

Munich Reinsurance Company  
Annual General Meeting 2017  
Your invitation with  
detailed background information

2017

### **Invitation to the Annual General Meeting 2017**

We hereby invite our shareholders  
to the 130th Annual General Meeting ("AGM"),  
to be held at the  
ICM - International Congress Center Munich,  
Am Messesee 6, 81829 München, Messegelände,  
**at 10 a.m. on Wednesday, 26 April 2017.**

**Münchener Rückversicherungs-Gesellschaft  
Aktiengesellschaft in München, Munich**

## Agenda

- 1 a) **Submission of the report of the Supervisory Board, the corporate governance report and the remuneration report for the financial year 2016**
- b) **Submission of the adopted Company financial statements, the approved consolidated financial statements, the combined management report for Münchener Rückversicherungs-Gesellschaft Aktiengesellschaft in München and the Group for the financial year 2016, and the explanatory report on the information pursuant to Section 289 (4) and Section 315 (4) of the German Commercial Code ("HGB")**

These documents are available on the internet at [www.munichre.com/agm](http://www.munichre.com/agm) (under "Documents") as parts of the Annual Report 2016 of Münchener Rückversicherungs-Gesellschaft Aktiengesellschaft in München (hereinafter referred to as "Munich Reinsurance Company" or "the Company") and in the Munich Re Group Annual Report 2016. The annual reports will also be sent to shareholders on request. In addition, the documents will be available and explained at the Annual General Meeting. The Supervisory Board has already approved the Company financial statements and the Group financial statements. In accordance with statutory provisions, there will therefore be no resolution in respect of this agenda item.

- 2 **Resolution on the appropriation of the net retained profits from the financial year 2016**

The Supervisory Board and the Board of Management propose that the net retained profits for 2016 of €1,753,507,758.53 be utilised as follows:

Payment of a dividend of €8.60	
on each dividend-bearing, no-par value share	€1,337,837,362.40
Allocation to the revenue reserves	€368,444,244.33
Carried forward to new account	€47,226,151.80
	<hr/>
Net retained profits	€1,753,507,758.53

The proposal for the appropriation of the profit takes into account treasury shares held directly or indirectly by the Company at the time of the Supervisory Board's and Board of Management's proposal. Pursuant to Section 71b of the German Stock Corporation Act (*Aktiengesetz*, or "AktG"), these treasury shares carry no dividend. By the time of the Annual General Meeting, the number of dividend-bearing shares may change through the further acquisition or disposal of treasury shares. In this case, a proposal for the appropriation of the profit with an unchanged dividend of €8.60 per dividend-bearing, no-par value share, suitably modified in the dividend and profits carried forward items, will be made to the Annual General Meeting.

Pursuant to Section 58 (4), sentence 2 AktG (version effective from 1 January 2017), the right to the dividend becomes due on the third business day following the resolution of the Annual General Meeting. Dividends are thus scheduled to be paid out on 2 May 2017.

- 3 **Resolution to approve the actions of the Board of Management**

The Supervisory Board and the Board of Management propose that approval for the actions of the members of the Board of Management in the financial year 2016 be given for that period.

#### **4 Resolution to approve the actions of the Supervisory Board**

The Supervisory Board and the Board of Management propose that approval for the actions of the members of the Supervisory Board in the financial year 2016 be given for that period.

#### **5 Resolution to approve the remuneration system for the Board of Management**

Pursuant to Section 120 (4) AktG, the Annual General Meeting can pass a resolution to approve the remuneration system for members of the Board of Management.

The resolution pertaining to this agenda item relates to the remuneration system for members of the Board of Management applicable at Munich Reinsurance Company since 1 January 2013. A description of this system is provided in the remuneration report, which forms part of the combined management report included in the Munich Re Group Annual Report 2016 referred to under agenda item 1. The Annual Report can be accessed on our website at [www.munichre.com/agm](http://www.munichre.com/agm) (under "Documents"). It will also be sent to shareholders on request. In addition, it will be available and explained at the Annual General Meeting.

The Supervisory Board and the Board of Management propose that the remuneration system for members of the Board of Management applicable since 1 January 2013 be approved.

#### **6 Resolution on the authorisation of the acquisition and disposal of own shares, the possibility of excluding tender and subscription rights, the retirement of acquired treasury shares, and on the cancellation of the existing authorisation**

Unless expressly permitted by law, Munich Reinsurance Company requires the authorisation of the Annual General Meeting to buy back shares. The authorisation granted on 27 April 2016 has been exhausted to a significant extent by the share buy-back programme launched in June 2016. To again provide the Company with the full scope of active capital management afforded by such authorisation, it will be proposed to the Annual General Meeting that the Company be granted a further authorisation to buy back own shares.

The Supervisory Board and the Board of Management propose that the following resolutions be adopted:

- a) The Company is authorised to buy back shares up to a total amount of 10% of the share capital at the time the resolution is adopted. If at the time this authorisation is first exercised, the existing share capital is lower, that amount shall be deemed material. The authorisation may be exercised as a whole or in partial amounts, on one or more occasions and for one or more purposes by the Company, but also by dependent companies or enterprises in which the Company has a majority shareholding ("Group companies"), or by third parties for its or their account. The shares acquired plus other treasury shares in the possession of the Company, or attributable to the Company pursuant to Sections 71d and 71e AktG may at no time amount to more than 10% of the share capital. The authorisation may not be used for trading in treasury shares.
- b) The shares shall be acquired at the discretion of the Board of Management
  - aa) via the stock exchange; or
  - bb) via a public purchase offer to all shareholders; or
  - cc) via a solicitation to all shareholders to submit sales offers (request to sell); or
  - dd) via a public offer to all shareholders to exchange Munich Re shares for shares in another listed company as defined in Section 3 (2) AktG.

- aa) If the shares are bought back via the stock exchange, the purchase price (excluding incidental expenses) may not exceed by more than 10% or undercut by more than 20% the arithmetic mean of the closing price in Xetra trading on the Frankfurt Stock Exchange determined for Company shares with the same securities number on the last three days of trading prior to the commitment to purchase.
- bb) If the shares are bought back via a public purchase offer, the purchase price per share or the upper and lower limits of the price range (excluding incidental expenses) may not exceed by more than 10% or undercut by more than 20% the arithmetic mean of the closing price determined in Xetra trading on the Frankfurt Stock Exchange for Company shares with the same securities number on the fifth, fourth and third trading day before the date on which the offer is published. If after a public purchase offer there are significant deviations in the relevant share price, the offer may be adjusted. In this case, the basis for determining the purchase price or the purchase price range will be the arithmetic mean of the closing price determined in Xetra trading on the Frankfurt Stock Exchange for Company shares with the same securities number on the fifth, fourth and third trading day before the public announcement of the adjustment. The volume may be restricted. If the offer is oversubscribed, the shareholders' right to tender shares may be excluded insofar as acceptance is based on quotas. The Company may provide for preferred acceptance of small lots of shares (up to 100 shares tendered per shareholder). The purchase offer may provide for further conditions.
- cc) If the Company publicly solicits submission of offers to sell Munich Reinsurance Company shares, the Company may in its solicitation state a purchase price range within which offers may be submitted. The solicitation may provide for a submission period, terms and conditions, and the possibility of adjusting the purchase price range during the submission period if, after publication of the solicitation, significant share price fluctuations occur during the submission period. Upon acceptance, the final purchase price shall be determined from all the submitted sales offers. The purchase price (excluding incidental expenses) for each Company share may not exceed by more than 10% or undercut by more than 20% the average closing price of Company shares in Xetra trading on the fifth, fourth and third trading day prior to the date on which the Company shares accepts the offers. If the number of Company shares offered for sale exceeds the total volume of shares the Company intended to acquire, the shareholders' right to tender shares may be excluded insofar as acceptance is based on quotas. The Company may provide for preferred acceptance of small lots of shares (up to 100 shares tendered per shareholder).
- dd) In the case of a public offer to exchange Munich Re shares for shares in another listed company ("exchange shares") as defined in Section 3 (2) AktG, a certain exchange ratio may be specified or also determined by way of an auction procedure. A cash benefit may also be provided for as an additional payment to the exchange offered or as compensation for any fractional amounts. In each of these procedures for the exchange of shares, the exchange price or the applicable upper and lower limits of the price range in the form of one or more exchange shares and calculated fractional amounts, including any cash or fractional amounts (excluding incidental expenses), may not exceed by more than 10% or undercut by more than 20% the relevant value of Company shares. The basis for calculating the relevant value of each Company share and of each exchange share shall be the respective arithmetic mean of the closing price in Xetra trading on the Frankfurt Stock Exchange on the fifth, fourth and third trading day before the date on which the exchange offer is

published. If the exchange shares are not traded in the Xetra trading system on the Frankfurt Stock Exchange, the basis shall be the closing prices quoted on the stock exchange having the highest average trading volume in respect of the exchange shares in the course of the preceding calendar year. If after a public exchange offer there are significant deviations in the relevant share price, the offer may be adjusted. In this case, the basis for the adjustment shall be the arithmetic mean closing price on the fifth, fourth and third trading day before the date of the public announcement of the adjustment. The volume may be restricted. If the exchange offer is oversubscribed, the shareholders' right to tender shares may be excluded insofar as acceptance is based on quotas. The Company may provide for preferred acceptance of small lots of shares (up to 100 shares tendered per shareholder). The exchange offer may provide for further conditions.

