item shall be accompanied by the reasons for it, or a proposal for a resolution. The request in the meaning of Sentence 1 must be received by the company at least 24 days, and in the case of listed companies at least 30 days, prior to the meeting; the day of receipt shall not be included in this calculation.

Section 124 AktG: Publication of requests for amendments; proposals for resolutions (excerpt)

(1) If the minority has requested pursuant to Section 122 (2) that items be included on the agenda, these items shall be published either upon convocation of the meeting or immediately following receipt of the request. Section 121 (4) shall apply analogously; moreover, Section 121 (4a) shall apply analogously to listed companies. The notice shall be published and forwarded in the same manner in which the meeting is convened.

Section 126 AktG: Shareholder motions

(1) Motions by shareholders together with the shareholder's name, the grounds on which the motion is being proposed and any statement by management shall be made available to the persons entitled pursuant to Section 125 (1) to (3) under the conditions stated therein if at least 14 days before the meeting the shareholder sends to the address indicated in the notice convening the meeting a motion, including the reasons for the motion, that is counter to a proposal of the executive board and the supervisory board in respect of a particular agenda item. The date of receipt shall not be taken into account in this calculation. In the case of listed companies, the motions shall be made available via the company's website. Section 125 (3) shall apply analogously.

(2) A countermotion and the reasons for it need not be made available if:

1. the executive board, by reason of such communication, were to make itself criminally liable,
2. the countermotion resulted in a resolution of the shareholders' general meeting that would be illegal or in breach of the articles of association,
3. the reasons given contain statements that are manifestly false or misleading in material respects, or that are libellous,
4. a countermotion of such shareholder based on the same facts and circumstances has already been made available with respect to a shareholders' general meeting of the company pursuant to Section 125,
5. the same countermotion of such shareholder on essentially identical grounds has already been made available pursuant to Section 125 to at least two shareholders' general meetings of the company within the past five years and at such shareholders' general meetings less than one-twentieth of the share capital represented has voted in favour of this countermotion,
6. the shareholder indicates that he or she will neither attend nor be represented at the shareholders' general meeting, or
7. within the past two years at two shareholders' general meetings the shareholder has failed to submit or arrange to be submitted on his or her behalf a countermotion communicated by him or her.

The statement of the reasons need not be made available if it exceeds 5,000 characters in total.

(3) If several shareholders submit countermotions in respect of the same subject matter pertaining to a resolution, the executive board may combine such countermotions and the respective reasons given.

(4) In the case of the virtual shareholders' meeting, motions to be made accessible in accordance with (1) to (3) shall be deemed to have been made at the time they are made accessible. The company shall enable voting rights on these motions to be exercised as

soon as the shareholders can prove that they meet the legal or statutory requirements for exercising their voting rights. If the shareholder who has submitted the motion is not duly authorized and, if registration is required, has not duly registered for the shareholders' general meeting, the motion does not have to be dealt with at the meeting.

Section 127 AktG: Nominations by shareholders (excerpt)

Section 126 shall apply analogously to a nomination by a shareholder for the election of a member of the supervisory board or external auditors. Such nomination need not be supported by a statement of the reasons for the nomination. The executive board also need not make such nomination available if it fails to contain the particulars required pursuant to Sections 124 (3) Sentence 4 and 125 (1) Sentence 5. [. . .]

Section 124 AktG: Publication of requests for amendments; proposals for resolutions (excerpt)

(3) [. . .] The proposal for the election of members of the supervisory board or auditors shall state their name, profession and place of residence. [. . .]

Section 125 AktG: Information for the shareholders and to the supervisory board members (excerpt)

(1) [. . .] In the case of listed companies, information concerning membership of nominated supervisory board members on other supervisory boards required by law shall be included with a nomination of supervisory board members; information concerning their membership of comparable domestic and foreign supervisory bodies of commercial entities shall also be included.

