

## Hannover Rück SE

### Annual General Meeting of Hannover Rück SE on 4 May 2022 – further information on shareholders' rights

The Annual General Meeting will be held in accordance with the Act on Measures in Corporate, Cooperative, Association, Foundation and Condominium Law to Combat the Effects of the COVID-19 Pandemic (Article 2 of the Act to Mitigate the Consequences of the COVID-19 Pandemic in Civil, Insolvency and Criminal Procedure Law, Federal Law Gazette I 2020, p. 569, last amended by Article 16 of the Act on the Establishment of a "Reconstruction Assistance 2021" Special Fund and on the Temporary Suspension of the Obligation to File an Insolvency Application due to Heavy Rainfall and Floods in July 2021, and on the Amendment of Other Acts (AufbhG 2021) of 10 September 2021, Federal Law Gazette I 2021, p. 4147; hereinafter also referred to as the "**COVID-19 Act**") as a virtual Shareholders' General Meeting without the physical attendance of shareholders or their authorised representatives.

#### **Information on shareholders' rights pursuant to Article 56 sentences 2 and 3 SE-VO, Section 50 (2) SEAG, Sections 122 (2), 126 (1), 127 and 131 (1) AktG in conjunction with Article 2 Section 1 of the COVID-19 Act**

The invitation to the Annual General Meeting already contains information on shareholders' rights pursuant to Article 56 sentences 2 and 3 of Council Regulation (EC) No. 2157/2001 of 8 October 2001 on the Statute for a European company (SE) (hereinafter "SE-VO"), Section 50 (2) SE Implementation Act (hereinafter "SEAG"), Sections 122 (2), 126 (1), 127 and 131 (1) of the German Stock Corporation Act (hereinafter "AktG") in conjunction with the COVID-19 Act.

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

#### **Article 56 SE-VO: Request for amendments of the agenda**

One or more shareholders who together hold at least 10% of an SE's subscribed capital may request that one or more additional items be put on the agenda of any 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 statutes. The above proportion may be reduced by the statutes 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 limited liability companies.

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

(2) The amendment of the agenda of a general meeting by one or more items may be requested by one or more shareholders whose shares amount in aggregate to not less than 5% of the share capital or represent an amount of the share capital corresponding to 500,000 euros.

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

(2) In the same manner, shareholders whose shares amount in aggregate to not less than one-twentieth of the share capital or represent an amount of the share capital corresponding to 500,000 euros, may demand that items are put on the agenda and published. Each new item shall be accompanied by the reasons for it or a proposal for a resolution. The request within

the meaning of the first sentence 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 added to 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 way 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)–(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 it, counter to a proposal of the management board and supervisory board in respect of a particular item on the agenda. 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 accordingly.

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

1. the management board, by reason of such communication, were to make itself criminally liable;
2. the countermotion resulted in a resolution of the general meeting which would be illegal or breached the articles of association;
3. the reasons given contain statements which are manifestly false or misleading in material respects, or which are libellous;
4. a countermotion of such shareholder based on the same facts and circumstances has already been made available with respect to a 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 general meetings of the company within the past five years and at such 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 general meeting; or
7. within the past two years at two 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 present countermotions in respect of the same subject matter pertaining to a resolution, the management board may combine such countermotions and the respective reasons given.

**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 it. The management board also need not make such

nomination available if it fails to contain the particulars required pursuant to Section 124 (3) sentence 4 and Section 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 external auditors shall state their name, profession and place of residence. [. . .]

**Section 125 AktG: Information for shareholders and 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 should also be included.

**Article 2 Section 1 COVID-19 Act (excerpt)**

(2) [. . .] Shareholder motions or nominations that have to be made available pursuant to Sections 126 or 127 AktG shall be deemed to have been proposed at the general meeting if the shareholder submitting the motion or the nomination is duly authorised and registered for the general meeting.

The shareholders' right to ask questions is based on the following provisions of the COVID-19 Act:

**Article 2 Section 1 COVID-19 Act (excerpt)**

(2) The management board is entitled to decide that the meeting be held as a virtual general meeting without the physical attendance of the shareholders or their authorised representatives, provided that [. . .]

3. the shareholders are granted the right to ask questions by way of electronic communication, [. . .].

The management board decides, at its due discretion, how it will answer the questions; it may also stipulate that questions must be submitted via electronic communication no later than one day before the meeting. [. . .]