- c) The Board of Management is empowered to use the Company's shares acquired on the basis of the aforementioned or previously granted authorisations or pursuant to Section 71d, sentence 5 AktG for all legally admissible purposes, and in particular as follows:
- aa) They may be used for launching the Company's shares on foreign stock exchanges where they are not yet admitted to trading.
  - bb) They may be sold directly or indirectly in return for non-cash payment, in particular as part of offers to third parties in connection with mergers or acquisitions of companies or parts of companies, shareholdings or other assets. Selling in this connection may also include the granting of conversion or subscription rights or of warrants and the transferring of shares in conjunction with securities lending.
  - cc) They may be sold to third parties for cash other than via the stock exchange or via an offer to all shareholders.
  - dd) They may be used for the hedging of or delivery under warrants or conversion rights or conversion obligations, in particular arising out of or in connection with convertible bonds or bonds with warrants issued by the Company or by one of its dependent Group companies. If treasury shares are offered to all shareholders, the number of shares to which holders of such warrants or conversion rights/obligations would be entitled as shareholders after exercising their conversion right or warrant or meeting their conversion obligation may also be offered to such holders of warrants or conversion rights/obligations.
  - ee) They may be directly or indirectly offered for purchase and transferred to current or former employees of the Company or its affiliated companies, or to present or former Board members of its affiliated companies. The shares may also be transferred to a third party provided that it is ensured from a legal perspective that such third party will offer and transfer the shares to the persons mentioned above.
  - ff) They can be offered to all shareholders in order to enable them to subscribe for treasury shares against full or partial assignment of their right to payment of the dividend arising out of the resolution on the appropriation of profits at the Annual General Meeting (scrip dividend).

gg) They may be retired without a further resolution of the Annual General Meeting being required. Any retirement may be limited to a portion of the bought-back shares. The Board of Management may determine that the shares can also be retired in a simplified process, without reducing the share capital, by adjusting the proportion of the Company's share capital represented by each of the remaining no-par-value shares. In this case, the Board of Management shall be authorised to adjust the number of no-par-value shares in the Articles of Association.

- d) The Supervisory Board is empowered to use Company shares acquired on the basis of the aforementioned or previously granted authorisations or pursuant to Section 71d sentence 5 AktG as follows:

They may be transferred to the members of the Company's Board of Management as part of their remuneration. This particularly applies if the rules governing the remuneration of the members of the Board of Management require or will require the Board members to invest part of the variable remuneration assigned to them in Company shares that must be held for a specific period of time. If this requirement relates to a variable remuneration component assessed on a multi-year basis, a minimum holding period of around two years shall be stipulated. In all other cases, the minimum holding period shall be approximately four years.

To be eligible, an individual must be a member of the Board of Management either at the time of transfer of, or at the beginning of the assessment period for, the variable remuneration component concerned. The details of remuneration for members of the Board of Management are established by the Supervisory Board. These include rules on how to deal with holding periods in special cases such as retirement, disability or death.

- e) The price at which the shares are launched on other stock exchanges in accordance with subitem c) aa) or sold in accordance with subitem c) cc) may not significantly undercut the opening stock price in Xetra trading on the Frankfurt Stock Exchange determined for Company shares with the same securities number (excluding incidental costs) on the day the shares are launched or the binding agreement with the third party is concluded. In addition, in these cases the sum of the shares sold, together with any shares that may have been or will be issued or sold during the term of this authorisation by directly or indirectly excluding the shareholders' subscription rights, pursuant to Section 186 (3) sentence 4 AktG, may not exceed a total of 10% of the share capital, either at the time this authorisation enters into force or when the shares are issued or sold.
- f) Should the Xetra trading system be replaced by a comparable successor system, the latter shall also take the place of the Xetra trading system for the purposes of this authorisation.
- g) The authorisations in accordance with subitems c) and d) may be utilised one or more times, partially or wholly, individually or jointly; the authorisations in accordance with subitems c) bb), cc), dd) or ee) may also be utilised by dependent Group companies or enterprises in which the Company has a majority shareholding, or utilised for its or their account by third parties.
- h) Shareholders' subscription rights in respect of these bought-back shares shall be excluded insofar as the shares are used in accordance with the authorisations in subitems c) aa), bb), cc), dd), ee) or d). If the own shares are used for the purpose mentioned in subitem c) ff), the Board of Management shall be authorised to exclude the right of subscription.

- i) The authorisation is valid until 25 April 2022. The authorisation to buy back and use own shares granted by the Annual General Meeting on 27 April 2016 is cancelled as from the moment this new authorisation comes into effect.

**7 Resolution to authorise the buy-back of own shares using derivatives, as well as the option to exclude subscription and tender rights**

In addition to the acquisition channels proposed in the authorisation under item 6 of the agenda, the possibility to buy back own shares by using derivatives is also to be provided for.

The Supervisory Board and the Board of Management therefore propose that the following resolutions be adopted:

- a) By virtue of the authorisation granted at the Annual General Meeting on 26 April 2017 under item 6 of the agenda, the Company may in accordance with the provisions of subitems b) to h) below also buy back own shares by using derivatives in the form of put options, call options, forward purchase contracts (where shares are delivered more than two days after conclusion of the purchase contract), or a combination of such instruments (hereinafter all referred to as “derivatives”).
- b) Derivatives may be used in one of the ways outlined under aa), bb) or cc) below, or in a combination of these:
  - aa) Derivatives may be issued or acquired via Eurex Deutschland or LIFFE (or a comparable successor system). In this case, the Company shall inform shareholders of any planned issue or acquisition of derivatives by placing a public announcement in the newspapers. Different exercise prices (excluding incidental expenses) on different due dates may be selected for the derivatives, even if they are being issued or acquired at the same time.
  - bb) The issue of put options, the purchase of call options, the conclusion of forward purchase contracts or a combination of such derivatives and their respective fulfilment may also be conducted outside the stock exchanges listed under aa) if the shares to be delivered to the Company on exercise of the derivatives have previously been acquired via the stock exchange at the current share price in Xetra trading on the Frankfurt Stock Exchange.
  - cc) The conclusion of put or call option contracts may be publicly offered to all shareholders, or option contracts may be concluded with a bank or a credit institution (hereinafter referred to as “underwriter”) pursuant to Section 53 (1) sentence 1, Section 53b (1) sentence 1, or Section 53b (7) of the German Banking Act (*Kreditwesengesetz*), subject to the obligation to offer these options to all shareholders for subscription.

The Company may only buy back the derivatives outlined under items aa) to cc) in order to retire them.



- c) In the case of subitems b) aa) and bb), the exercise price of the options or the acquisition price payable in settlement of a forward purchase contract (in each case excluding incidental expenses) per share may not exceed by more than 10% or undercut by more than 20% the opening price determined in Xetra trading on the Frankfurt Stock Exchange for Company shares with the same securities number on the day the derivative contract is concluded. If own shares are bought back using options, the acquisition price (excluding incidental expenses) payable by the Company for the shares corresponds to the exercise price agreed on in the option. The acquisition price (excluding incidental expenses) paid by the Company for options may not exceed, nor may the sale price (excluding incidental expenses) collected by the Company for options fall short of, the theoretical market value of the respective option determined according to recognised principles of financial mathematics, the calculation of such market value considering among other things the agreed exercise price. The forward price agreed on by the Company in forward purchase contracts may not be substantially higher than the theoretical forward price determined according to recognised principles of financial mathematics, the calculation of such forward price considering among other things the current stock market price and the term of the forward purchase contract.
- d) In the case of subitem b) cc), the exercise price of the options (excluding incidental expenses) per share may not exceed by more than 10% or undercut by more than 20% the arithmetic mean of the closing price determined for Company shares with the same securities number in Xetra trading on the Frankfurt Stock Exchange on the fifth, fourth and third trading day prior to publication of the offer. In the event that the offer to shareholders is oversubscribed, the shareholders' right to tender shares may be excluded insofar as acceptance is based on quotas. The Company may provide for a preferred offer for concluding option contracts or a preferred allocation of options for small lots of shares (options up to 100 shares per shareholder).
- e) The term of the derivatives shall be a maximum of 18 months in each case and be so determined that exercising derivatives to acquire shares will be completed by 25 April 2022 at the latest. The Company may use derivatives to acquire own shares up to a maximum of 5% of the share capital at the time the resolution is adopted at the Annual General Meeting. If at the time this authorisation is first exercised the existing share capital is lower, that amount shall be deemed material.
- f) If derivatives are used to buy back own shares pursuant to subitem b) aa) or bb), shareholders shall not have a claim to conclude such derivative contracts with the Company, in line with the provisions of Section 186 (3) sentence 4 AktG. Shareholders shall also not have the right to conclude derivative contracts to the extent that, on conclusion of derivative contracts pursuant to subitem b) cc), the Company has provided for a preferred offer or preferred allocation for the conclusion of derivative contracts with regard to small lots of shares. Shareholders shall have a right to tender their shares to the Company only insofar as the Company is obligated to purchase shares from them pursuant to the derivative contracts.
- g) The authorisation may be exercised as a whole or in part amounts, on one or more occasions and for one or more purposes by the Company, but also by dependent Group companies or enterprises in which the Company has a majority shareholding, or by third parties for its or their account.
- h) In all other respects, the conditions and uses of the authorisation granted under item 6 of the agenda apply.