Section 130a AktG Right to make statements and to speak at virtual shareholders' meetings

(1) In the event of a virtual shareholders' meeting, shareholders shall have the right to submit statements concerning the agenda items prior to the meeting by means of electronic communication using the address provided for this purpose in the notice of the meeting. The right can be restricted to shareholders who have duly registered for the meeting. In the notice of the meeting, the scope of statements can be limited to a reasonable extent.

(2) Statements shall be submitted no later than five days before the meeting.

(3) The statements submitted shall be made available to all shareholders no later than four days before the meeting. Access can be restricted to shareholders who have duly registered for the meeting. In the case of listed companies, such disclosure shall be made on the company's website; in the case of Sentence 2, disclosure may also be made on a third-party website. Section 126 (2) Sentence 1 Nos. 1, 3 and 6 shall apply analogously.

(4) Section 121 (7) shall apply to the calculation of the time limits specified in (2) and (3) Sentence 1.

(5) Shareholders connected electronically to the meeting shall be granted the right to speak at the meeting by means of video communication. The form of video communication offered by the company shall be used for the speeches. Motions and nominations pursuant to Section 118a (1) Sentence 2 No. 3, the request for information pursuant to Section 131 (1), follow-up questions pursuant to Section 131 (1d) as well as further questions pursuant to Section 131 (1e) can form part of the speech. Section 131 (2) Sentence 2 shall apply analogously.

(6) In the convening notice, the company may reserve the right to check the functionality of the video communication between the shareholder and the company in the virtual meeting before a speech is made, and to reject the speech if such functionality is not ensured.

Section 131 AktG Shareholder's right to information

(1) Upon a corresponding request being made, the executive board shall provide information to each shareholder at the shareholders' general meeting about matters pertaining to the company insofar as this is required in order to appropriately adjudge an agenda item. The obligation to provide information shall also extend to include the company's legal and business relations with an affiliated enterprise. Where a company avails itself of the eased requirements pursuant to Section 266 (1) Sentence 3, Section 276, or Section 288 of the German Commercial Code (HGB), each shareholder may request that, at the shareholders' general meeting deliberating on the annual financial statements, the annual financial statements be made available to them in the form that they would be in without these eased requirements. The obligation of the executive board of a parent enterprise to provide information (Section 290 (1) and (2) HGB) at the shareholders' general meeting to which the consolidated financial statements and the group management report are submitted shall also extend to cover the situation of the group and the enterprises included in the consolidated financial statements.

(1a) In the case of a virtual shareholders' meeting, (1) Sentence 1 shall apply subject to the proviso that the executive board may specify that shareholders' questions must be submitted by electronic communication no later than three days before the meeting. Section 121 (7) shall apply to the calculation of the time limit. Questions not submitted by the deadline need not be taken into consideration.

(1b) In the notice of the meeting, the scope to submit questions may be limited to a reasonable extent. The right to submit questions may be restricted to shareholders who have duly registered for the meeting.

(1c) The company shall make duly submitted questions available to all shareholders prior to the meeting and shall answer them no later than one day before the meeting; Section 121 (7) shall apply to the calculation of the time limit. In the case of listed companies, both the questions and the answers to these questions shall be made available via the company's website. Section 126 (2) Sentence 1 Nos. 1, 3 and 6 shall apply analogously in relation to the publication of questions. If the answers are consistently accessible one day before the start and at the meeting, the executive board may refuse to provide information on these questions at the meeting.

(1d) All shareholders who are electronically connected to the meeting shall be granted the right to ask questions at the meeting by means of electronic communication regarding all answers given by the executive board both before and at the meeting. (2) Sentence 2 shall also apply to the right to ask follow-up questions.

(1e) In addition, all shareholders who are electronically connected to the meeting shall be granted the right at the meeting by means of electronic communication to ask questions on matters that have only arisen after the expiry of the period pursuant to (1a) Sentence 1. (2) Sentence 2 shall also apply to this right to ask questions.

