Munich Re – Annual General Meeting 2025

# Fact Book on Agenda Items 10 and 11

Disclaimer:
This is a non-binding overview of Agenda Items 10 and 11 of the Annual General Meeting of Münchener Rückversicherungs-Gesellschaft Aktiengesellschaft in München (“Munich Re”) on 30 April 2025. This overview is provided to shareholders for information purposes only. No liability is assumed for the completeness and correctness of this summary. Only the German version of the convocation to the Annual General Meeting is legally binding.

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# Creation of a new Authorised Capital 2025

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| New Authorised Capital 2025 | ▪ Cancellation of the existing Authorised Capital 2021 and creation of a new Authorised Capital 2025 in the amount of €117,500,000, corresponding to approx. **20%** of the share capital<br>▪ Joint upper limit for new shares from the Authorised Capital 2025 and the Contingent Capital 2025: **30%** of the share capital |
| Term | ▪ 5 years |
| Limit on exclusion of subscription rights | ▪ Total maximum of **10%** of the share capital<br>▪ Shares issued under exclusion of subscription rights based on other authorisations (e.g. from contingent capital or utilisation of own shares) are offset against this volume |

# Renewal of the authorisation to issue convertible bonds etc. and new Contingent Capital 2025

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| Autorisation to issue convertible bonds etc. | ▪ The authorisation granted by the AGM 2020 expires 28 April 2025<br>▪ Renewal of the authorisation to issue convertible bonds or bonds with warrants, profit participation rights or profit participation certificates; includes Solvency II Tier 1-instruments<br>▪ Total nominal amount of **€7.5bn** (previously €5bn pursuant to the resolution of the AGM 2020) |
| New Contingent Capital 2025 | ▪ Cancellation of the existing Contingent Capital 2020 and creation of a new Contingent Capital 2025 in the amount of €117,500,000, corresponding to approx. **20%** of the share capital<br>▪ Joint upper limit for new shares from the Contingent Capital 2025 and the Authorised Capital 2025: **30%** of the share capital |
| Term | ▪ 5 years |
| Limit on exclusion of subscription rights | ▪ Total maximum of **10%** of the share capital<br>▪ Shares issued under exclusion of subscription rights based on other authorisations (e.g. from contingent capital or utilisation of own shares) are offset against this volume |

# Capital management at Munich Re

Munich RE

## Rationale

- Munich Re is one of the world’s leading risk carriers, and our capital must satisfy all applicable requirements. In addition to the capital requirements determined using our internal risk model, we must meet more far-reaching requirements from regulatory authorities, rating agencies and our key insurance markets. Furthermore, we need sufficient financial flexibility to take advantage at any time of profitable opportunities for both organic and external growth. Our financial strength must also not be significantly affected by fluctuations in capital markets or major loss events. For us, adequate capitalisation on the one hand means that our equity capital does not permanently exceed that which is required in order not to unnecessarily reduce our return on capital and earnings per share. We return excess capital to our shareholders mainly via dividend payments and potentially also via share buy-backs. To this end, as part of its Ambition 2025 Munich Re has reiterated its commitment to continue to pay an attractive dividend going forward that increases by at least 5% p.a. on average. At the same time, share buy-backs should also be possible throughout this period without Munich Re having to commit itself beforehand to the frequency and scope of such buy-backs.
- On the other hand, adequate capitalisation also means that our financial strength is not significantly impaired by fluctuations on the capital markets and is fundamentally stable even after major loss events. In some cases, it can be sensible or necessary to increase the capital base to a required level again in the short term by raising funds on the capital markets. The Authorised Capital 2025 is intended to enable the Company, faced with ever-changing markets, to act quickly and flexibly in the interests of the Company and its shareholders. Since decisions on fulfilling capital requirements usually need to be made quickly, it is important that the Company will not be bound to the regular Annual General Meeting cycle in this respect, or by the long periods required for preparing extraordinary general meetings. The legislator has acknowledged this need through the tool of authorised capital. The most typical uses for authorised capital are to strengthen the equity capital base and to finance the acquisition of shareholdings. There are no concrete plans at present to use the Authorised Capital 2025. Such anticipatory resolutions, featuring the possibility to exclude subscription rights, are common. The Board of Management will carefully examine each case as to whether the utilisation of the Authorised Capital is in the interests of the Company and its shareholders. The BoM* will report to the Annual General Meeting about any use of the Authorised Capital 2025.
- Furthermore, the Company wants to keep flexibility to issue convertible bonds, bonds with warrants, profit participation rights or profit participation certificates (including combinations thereof) and hybrid financial instruments that meet the prerequisites for Tier 1 own-fund items on the market in order to inject capital into the business at low interest rates. The purpose of the proposed contingent capital increase is to satisfy the warrants or conversion rights granted under bonds, or to satisfy conversion obligations in respect of Company shares.
- Our traditionally active capital management shows that we are a reliable partner for our clients and all stakeholders, and that our shareholders can rely on our management’s responsible handling of all capital measures.

* Board of Management