## 8 Resolution to elect a member of the Supervisory Board

Wolfgang Mayrhuber resigned from the Supervisory Board of Munich Reinsurance Company with effect from 31 December 2016. On 3 January 2017, the Registration Court of the Amtsgericht (Local Court) in Munich appointed Renata Jungo Brüngger to replace him as a member of the Supervisory Board.

The Supervisory Board proposes that

Renata Jungo Brüngger, of Horgen, Switzerland,  
Member of the Board of Management of Daimler AG,

be elected to the Supervisory Board as a shareholder representative for the remainder of Wolfgang Mayrhuber's original term of office, namely until the end of the Annual General Meeting in 2019.

The Supervisory Board's proposal is based on the recommendation of the Nomination Committee and takes into account the objectives approved by the Supervisory Board regarding its composition.

Pursuant to Sections 96 (1) and 101 (1) of the German Stock Corporation Act (AktG) and Sections 5 (1), 15 (1) and 22 of the German Act on the Co-Determination of Employees in Cross-Border Mergers (MgVG) in conjunction with the Co-determination Agreement of Munich Reinsurance Company concluded between the managements of the Company and Münchener Rück Italia S.p.A. and the Special Negotiating Body dated 28 November/10 December/12 December 2008 (as amended on 25 March 2014) and pursuant to Article 10 of Munich Reinsurance Company's Articles of Association, the Supervisory Board shall be composed of ten members elected by the shareholders at the Annual General Meeting and ten members elected by the employees. Pursuant to Section 96 (3) of the Stock Corporation Act, at least 30% of the members of the Supervisory Board should be women, and at least 30% should be men.

## 9 Resolution to cancel the Authorised Capital 2013, to create new Authorised Capital 2017 with the possibility of excluding subscription rights, and to amend Article 4 (1) of the Articles of Association

The Authorised Capital 2013 capital increase of up to €280m authorised by the Annual General Meeting on 25 April 2013 expires on 24 April 2018. Since the 2018 Annual General Meeting (currently scheduled for 25 April 2018) will likely not be held before that date, the Authorised Capital 2013 is to be renewed now in the same amount, so that the Company may, if necessary, seamlessly continue to strengthen capital using this tool in the future as well.

The Supervisory Board and the Board of Management propose that the following resolutions be adopted:

### a) Cancellation of the authorisation of 25 April 2013

The authorisation granted by the Annual General Meeting on 25 April 2013 regarding an Authorised Capital 2013, as laid down in Article 4 (1) of the Articles of Association, shall be cancelled as soon as the new authorisation takes effect upon entry in the Commercial Register.

### b) Authorisation

The Board of Management is authorised, with the consent of the Supervisory Board, to increase the Company's share capital at any time before 25 April 2022 by an amount of up to €280m by issuing new registered no-par-value shares against contributions in cash and/or in kind (Authorised Capital 2017). The authorisation

may be exercised as a whole or in parts, on one or more occasions. The Board of Management is also authorised, with the consent of the Supervisory Board, to determine all other rights of the shares and the terms of issue.

Shareholders are to be granted subscription rights where the capital increase is made by cash contribution; the new shares may also be acquired by credit institutions or companies within the meaning of Section 186 (5), sentence 1 AktG, under the obligation that they offer them for subscription to the shareholders. However, the Board of Management is authorised, with the consent of the Supervisory Board, to exclude the shareholders' subscription rights in the following cases:

- insofar as it is necessary in respect of fractional amounts resulting from the subscription ratio;
- insofar as this is necessary to grant the bearers of warrants or convertible bonds, issued or to be issued by the Company or by one of its dependent Group companies, pre-emptive rights to the extent to which they would be entitled as shareholders after exercising their warrants or after the conversion requirements from such bonds have been satisfied;
- if, at the time of the final determination of the issue price, which should occur as close in time as possible to the placement of the shares, the issue price of the new shares is not significantly lower than the stock market price of the Company shares already listed on the stock exchange, and the shares issued with exclusion of the shareholders' subscription rights pursuant to Section 186 (3) sentence 4 AktG do not exceed a total of 10% of the share capital either at the time this authorisation becomes effective or at the time it is exercised. This maximum limit shall include shares sold or issued, or to be issued, during the term of this authorisation until the time they are exercised on the basis of other authorisations with exclusion of subscription rights, directly or indirectly pursuant to Article 186 (3) sentence 4 AktG; or
- in order to offer the new shares to all shareholders, to enable them to subscribe for new shares against full or partial contribution in kind of their right to payment of the dividend arising out of the resolution on the appropriation of profits at the Annual General Meeting (scrip dividend).

In addition, the Board of Management is authorised, with the consent of the Supervisory Board, to exclude the shareholders' subscription rights in the case of capital increases against non-cash contribution, especially in the context of company mergers or for the purpose of directly or indirectly acquiring companies, parts of companies, shareholdings in other companies, other assets, or rights to acquire assets.

The shares issued overall on the basis of this authorisation subject to the exclusion of shareholder subscription rights may not exceed a calculated quota of 20% of the existing share capital at the time this authorisation is exercised for the first time. New shares issued by the Company during this authorisation period from the Authorised Capital 2015, against cash contributions and excluding the shareholders' subscription rights, are to be included in this calculation. New shares that are issued based on a bond with conversion or option rights or conversion requirements, issued without subscription rights during the term of this authorisation, are also to be included in this calculation.

c) Amendment to the Articles of Association

Article 4 (1) of the Articles of Association is to be reworded as follows:

“(1) The Board of Management is authorised, with the consent of the Supervisory Board, to increase the Company’s share capital at any time before 25 April 2022 by an amount of up to €280m by issuing new registered no-par-value shares against contributions in cash or in kind (Authorised Capital 2017). The authorisation may be exercised as a whole or in parts on one or more occasions. The Board of Management shall also be authorised, with the consent of the Supervisory Board, to determine all other rights of the shares and the terms of issue.

Shareholders are to be granted subscription rights where the capital increase is made by cash contribution; the new shares may also be acquired by credit institutions or companies within the meaning of Section 186 (5) sentence 1 AktG, under the obligation that they offer them for subscription to the shareholders. The Board of Management is authorised, with the consent of the Supervisory Board, to exclude the shareholders’ subscription rights in the following cases:

- insofar as it is necessary in respect of fractional amounts resulting from the subscription ratio;
- insofar as this is necessary to grant the bearers of warrants or convertible bonds issued or to be issued by the Company or by one of its dependent Group companies pre-emptive rights to the extent to which they would be entitled as shareholders after exercising their warrants or after the conversion requirements from such bonds have been satisfied,
- if, at the time of the final determination of the issue price, which should occur as close in time as possible to the placement of the shares, the issue price of the new shares is not significantly lower than the stock market price of the Company shares already listed on the stock exchange, and the shares issued with exclusion of the shareholders’ subscription rights pursuant to Section 186 (3), sentence 4 AktG do not exceed a total of 10% of the share capital either at the time this authorisation becomes effective or at the time it is exercised. This maximum limit shall include shares sold or issued, or to be issued, during the term of this authorisation until the time they are exercised on the basis of other authorisations with exclusion of subscription rights, directly or indirectly pursuant to Section 186 (3), sentence 4 AktG, or
- in order to offer the new shares to all shareholders, to enable them to subscribe for new shares against full or partial contribution in kind of their right to payment of the dividend arising out of the resolution on the appropriation of profits at the Annual General Meeting (scrip dividend).

In addition, the Board of Management is authorised, with the consent of the Supervisory Board, to exclude the shareholders’ subscription rights in the case of capital increases against non-cash contribution, especially in the context of company mergers or for the purpose of directly or indirectly acquiring companies, parts of companies, shareholdings in other companies, other assets, or rights to acquire assets.

The shares issued overall on the basis of this authorisation subject to the exclusion of shareholder subscription rights may not exceed a calculated 20% share of the existing share capital at the time this authorisation is exercised for the first time. New shares issued by the Company during this authorisation period, against cash contributions and excluding the shareholders’ subscription rights, from the Authorised Capital 2015, are to be included in this calculation. New shares that are issued

based on a bond with conversion or option rights or conversion requirements, issued without subscription rights during this authorisation period, are also to be included in this calculation.”

d) The Board of Management is instructed to register the resolution on the cancellation of the Authorised Capital 2013, under subitem a), in the Commercial Register such that the cancellation be registered only if the Authorised Capital 2017, to be adopted under subitems b) and c) of this agenda item, is registered at the same time.

## 10 Resolution on the approval of a profit transfer agreement

A profit transfer agreement was concluded between Munich Reinsurance Company and MR Infrastructure Investment GmbH (“MR Infrastructure”) on 20 February 2017. Munich Reinsurance Company holds 100% of the shares of MR Infrastructure. MR Infrastructure’s corporate objective is to acquire and manage assets, particularly shares in corporations and partnerships, real estate, fixed-interest securities and borrower’s note loans (*Schuldscheindarlehen*), as well as similar assets for the purpose of asset investment. Transacting business that requires state approval is not part of MR Infrastructure’s corporate objectives.