(1f) The chairperson of the meeting may determine that the right to information pursuant to (1), the right to ask follow-up questions pursuant to (1d), as well as the right to ask questions pursuant to (1e) may be exercised at the shareholders' meeting exclusively by means of video communication.

(2) The information shall comply with the principles of conscientious and faithful accountability. The articles of association or the rules of procedure pursuant to Section 129 may authorize the chairperson of the meeting to impose reasonable time limits on the shareholder's right to ask questions and to speak, and may specify further details.

(3) The executive board may refuse a request for information,

1.

inasmuch as the provision of the information, when assessed applying prudent business judgment, is suited to cause a greater than insignificant disadvantage to the company or an affiliated enterprise;

2.

inasmuch as it refers to carrying values for tax purposes or the amount of individual taxes;

3.

regarding the difference between the value at which objects were stated on the balance sheet for the financial year and a higher value of such objects, unless the shareholders' general meeting adopts the annual financial statements;

4.

regarding the accounting policies insofar as it suffices to cite these methods in the notes to the financial statements in order to give a true and fair view of the company's assets, financial position and results of operations in the meaning of Section 264 (2) of the German Commercial Code (HGB); this does not apply if the shareholders' general meeting adopts the annual financial statements;

5.

inasmuch as the executive board would be liable to punishment under law were it to provide the information;

6.

inasmuch as, in the case of a credit institution, a financial services provider or a securities institution, no information need be provided regarding the accounting policies applied, nor regarding the netting performed in the annual financial statements, the separate management report, the consolidated financial statements or the group management report;

7.

inasmuch as such information is continuously accessible on the company's website for at least seven days prior to the commencement of the shareholders' general meeting, as well as during the course of the shareholders' general meeting.

Any refusal to provide information for other than the grounds set out above is not permissible.

(4) Where information has been provided to a shareholder in their capacity as a shareholder, and this occurred outside the scope of the shareholders' general meeting, provision shall be made whereby such information must be provided to every other shareholder making a corresponding request at the shareholders' general meeting, even if such information is not required in order to appropriately adjudge the respective agenda item. As part of the virtual shareholders' general meeting, it shall be ensured that all shareholders who participate virtually in the meeting can submit their requests pursuant to Sentence 1 by means of electronic communication. The executive board may not refuse to provide the information in accordance with (3) Sentence 1 Nos. 1 to 4. Sentences 1 to 3 shall not apply if a subsidiary enterprise (Section 290 (1) and (2) HGB), a joint venture (Section 310 (1) HGB) or an associated enterprise (Section 311 (1) HGB) issues the information to a parent enterprise (Section 290 (1) and (2) HGB) for purposes of including the company in the consolidated financial statements of the parent undertaking, and the information is required for this purpose.

(5) Where a shareholder's request for information is refused, the shareholder may demand that their question and the grounds for refusing to provide the information be recorded in the minutes of the meeting. In the case of a virtual shareholders' meeting, it must be ensured that all shareholders who are electronically connected to the meeting can submit their request in accordance with Sentence 1 by means of electronic communication.

Section 118a AktG Virtual Annual General Meeting (excerpt)

(1) The articles of association can make provision whereby, or the executive board can authorize that, the shareholders' general meeting be held without the physical presence of the shareholders or their authorised representatives at the location of the shareholders' general meeting (virtual shareholders' general meeting). If a virtual shareholders' meeting is held, the following requirements must be met:

8. shareholders connected electronically to the meeting shall be granted a right to object to a resolution of the shareholders' meeting by means of electronic communication.

Section 245 Authority to bring an action for avoidance (excerpt)

The following shall have authority to bring an action for avoidance:

1. any shareholder attending the shareholders' general meeting, provided they have purchased the shares already prior to notice of the agenda having been given by publication, and provided they raised an objection concerning the resolution and have had it recorded in the minutes.

In the case of a virtual shareholders' meeting, all shareholders who are electronically connected to the meeting shall be deemed to be present in the meaning of Sentence 1 No. 1.