The profit transfer agreement mainly contains the following provisions:

- MR Infrastructure is required to transfer its total profit for the year to Munich Reinsurance Company.
- MR Infrastructure may, with Munich Reinsurance Company’s consent, transfer parts of its profit for the year to other revenue reserves only to the extent permissible under commercial law, and provided that the transfer makes prudent commercial sense.
- Munich Reinsurance Company is obliged to compensate for any MR Infrastructure losses for the year, in accordance with the provisions of Section 302 AktG (in its current version).
- The contract is conditional on the approval of MR Infrastructure’s shareholder meeting, the approval of Munich Reinsurance Company’s Annual General Meeting, and registration in the Commercial Register in the place where MR Infrastructure is registered. MR Infrastructure’s shareholders’ meeting has already approved the profit transfer agreement.
- The profit transfer agreement has a term of five years. It applies retroactively to the entire financial year in which the contract was registered in the Commercial Register in the place where MR Infrastructure is registered. The contract will be extended by respective one-year terms if it is not terminated by one of the parties with six months’ notice to the end of MR Infrastructure’s financial year.
- The contract may be terminated by either party for good cause. Any final and binding or immediately enforceable order to terminate the contract issued by the German Federal Financial Supervisory Authority (BaFin) shall be deemed to provide good cause. Moreover, Munich Reinsurance Company is entitled to terminate the Agreement for good cause particularly in the case of an – at least partial – sale of shares in MR Infrastructure.
- The contract contains a typical severability clause, in case any stipulations in the contract are or become invalid or unworkable, or if an important provision has been omitted from the contract.

Pursuant to Section 293a AktG, the Board of Management of Munich Reinsurance Company and MR Infrastructure's management submitted a joint report explaining and justifying, from a legal and economic standpoint, the contents of and reasons for conclusion of the profit transfer agreement. The joint report is available, together with the following mandatory documentation, on Munich Reinsurance Company's website ([www.munichre.com/agm](http://www.munichre.com/agm)) under "Documents":

- The profit transfer agreement between Munich Reinsurance Company and MR Infrastructure dated 20 February 2017;
- Munich Reinsurance Company's annual financial statements and consolidated financial statements for the 2014, 2015 and 2016 financial years, the 2014 management and group management reports, and the 2015 and 2016 combined management reports for Munich Reinsurance Company and the Group;
- MR Infrastructure's annual financial statements for the 2014, 2015 and 2016 financial years.

All documents requiring disclosure will also be made available at the Annual General Meeting. Since Munich Reinsurance Company is MR Infrastructure's sole shareholder, it was not necessary to have the contract audited or to present an auditor's report (Sections 293b et seq. AktG).

The Supervisory Board and Board of Management propose to approve the profit transfer agreement concluded between Munich Reinsurance Company and MR Infrastructure on 20 February 2017.

## **11 Resolution on the approval of two profit transfer agreements**

On 6 March 2017, Munich Reinsurance Company concluded profit transfer agreements with MR Beteiligungen 2. GmbH ("MR Beteiligungen 2") and MR Beteiligungen 3. GmbH ("MR Beteiligungen 3") (together referred to as the "MR companies"), respectively. Munich Reinsurance Company holds 100% shares in each of the MR companies. The MR companies' corporate objective is to acquire and manage own assets, especially equity holdings in corporations and partnerships. Transacting business that requires state approval is not part of MR companies' corporate objectives.

The MR companies were incorporated so that Munich Reinsurance Company may potentially, at a later date, undertake operative business, or transfer such business to them. The MR companies are planned for business activities that are reasonable to keep organisationally, but not economically, separate from Munich Reinsurance Company. The MR companies are currently purely shelf companies. No operative business activities have been planned to date.

The wording of the profit transfer agreements that Munich Reinsurance Company has concluded with the MR companies is – with the exception of the names of the parties – identical to that of the profit transfer agreement concluded between Munich Reinsurance Company and MR Infrastructure on 20 February 2017. We therefore refer to the remarks under agenda item 10 as to the main contents of the profit transfer agreements with the MR companies. The shareholders' meetings (of MR Beteiligungen 2 and MR Beteiligungen 3 respectively) have also approved the profit transfer agreements accordingly.

Pursuant to Section 293a AktG, the Board of Management of Munich Reinsurance Company and the MR companies' managements submitted respective joint reports explaining and justifying, from a legal and economic standpoint, the contents of and reasons for conclusion of the respective profit transfer agreements. The joint reports are available, together with the following mandatory documentation, on Munich Reinsurance Company's website ([www.munichre.com/agm](http://www.munichre.com/agm)) under "Documents":

- The profit transfer agreement between Munich Reinsurance Company and MR Beteiligungen 2 dated 6 March 2017;
- The profit transfer agreement between Munich Reinsurance Company and MR Beteiligungen 3 dated 6 March 2017;
- Munich Reinsurance Company's annual financial statements and consolidated financial statements for the 2014, 2015 and 2016 financial years, the 2014 management and group management reports, and the 2015 and 2016 combined management reports for Munich Reinsurance Company and the Group.

The MR companies were only registered in the Commercial Register on 23 February 2017 (MR Beteiligungen 2) and 28 February 2017 (MR Beteiligungen 3). They have not yet prepared any financial statements or management reports.

All documents requiring disclosure will also be made available at the Annual General Meeting. Since Munich Reinsurance Company is the MR companies' sole shareholder, it was not necessary to have the contract audited or to present an auditor's report (Sections 293b et seq. AktG).

The Supervisory Board and the Board of Management propose to approve

- a) the profit transfer agreement between Munich Reinsurance Company and MR Beteiligungen 2 dated 6 March 2017, and
- b) the profit transfer agreement between Munich Reinsurance Company and MR Beteiligungen 3 dated 6 March 2017.

The profit transfer agreements are to be approved by separate votes.

**Report of the Board of Management on the exclusion of subscription rights proposed under items 6, 7, and 9 of the agenda below (Section 186 (4) sentence 2 in conjunction with Sections 71 (1) no. 8 and 203 (1) and (2) of the Stock Corporation Act (AktG))**

**1. Re. item 6 on the agenda**

The Annual General Meetings of recent years have adopted resolutions authorising the Company to buy back and use own shares. The current authorisation has been used up to a significant extent by the share buy-back programme launched in June 2016. Therefore, the existing authorisation is to be replaced by a new authorisation, by way of the proposed resolution before you. The Company is again to be given the opportunity to buy back own shares up to a total amount of 10% of the Company's current share capital or the Company's existing share capital at the time this authorisation is first exercised, whichever amount is the lower. The new authorisation is again to be granted for a term of five years. The Company may purchase its own shares for any legally permissible purpose. This shall include the purchase of own shares by dependent Group companies or companies in which the Company has a majority shareholding, for example for the purpose of using them in unit-linked insurance products for the relevant funds.

For this purpose, the Company is to be enabled to buy back shares not only via the stock exchange but also through a public offer to shareholders of the Company or through a public solicitation to shareholders to submit an offer to sell Company shares. The Company is also to be given the possibility to offer not only cash but also shares in other listed companies by way of exchange, which for shareholders can be an attractive alternative to a public purchase offer. It gives the Company additional scope for optimally structuring share buy-backs, which is also in the interests of the shareholders.

Following a public offer to shareholders of the Company to sell or exchange their shares or a public solicitation to shareholders to submit an offer to sell Company shares, if the number of Company shares tendered or offered for sale exceeds the total number of shares the Company intended to acquire, acquisition or acceptance will be effected by excluding the right of shareholders to tender shares based on the ratio of shares tendered or offered. This procedure will simplify the acquisition process. The preferred acceptance of small lots of shares (up to 100 shares tendered per shareholder) also serves the purpose of simplification.

Own shares which the Company buys back may be sold again via the stock exchange or a public offer to all shareholders. This embraces the statutory principle of equal treatment (Section 53a AktG).

Besides this, the Company may also limit the shareholders' subscription rights and, pursuant to Section 186 (3) sentence 4 AktG, may sell the Company's own shares to institutional investors, for example, or launch the shares on foreign stock exchanges. That is in the interests of the Company, and puts it in a position to react quickly and flexibly to favourable stock market situations. The shares may only be sold at a price which does not significantly undercut the current stock market price. The Board of Management will endeavour – taking into account current market circumstances – to keep any discount on the stock market price as low as possible. It will only avail itself of this authorisation to exclude subscription rights in the sale of own shares insofar as – in conjunction with existing authorisations to issue shares by making it easier to exclude shareholders' subscription



rights, namely from capital approved for this purpose, or as a result of an issue of convertible bonds or bonds with warrants – the limit of 10% of the Company's share capital is not exceeded.

The authorisation is also designed to give the Company the option of having own shares available to offer as a consideration in connection with mergers, acquisitions of companies or the purchase of shareholdings. International competition and the globalisation of the economy also require this type of acquisition financing. The proposed authorisation is intended to give the Company the necessary scope to take quick and flexible advantage of opportunities that arise for acquiring companies or shareholdings, without placing a strain on its liquidity. This is reflected in the proposed exclusion of subscription rights. In determining the valuation ratios, the Board of Management will ensure the interests of the shareholders are appropriately considered. As a rule, when measuring the value of the shares offered as a consideration, it will take as a basis the stock market price of Munich Re shares. However, a systematic coupling of the valuation to a stock market price is not provided for, in particular to prevent fluctuations in the share price from jeopardising negotiation outcomes once they have been reached. Disposals against non-cash payment are also to include indirect processing in which a bank or similar institution acts as an intermediary.

The Company will have the possibility to issue bonds with with conversion rights, warrants or conversion obligations against both cash and non-cash payment. To service the resultant rights or obligations to subscribe for shares in the Company, it may be expedient to use own shares in part or in full, instead of a capital increase with an exclusion of shareholders' subscription rights. The authorisation also allows the possibility, in the event of own shares being sold by means of an offer to all shareholders, for shareholders' subscription rights to be partially excluded in favour of the holders of bonds with warrants or conversion rights/obligations. This enables the holders of warrants or conversion rights/obligations to be granted a subscription right as protection against dilution, instead of a reduction of the exercise or conversion price.

Finally, own shares may be used for a scrip dividend. With a scrip dividend using own shares, all shareholders are offered the option of relinquishing their right to receive the dividend pursuant to the resolution on the appropriation of profits adopted at the Annual General Meeting in exchange for own shares. The Board of Management is to be authorised in such cases to exclude the shareholders' subscription rights in full or in part in order to create the best possible conditions for the payment of a scrip dividend.

A scrip dividend using own shares may be offered to all shareholders, while maintaining their subscription rights in keeping with the principle of equal treatment (Section 53a AktG). Only whole shares are offered to shareholders for subscription; shareholders are required to receive payment of the cash dividend for the portion of the dividend that falls short of (or exceeds) the subscription price for a whole share, and can receive no shares in respect of such portion; no partial rights are offered and no arrangements are made for the trading of subscription rights or fragments thereof. The shareholders thus receive a proportional cash dividend instead of a subscription for own shares. This seems justified and appropriate.

In individual cases and depending on the capital market situation, it may be preferable to structure a scrip dividend in such a way that the Board of Management – while offering all shareholders entitled to the dividend own shares for subscription against relinquishment of their right to the dividend in keeping with the principle of equal treatment (Section 53a AktG) – formally excludes the shareholders' subscription rights in their entirety. Formally excluding subscription rights enables a scrip dividend to be paid under more flexible conditions. In view of the fact that own shares are offered to all shareholders and that excess portions of the dividend are paid out as a cash dividend, the exclusion of subscription rights is considered to be justified and appropriate.

Besides this, the Company is to be enabled to issue shares to employees of the Company or its affiliated companies, as well as to the Board members of its affiliated companies. The issue of shares to these individuals serves to integrate them into the Company and promotes the assumption of co-responsibility. Therefore, the issue of shares to employees and managers is in the interests of both the Company and its shareholders. We would like to be able to offer the above-mentioned individuals own shares also within the framework of innovative participation models, for instance in connection with conditions that commit them to a certain period of service with the Company or to hold the shares for a certain time. Besides this, we wish to have the option of linking a share offer or share issue to other conditions, for example personal performance objectives, objectives within the employee's divisional unit or department, or to a project or to Company profit targets. Finally, we would like to be able to use shares within the framework of our remuneration systems. Variable remuneration schemes for specified managers are required to include medium- and long-term components. We wish to have the option of using own shares for this purpose.

Where permissible by law, the Company is to be given the option of involving a suitable third party, such as an issuer, in conducting the transaction. This can be useful in particular with a view to facilitating practical implementation and reducing the effort and expense involved. The involvement of such third party shall be subject to the proviso that shares may only be transferred in accordance with the authorisation granted by the Annual General Meeting and, where applicable, at the end of a vesting period or subject to a holding period. The Company will ensure that this is the case.

When making use of the authorisation to issue such employee shares, there should be the option of setting an amount attributable to each share that is below the respective current stock market price. The benefit should in this case not be determined on the basis of a formal consideration of the discount per share. Rather, the overall amount of the benefit granted in each case to an individual through discounted shares should be in a reasonable proportion to the individual's remuneration or to the expected advantage to the Company, subject to the condition being fulfilled, as well as to any vesting period or minimum holding period stipulated.

Transferring own shares can be an economically viable alternative to using available authorised capital because it saves the effort and expense associated with a capital increase and the approval of new shares, and helps avoid the dilution effect that would otherwise occur.

Furthermore, the Company is also to be given the option of paying variable remuneration to members of the Company's Board of Management wholly or partly in the form of Company shares subject to a minimum holding period, rather than as a cash bonus. For instance, this option may be considered for the Board of Management's existing remuneration scheme as described in the remuneration report included in the Munich Re Group Annual Report for 2016. The Company is also to be enabled to transfer Company shares subject to a minimum holding period, particularly as an alternative to making cash payments that recipients are obliged to invest in Company shares subject to a minimum holding period. By transferring shares with a minimum holding period instead of making a cash payment, part of the remuneration is deferred, and ties to the Company are strengthened by allowing the member of the Board of Management to participate in a sustainable increase in the Company's value. When transferring shares to members of the Board of Management, the value attributed to each share transferred may not significantly undercut the stock market price. It will thus be possible to set up or continue variable remuneration schemes that provide an incentive for long-term sustainable management. Because the shares must not be sold before the expiry of the holding period, the Board member is subject to both positive and negative stock market price fluctuations during the holding period. As a result, there may be a bonus or a detrimental effect. A minimum holding period of around four years is stipulated for members of the Company's Board of Management. A minimum holding period of around two years may be stipulated if shares are transferred in lieu of a cash payment in a variable remuneration scheme that already uses a multi-year assessment basis. The above mechanisms take into account the aims of the German Act on the Appropriateness of Management Board Remuneration (VorstAG), the requirements of the German Corporate Governance Code, and the provisions of the German Insurance Supervision Act (VAG). To be eligible to receive shares, the respective member of the Board of Management must be employed with the Company at the time the underlying objectives are defined or agreed and/or at the time the shares are transferred. It will thus be possible to pay part of the bonus in the form of shares even if employment begins during the year, or if the variable remuneration is paid after the termination of employment with the Company. The details of remuneration for members of the Board of Management are established by the Supervisory Board. These include rules on how to deal with holding periods in special cases such as retirement, disability or death. There is no intention to issue stock options.

For shares used in connection with the rules of remuneration of the Board of Management, the implementation details are at the discretion of the Supervisory Board; for the other shares, they are at the discretion of the Board of Management. In order to achieve the above objectives, it is necessary to exclude the subscription rights of shareholders. This option will only be exercised if, in the estimation of the Supervisory Board or – in the latter case – the Board of Management, it is in the interests of the Company and thus of its shareholders.

As outlined above, the shares to be used are not only those shares acquired on the basis of this resolution. The authorisation is also intended to include shares acquired on previous occasions. It is advantageous for the Company, and creates further flexibility to be able to use these own shares in the same way as those acquired on the basis of this new resolution.

We propose that own shares acquired on the basis of a resolution taken to authorise the buy-back of shares may be retired without requiring a new resolution of the Annual General Meeting. For this purpose, the Annual General Meeting will transfer the decision regarding the retirement of shares to the Board of Management. The Annual General Meeting can also authorise the Board of Management to retire no-par-value shares without reducing the share capital. The proposed authorisation provides for this option in addition to retirement with a share-capital reduction. If own shares are retired without reducing the share capital, the proportion of the unchanged share capital represented by each of the other no-par-value shares automatically increases. The Board of Management is therefore also to be authorised to make the necessary amendment to the Articles of Association to take account of the resultant reduction in the number of no-par-value shares.

The Board of Management will report on the use of the authorisation at the Annual General Meeting.

## **2. Re. item 7 on the agenda**

Apart from the possibilities to buy back own shares as provided for under item 6 of the agenda, the Company is again to have the option of acquiring own shares using derivatives where this is legally permissible.

In the past, the Company has made successful use of the possibility of buying back own shares by using derivatives. This has confirmed that for the Company it may be advantageous to sell put options or purchase call options, for example, instead of directly acquiring Company shares. The Board of Management intends to use put and call options, forward purchase contracts or a combination of such instruments only as a supplement to conventional share buy-backs.

When selling put options, the Company grants the buyer of the put options the right to sell Munich Re shares to the Company at a price laid down in the put option (exercise price). In return, the Company receives an option premium, which corresponds to the economic value of the disposal right, taking into account the exercise price, the term of the option and the volatility of Munich Re shares. A high level of volatility on the stock markets thus allows high option premiums. If the put option is exercised, the option premium paid by the buyer of the put option reduces the countervalue rendered as a whole by the Company for the acquisition of the shares. It is economically expedient for the option holder to exercise the put option if the Munich Re share price at the time of exercise is lower than the exercise price, because the holder can then sell the shares at the higher exercise price. From the Company's point of view, the advantage of share buy-backs using put options is that the exercise price is fixed on the day that the option contract is concluded, whilst the liquid funds do not flow until the exercise date. Furthermore, owing to the option premium collected, the acquisition price of the shares for the Company is lower than the share price when the option contract is concluded. If the option holder does not exercise the option because the share price at the exercise date is higher than the exercise price, the Company is unable to acquire any of its own shares in this way, but still has the collected option premium.

In the case of a call option, the Company acquires the right – against payment of an option premium – to purchase a predetermined number of Munich Re shares at a predetermined price (exercise price) from the seller of the option, the writer. It is economically expedient for the Company to exercise the call option if the Munich Re share price on the date the option is exercised is higher than the exercise price, because it can then purchase the shares from the writer at the lower exercise price. In this way, the Company hedges against rising share prices. In addition, the Company's liquidity is not affected, since the fixed acquisition price for the shares does not need to be paid until the call options are exercised.

Forward purchase contracts are contracts for purchasing Munich Re shares where there are more than two trading days between the conclusion of the purchase contract and the delivery of the shares purchased. In a forward purchase, the Company enters into an agreement with the forward seller to acquire the shares at a specified future date at a price stipulated at the time of concluding the forward purchase contract. It can be economically expedient for the Company to enter into forward purchase contracts in order to ensure that a future demand for own shares can be met at a certain price level on a specific date.

The issue or purchase of derivatives via a European derivatives exchange such as Eurex Deutschland or LIFFE offers the Company additional flexibility to acquire own shares with due consideration for the effect on the stock exchange. The buy-back of own shares corresponds to indirect acquisition via the stock exchange. To ensure that any shareholders interested have the possibility to participate in such models, the proposed resolution stipulates that shareholders have to be informed prior to the issue or exercise of such derivatives.

Besides this, the Company is also to be enabled to make a public offer to all shareholders to conclude put and call option contracts. In this case, all shareholders are given the opportunity to tender their shares to the Company at a price fixed in the option agreement; alternatively, they have the possibility to collect an option premium. This may be termed a "reverse subscription rights issue", i.e. here the shareholder is to be given the right to surrender shares to the Company. This right may have an economic value that then benefits all shareholders. In conducting the transaction, a third party such as an issuer may be called in to act as an intermediary for reasons of organisational processing. Shareholders have no right to conclude option contracts, however, to the extent that on conclusion of option contracts, the Company has provided for a preferred offer or preferred allocation for the conclusion of option contracts with regard to small lots of shares. This facilitates the application of such a model. The Board of Management is proceeding on the assumption that the advantages of such a facilitation outweigh any conceivable minor disadvantages to shareholders.

Derivative contracts may also be concluded over the counter and not as a public offer to all shareholders (including using an issuer as an intermediary). This gives the Company the necessary flexibility to react quickly to market situations. The issue or acquisition of derivatives via a stock exchange may be more expensive, or a public offer to all shareholders may take longer than if the transaction were concluded over the counter. There may be other good reasons for the Company to enter into such an over-the-counter transaction rather than offering a transaction to all shareholders. In this case, and in keeping with the principle of equal treatment, the respective counterparty may, in exercising the derivative, deliver only shares that have been acquired via the stock exchange at the current share price in Xetra trading (or a comparable successor system) on the Frankfurt Stock

Exchange. On conclusion of a call option contract, the Company may exercise the option only if it has been ensured that on exercising the option the respective counterparty delivers only shares that satisfy the aforementioned requirements. On conclusion of a put option contract or a forward purchase contract, such a requirement must be an integral part of the transaction. The fact that the respective counterparty in the derivative contract delivers only shares acquired under the aforementioned conditions is intended to satisfy the legal requirement of equal treatment of shareholders pursuant to the provisions in Section 71 (1) no. 8 AktG.

Under a forward purchase contract, the acquisition price to be paid by the Company for the shares is the purchase price; in a put or call option, it is the respective exercise price. The acquisition price may be higher or lower than the market price of Munich Re shares at the time of entering into the derivative contract, but it may not exceed by more than 10% or undercut by more than 20% the opening price determined in Xetra trading (or a comparable successor system) on the Frankfurt Stock Exchange for Company shares with the same securities reference number on the day the option contract or purchase contract is concluded. In accordance with the proposals submitted under agenda subitems 7 b) aa) and bb), the option premium agreed on by the Company when selling the put options or acquiring the call options may not be lower (in the case of put options) or higher (in the case of call options) than the theoretical market value of the respective options on the settlement date, determined according to recognised principles of financial mathematics, the calculation of such market value considering among other things the agreed exercise price. This shall apply accordingly to the premium under forward purchase contracts.

As a precaution, the right of shareholders to enter into such derivative contracts with the Company as mentioned above is excluded pursuant to Section 186 (3) sentence 4 AktG. By excluding subscription rights, the Company – unlike in an offer to all shareholders – is in a position to conclude derivative contracts at short notice. The procedure for fixing the premium and the exercise or acquisition price described above, as well as the requirement specified under agenda subitem 7 b) bb) that the shares delivered for derivative contracts have to be previously acquired on the stock exchange, are intended to rule out economic disadvantages for shareholders from buying back shares using put or call options or forward purchase contracts. As the Company collects or pays a fair market price, shareholders not involved in the derivative transactions do not suffer any loss in value. This corresponds to the position of shareholders in the case of share buy-backs on the stock exchange, where in fact not all shareholders can sell shares to the Company. The equal treatment of shareholders is ensured in the same way as with customary buy-backs via the stock exchange, through the fixing of a fair market price. This is also in keeping with the spirit of Section 186 (3) sentence 4 AktG, according to which the exclusion of subscription rights is justified if the pecuniary interests of shareholders are safeguarded.

If a public offer is made to all shareholders to conclude an options contract, or options contracts have been concluded with a third party such as an underwriter subject to the obligation to offer the options to shareholders on subscription, the exercise price per share may not exceed by 10% or undercut by more than 20% the arithmetic mean of the closing price determined in Xetra trading (or a comparable successor system) on the Frankfurt Stock Exchange for Company shares with the same securities number on the fifth, fourth and third trading days prior to publication of the offer.

If shares are bought back using derivatives, shareholders are to have a right to offer their shares only insofar as the Company is obligated to purchase the relevant shares under the derivatives. Otherwise, the use of put or call options or forward purchase contracts in buying back own shares would not be possible, and the Company would not be able to derive the associated benefits. Having weighed up the interests of the shareholders and the Company and having consulted with the Supervisory Board, the Board of Management considers the non-granting or restriction of the shareholders' rights to tender shares to be justified in such cases, given the advantages resulting from the use of put or call options and forward purchase contracts for the Company.

After consideration of all relevant aspects - in particular the interests of the shareholders and those of the Company - the Board of Management will determine the acquisition channels and all other modalities regarding the use of the proposed authorisations to buy back own shares. It will report to the next Annual General Meeting on buying back own shares and the use of derivatives to buy back own shares.

### **3. Re. item 9 on the agenda**

The Company currently has two authorised capital increases available, for a total of up to €290m. Together, the authorised capital increases comprise up to 49.3% of the Company's current nominal capital. It is proposed that the Annual General Meeting renew the Authorised Capital 2013 totalling up to €280m (Authorised Capital 2017). This corresponds to a share of up to 47.6% of the current nominal capital. It is to be available for capital increases via cash or contributions in kind, and replace the €280m Authorised Capital 2013 which expires on 24 April 2018, i.e. before 25 April 2018, the date scheduled for the 2018 Annual General Meeting. The Company has so far not made use of the Authorised Capital 2013.

The authorised capital is intended to enable the Company, faced with ever-changing markets, to act quickly and flexibly in the shareholders' interests. Since decisions on fulfilling capital requirements usually need to be made quickly, it is important that the Company is not bound to the regular Annual General Meeting cycle in this respect, or by the long notice periods required for convening extraordinary general meetings. The legislature has acknowledged this need through the tool of authorised capital. The most typical uses for authorised capital are to strengthen policyholder surplus and to finance the acquisition of shareholdings.

If the Authorised Capital 2017 is used to increase capital through cash contributions, the shareholders will be generally entitled to subscription rights.

However, the Board of Management is to be able, with the consent of the Supervisory Board, to exclude subscription rights for fractional amounts. This is to facilitate the handling of an issue with general subscription rights for shareholders. Such fractional amounts may result from the volume of the respective issue and the fixing of a practicable subscription ratio. The value of the excluded rights per shareholder is usually small, whereas the expenditure for an issue without such exclusion rights would be markedly higher. In other words, such subscription rights are to be excluded for reasons of practicability and efficiency of the respective issue. The new shares corresponding to the fractional amounts without subscription rights will be used to derive the best possible benefit for the Company.

Moreover, the Board of Management is to be able, with the consent of the Supervisory Board, to exclude subscription rights to the extent necessary to enable bearers of warrants or convertible bonds to pre-emptively subscribe for new shares, if the terms of such warrants or bonds so provide. To facilitate their placement on the capital market, such bonds have a protection against dilution which provides for the bearers to be granted subscription rights for new shares in subsequent share issues. They are thus treated as if they were already shareholders. In order to equip the bonds with such protection against dilution, the shareholders' subscription rights must be excluded in respect of these shares. This makes it easier to place the bonds and thus accords with the shareholders' interest in an optimum financing structure for the Company.

Subscription rights are to be also allowed to be excluded, on capital increases against cash contribution, if the shares are issued at an amount that is not significantly lower than the stock market price, in accordance with Section 186 (3) sentence 4 AktG. The Board of Management will endeavour – taking into account current market circumstances – to keep any discount on the stock market price as low as possible. The authorisation will enable the Company to cover any capital needs at very short notice, in order to take swift and flexible advantage of any market opportunities for the business. The exclusion of subscription rights enables the Company to act quickly and place the shares at a price close to the market price, i.e. without the discount usual in rights issues. Such a capital increase may not exceed 10% of the share capital existing either at the time the authorisation takes effect, or at the time it is used. This maximum of 10% of the share capital includes shares issued, or to be issued, within the term of this authorisation by excluding subscription rights, indirectly pursuant to Article 186 (3) sentence 4 AktG, to service convertible bonds or bonds with warrants. It also includes own shares insofar as they are sold within the term of this authorisation by excluding subscription rights pursuant to Section 71 (1) no. 8 in conjunction with Section 186 (3) sentence 4 AktG. This limitation takes into account the shareholders' need for protection against dilution of their stock. As the new shares will be placed at a price close to the market price, shareholders wishing to maintain their proportionate holding in the Company always have the possibility of buying the requisite number of shares at approximately the same conditions on the stock market.

In addition, exclusion of subscription rights is to be possible in order to enable scrip dividends. With a scrip dividend, all shareholders are offered the option of injecting their right to dividends, as per the profit appropriation resolution adopted at the Annual General Meeting, back into the Company as a contribution in kind in exchange for own shares. The Board of Management is to be authorised in such cases, with the consent of the Supervisory Board, to exclude the shareholders' subscription rights in full or in part, in order to create the best possible conditions for the payment of a scrip dividend.

Scrip dividends may be issued as an actual rights issue, particularly with reference to the provisions of Section 186 (1) AktG (minimum subscription period of two weeks) and Section 186 (2) AktG (publication of issuing amount at the latest three days before expiry of subscription period). Only whole shares are to be offered to shareholders for subscription; shareholders are to be required to receive payment of the cash dividend for the portion of the dividend that falls short of (or exceeds) the subscription price for a whole share, and cannot subscribe for shares in respect of such portion; no partial rights are to be offered and no arrangements made for the trading of subscription rights or fragments thereof. This is considered to be justified and appropriate since shareholders receive a pro rata cash dividend to replace the subscription for own shares.



In certain cases, depending on the situation on the capital markets, it may be in the interests of the Company and its shareholders to offer and execute scrip dividends without being bound by the restrictions of Section 186 (1) and (2) AktG. Instead of offering scrip dividends as a rights issue, the Board of Management is therefore to be enabled, with the consent of the Supervisory Board, to exclude all shareholders' subscription rights on a scrip dividend issue. However, the Board of Management will – despite the comprehensive exclusion of subscription rights – still offer new shares in this case to all shareholders entitled to dividends, against contribution in kind of their claim to dividends. The exclusion of subscription rights is considered to be justified and appropriate also given the fact that new shares will be offered to all shareholders, and that excess portions of the dividend will be paid out as cash.

In addition, the exclusion of subscription rights is to be possible for capital increases against non-cash contributions. The Company is to be kept in a position to acquire companies, parts of companies, shareholdings or assets connected with such investments, in order to strengthen its competitiveness and to increase earnings power and corporate value. It has become apparent that ever larger entities are becoming the subject of such investments. In many such cases, very high consideration has to be paid. Often these need to be or may be of a non-cash nature – for example, in order to achieve an optimum financing structure. Moreover, sellers frequently insist on receiving shares as consideration, as this is more favourable for them. The possibility of using shares as consideration on acquisitions therefore gives the Company the necessary flexibility to quickly seize such opportunities, and places it in a position to acquire even major entities in return for shares. It should be also be possible to acquire consumer and investment goods against shares. For both eventualities, it has to be possible to exclude shareholders' subscription rights. As such acquisitions have to be effected at short notice, they cannot be approved by an Annual General Meeting which only takes place once a year. They require capital which the Board of Management – with the consent of the Supervisory Board – can access quickly.

The shares issued overall on the basis of this authorisation subject to the exclusion of shareholder subscription rights may not exceed 20% of the existing share capital at the time this authorisation is exercised for the first time. New shares issued by the Company during this authorisation period, against cash contributions and excluding the shareholders' subscription rights, from the Authorised Capital 2015, are to be included in this calculation. New shares that are issued based on a bond with conversion or option rights or conversion requirements, issued without subscription rights during this authorisation period, are also to be included in this calculation.

There are no concrete plans at present to use the Authorised Capital 2017. Such anticipatory resolutions, featuring the possibility to exclude subscription rights, are common both in Germany and internationally. The Board of Management will carefully examine each case as to whether the utilisation of the Authorised Capital 2017 is in the interests of the Company and its shareholders. The Board of Management will report to the Annual General Meeting about any use of the Authorised Capital 2017.

## Further details and information

### Preconditions for attending the Annual General Meeting and for exercising voting rights

Pursuant to Article 6 (2) of the Articles of Association, every shareholder who has given notice to the Company of his or her intention to participate in the Annual General Meeting **no later than 19 April 2017**, and is entered in the register of shareholders for the submitted shares at midnight at the end of 19 April 2017, may attend the Annual General Meeting in person or be represented by a proxy and exercise his or her voting rights.

Registration may be made at [www.munichre.com/register](http://www.munichre.com/register). Shareholders who are already registered for electronic mailing of Annual General Meeting documents should use their shareholder number and the password they have selected. All other shareholders entered in the shareholders' register will receive their shareholder number and a related access code by post with the letter of invitation to the Annual General Meeting. These shareholders may also register at the following address, using the registration form sent to them:

Munich Reinsurance Company  
 GL1.2 - Annual General Meeting  
 Postfach 401211  
 80712 München  
 Germany  
 Fax: +49 89 3891-72255

Details of the registration procedure are provided on the registration form and/or on the above website.

Shares are not blocked for trading due to registration for the Annual General Meeting. Shareholders thus continue to be freely able to dispose of their shares even after they have successfully registered. The shares entered in the register of shareholders at midnight at the end of 19 April 2017 shall be material for establishing the right to participate and the right to vote. Requests for changes to the share register received by the Company between 20 April 2017 and midnight at the end of 26 April 2017 will only be effected in the Company's share register after the Annual General Meeting on 26 April 2017. The last date for registration ("**technical record date**") is therefore at midnight at the end of 19 April 2017.

If shareholders are entered under their own name for shares that belong to a third party, and exceed at this time the upper limit of 2% of the share capital as stated in the Articles of Association, pursuant to Article 3 (5) of the Articles of Association the shares entered shall not carry any voting rights.

If a bank is entered in the shareholders' register, it may exercise the voting rights for shares that it does not own only if it has an authorisation to do so from the shareholders concerned. The same applies to shareholders' associations and persons, companies and institutions treated as such pursuant to Section 135 (8) or Section 135 (10) in conjunction with Section 125 (5) AktG.

### Procedure for voting by postal vote

Shareholders may cast their votes without the need to be present at the venue in writing or by means of electronic communication (postal vote). Only shareholders registered no later than 19 April 2017 (as specified above) shall be entitled – in person or by proxy – to exercise their voting rights by casting a postal vote. The shares entered in the register of shareholders at midnight at the end of 19 April 2017 shall also be material for the exercise of postal voting rights.

The votes may be cast either electronically at [www.munichre.com/register](http://www.munichre.com/register) or on the form attached to the letter of invitation to the Annual General Meeting, which is to be returned to the above address. In order to cast votes electronically, shareholders already registered for electronic mailing of Annual General Meeting documents should use their shareholder number and the password they have selected. All other shareholders entered in the shareholders' register will receive their access data together with the letter of invitation to the Annual General Meeting by post.

Postal votes must be received by the Company – either on the aforementioned form at the address given above for registration, or via the internet at [www.munichre.com/register](http://www.munichre.com/register) – **no later than 19 April 2017**. Should an individual vote not announced in the invitation take place on an agenda item, any postal vote cast for that item will apply to each subitem. The vote on agenda item 2 also applies in the event that the total amounts shown for the items "Payment of a dividend" and "Carried forward to new account" in the proposal for appropriation of profit are adapted to accommodate a change in the number of shares with entitlement to dividend.

After submission, timely votes cast via the internet may be changed there right up to the end of the general debate on the day of the Annual General Meeting. If, despite having submitted a postal vote, shareholders decide to have their shares represented at the Annual General Meeting by attending in person or by proxy, this will be possible and will be deemed as revoking the postal vote submitted to the Company.

Banks authorised to act as proxies and shareholders' associations, and other persons, companies and institutions to be treated as such pursuant to Section 135 (8) or Section 135 (10) in conjunction with Section 125 (5) AktG, may also cast postal votes within the above-mentioned deadlines. On request, the Company can provide an electronic voting channel or the corresponding forms.

### **Online participation in the Annual General Meeting**

Shareholders may also participate directly in the Annual General Meeting by way of electronic communication via the internet (online participation). To this end, they must be registered – in person or by proxy – for the Annual General Meeting no later than 19 April 2017 in the manner indicated above, and must have ordered an admission card. On 26 April 2017, they can attend online, as of the start of the Annual General Meeting, by registering via [www.munichre.com/hvonline](http://www.munichre.com/hvonline) from 9.30 a.m. with the access data provided on the admission card. For admission cards made out to legal entities or joint shareholders, one natural person has to be notified to the Company prior to online participation as the participating representative (proxy) via one of the channels mentioned below (under "Procedure for voting by proxy").

Participants may have video and audio online access to the whole Annual General Meeting via the internet, cast their votes in real time and view the list of Annual General Meeting attendees electronically. Participants wishing to terminate their online connection before the voting takes place may authorise the Company proxies to exercise their voting rights in accordance with their instructions. Other options for exercising participants' rights by means of electronic communication beyond those outlined above will not be possible for technical and organisational reasons.

### Procedure for voting by proxy

Shareholders may exercise their voting rights through a proxy, e.g. a bank, a shareholders' association or other person. Also in this case, the shareholder or the proxy has to ensure timely registration for the Annual General Meeting (as indicated above under "Preconditions for attending the Annual General Meeting and for exercising voting rights").

Granting of proxies, their revocation and proof of authorisation vis-à-vis the Company may be submitted to the address given above or electronically at [www.munichre.com/register](http://www.munichre.com/register) up to the day of the Annual General Meeting. On the day of the Annual General Meeting, this may be done online at [www.munichre.com/register](http://www.munichre.com/register), by fax to +49 89 3891-72255, or at the reception desks at the entrance to the Annual General Meeting. Pursuant to Section 134 (3), sentence 3 AktG, granting of proxies, their revocation and proof of authorisation vis-à-vis the Company may be submitted in text form or electronically at [www.munichre.com/register](http://www.munichre.com/register). Exceptions may apply regarding the granting of proxies to banks, institutions or companies to be treated as such pursuant to Section 135 (10) AktG in conjunction with Section 125 (5) AktG, and to shareholders' associations and other persons to be treated as such pursuant to Section 135 (8) AktG, as well as regarding the revocation of such proxies. Personal attendance by shareholders at the Annual General Meeting automatically revokes the power of attorney granted to a third party to represent these shares.

Where shareholders nominate more than one proxy, the Company may reject one or more of these.

Shareholders may also have their voting rights from registered shares exercised at the Annual General Meeting by one of the proxies nominated by the Company. Subject to the above requirements, the proxies may be appointed by means of the form sent to shareholders, or at [www.munichre.com/register](http://www.munichre.com/register). These proxies will act solely in accordance with the instructions they receive from the shareholders. Should an individual vote not announced in the invitation take place on an agenda item, the instructions issued for that item will apply to each subitem. The instruction issued in respect of agenda item 2 also applies in the event that the total amounts shown for the items "Payment of a dividend" and "Carried forward to new account" in the proposal for appropriation of profit are adapted to accommodate a change in the number of shares with entitlement to dividend. The proxies are unable to accept requests concerning notification to speak or ask questions, or instructions to propose motions at the Annual General Meeting. Instructions issued to proxies via the internet may be changed on the day of the Annual General Meeting at [www.munichre.com/register](http://www.munichre.com/register) right up to the end of the general debate.

### Transmission of the Annual General Meeting on the internet

As decided by the Chairman of the Meeting, we are again offering shareholders who are unable to attend the Annual General Meeting the chance to follow the whole Annual General Meeting live on the internet (also at [www.munichre.com/register](http://www.munichre.com/register)), using their shareholder number and their above-mentioned access code. The opening of the Annual General Meeting by the Chairman of the Meeting and the report of the Chairman of the Board of Management can be publicly viewed live on the internet ([www.munichre.com/agm](http://www.munichre.com/agm)) and will be available after the Annual General Meeting as a recording.

**Shareholders' rights pursuant to Sections 122 (2), 126 (1), 127 and 131 (1) AktG****a) Requests for supplementary motions for the agenda pursuant to Section 122 (2) AktG**

Shareholders whose shares amount in aggregate to one-twentieth of the share capital or represent a proportional amount of €500,000 (this currently corresponds to 137,015 shares) may call for items to be included on the agenda and published. The relevant grounds or a proposal for a resolution must be attached to each new item.

The applicants must furnish evidence that they have been holders of the shares for at least 90 days prior to the day the proposal is received and that they will continue to hold the shares until the decision regarding the application is made by the Board of Management. Section 70 AktG applies to the calculation of holding times. The date the proposal is received is not taken into account. Deferment from a Sunday, Saturday or holiday onto an earlier or later working day is not possible. Sections 187 to 193 of the German Civil Code (BGB) do not apply by analogy.

The request must be sent in writing to the following address and received by the Company at least 30 days before the Annual General Meeting, namely **no later than 26 March 2017**. Please send your request to the following address:

Münchener Rückversicherungs-Gesellschaft  
- Board of Management -  
Postfach 401211  
80712 München  
Germany

**b) Countermotions and nominations pursuant to Sections 126 (1) and 127 AktG**

Company shareholders may submit countermotions to proposals by the Board of Management and/or the Supervisory Board regarding specific items on the agenda and also nominations. Countermotions must include the grounds for their submission. All countermotions, nominations and other requests by shareholders relating to the Annual General Meeting should be sent to:

Münchener Rückversicherungs-Gesellschaft  
GL1.2 - Annual General Meeting  
Postfach 401211  
80712 München  
Germany  
Fax: +49 89 3891-72255

or by electronic mail (e-mail) to [shareholder@munichre.com](mailto:shareholder@munichre.com)

Shareholder countermotions and nominations that have to be published will be posted on the internet at [www.munichre.com/agm](http://www.munichre.com/agm), together with the name of the shareholder and the relevant grounds. Any comments by the management will also be posted there. All countermotions to items on this agenda and nominations received at the above address **no later than 11 April 2017** will be duly considered.

**c) Right to information pursuant to Section 131 (1) AktG**

At the Annual General Meeting on 26 April 2017, every shareholder or shareholder representative may request from the Board of Management information regarding the Company's affairs, the Company's legal and business relations with affiliated

companies, the financial position of the Group and of companies consolidated in the financial statements, insofar as the information is necessary to permit a proper evaluation of the relevant item on the agenda and there is no right of refusal to provide information.

In addition, with regard to agenda items 10 and 11, pursuant to Section 293g (3) AktG, the Board of Management must provide every shareholder or proxy, upon request at the Annual General Meeting, with all information about the subsidiary companies named in those agenda items that is material to the conclusion of the respective contracts.

#### **Total number of shares and voting rights**

At the date on which the Annual General Meeting was convened, the share capital of the Company amounted to €587,725,396.48, consisting of 161,053,897 no-par value shares, each carrying one vote. This total includes own shares held by the Company at the date on which the Annual General Meeting was convened. Pursuant to Section 71b AktG, the Company enjoys no rights from these shares. The total also includes shares carrying no voting rights at the date on which the Annual General Meeting was convened pursuant to Section 67 (2) sentence 2 AktG in conjunction with Article 3 (5) of the Articles of Association.

#### **Information on the Company website**

Information pursuant to Section 124a AktG and other explanations regarding the aforementioned rights of shareholders are available on the Company's website at [www.munichre.com/agm](http://www.munichre.com/agm). The results of the voting will also be published there at the end of the Annual General Meeting.

Munich, March 2017

The Board of Management

**Re item 8 on the agenda**  
**Resolution to elect a member of the Supervisory Board**

The Supervisory Board has selected the proposed candidate for election to the Supervisory Board based on pre-established objective criteria. The task of selecting the candidate and preparing the nomination was assigned to the Supervisory Board's Nomination Committee pursuant to the Rules of Procedure for the Supervisory Board and in line with Section 5.3.3 of the German Corporate Governance Code.

The Nomination Committee drafted a requirements profile for selecting a candidate. In considering the nomination, the Nomination Committee was guided by the objectives set by the Supervisory Board regarding its composition pursuant to Section 5.4.1 of the German Corporate Governance Code. A key criterion in selecting the candidate was to ensure availability on the Supervisory Board of the requisite expertise and experience important for the task of advising on and monitoring the Company's business activities as a whole. This includes know-how and experience in law, compliance, integrity management, data protection and corporate social responsibility. The candidate is acquainted with issues of corporate governance and her approach is international.

In addition, the Nomination Committee set high standards regarding the candidate's personality. Key aspects are a commitment to a long-term, sustained increase in the Company's value, and the willingness to devote the necessary time to the task. An important criterion in the selection process was the personal independence of the candidate, given that the members of the Supervisory Board represent the interests of all shareholders.

In selecting the candidate, due regard was paid to diversity on the Supervisory Board.

Further information on the candidate can be found on the following page.

Further information about the candidate proposed for election to the Supervisory Board:



**Renata Jungo Brüngger**  
Horgen, Switzerland

Member of the Board of Management  
of Daimler AG, Stuttgart

**Personal Data**

Date of birth: 7 August 1961  
Place of birth: Fribourg, Switzerland  
Nationality: Swiss

**Education**

1981-1985 Bilingual studies in jurisprudence, University of Fribourg, Switzerland  
1989 Appointment as a licensed attorney-at-law  
1996-1998 Master of Laws (LL.M.), University of Zurich, Switzerland

**Professional career**

1989-1990 Legal advisor, Bank Clariden Leu, Switzerland, general legal consultancy  
1990-1994 Lawyer, Bär & Karrer, Switzerland with the following specialisations: tax law, commercial law, arbitration proceedings  
1995-2000 Director Legal Department, Metro Holding AG, Switzerland  
2000-2011 General Counsel Corporate EMEA and Vice President/General Counsel Emerson Process Management EMEA, Emerson Electric, Switzerland  
2011-2015 Executive Vice President, Head of Legal, Daimler AG, Stuttgart  
Since January 2016 Member of the Board of Management of Daimler AG, Stuttgart with Group responsibility for Legal Matters, Compliance, Integrity Management, Data Protection and Corporate Social Responsibility

**Membership of other supervisory boards:**

None

**Membership of comparable bodies of German and foreign business enterprises:**

None

In the Supervisory Board's assessment Mrs. Jungo Brüngger does not have any personal or business relations with Munich Reinsurance Company, its Group companies, the governing bodies of Munich Reinsurance Company, or with a shareholder holding a material interest in Munich Reinsurance Company, that would require disclosure under item 5.4.1 of the German Corporate Governance Code as amended on 5 May 2015. Moreover, the Supervisory Board has satisfied itself that Mrs. Jungo Brüngger can devote the expected amount of time required for this office.











All the facts and figures for the 2016 financial year can be found in our Group Annual Report. More at [www.munichre.com/annualreport2016](http://www.munichre.com/annualreport2016)