

Hannover Re

Remuneration report 2024

Hannover Re Group

somewhat different



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Introduction

The remuneration report describes the structure and system of the remuneration for the Executive Board and Supervisory Board and provides detailed information about the individual remuneration and other benefits of present and former members of the Executive Board and Supervisory Board of Hannover Rück SE that are granted and owing to them for their work in the 2024 financial year.

The report was drawn up by the Executive Board and Supervisory Board of the company in conformity with the requirements of § 162 Stock Corporation Act (AktG), fulfils the recommendations and suggestions of the German Corporate Governance Code (DCGK) as amended on 28 April 2022 and takes account of relevant regulatory provisions. In addition to the combined non-financial statement, this report contains information on the “Integration of sustainability-related performance in incentive schemes” (GOV-3) as defined by the European Sustainability Reporting Standards (ESRS).

The remuneration report was subjected to an audit, both formally and in terms of its content, by PricewaterhouseCoopers GmbH Wirtschaftsprüfungsgesellschaft that went above and beyond the requirements of § 162 Para. 3 Stock Corporation Act (AktG). Explanatory remarks on the remuneration system, which was adopted by the General Meeting 2021, are provided under the following link: [Remuneration report and system](#)

Remuneration of the Executive Board

Overview of the remuneration system

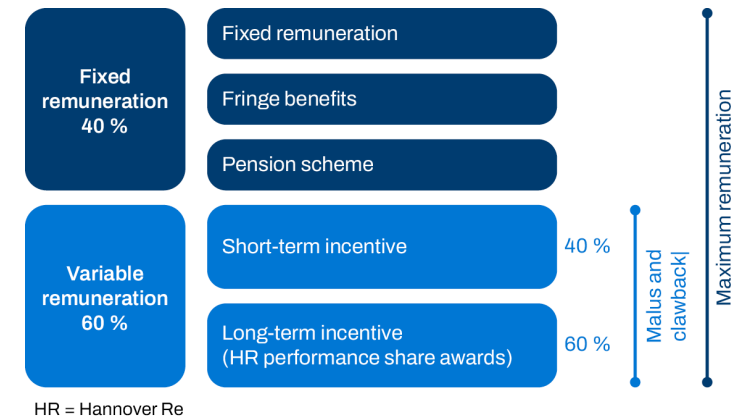
The current remuneration system for the Executive Board has been in effect since 1 January 2021. It is in conformity with legal and regulatory requirements and the recommendations of the German Corporate Governance Code (DCGK) and was approved by the General Meeting of Hannover Rück SE on 5 May 2021 with a majority of 85.54%. The remuneration system is submitted to the General Meeting for approval if any material changes are made to the remuneration system, and at least every four years. In view of the General Meeting’s approval of the remuneration report in 2024 with a majority of 94.81%, there was no reason to question or modify the remuneration system, its implementation or the nature of the reporting. Points made in discussions with investors had already prompted us in previous years to present the application of the remuneration system in relation to variable remuneration in even greater detail in the remuneration report. In addition to the multi-year variable remuneration components paid out in 2024, we are again showing in this year's remuneration report the current status of payments due in the coming years from multi-year variable remuneration.

The remuneration system is transparently and comprehensibly structured overall and responds to the expectations of our investors and other key stakeholders. The remuneration consists of fixed (non-performance-based) and variable (performance-based) components. The considerable relevance of the variable remuneration and the reinforcement of the concept of "pay-for-performance" are front and centre in this regard. The variable remuneration is based on financial and non-financial performance criteria that are derived from the Hannover Re Group strategy and can be influenced by the Executive Board. The measurement of performance also takes account of sustainability criteria that promote sustainable and long-term growth in the value of the company. In addition, the remuneration of the Executive Board is closely aligned with the interests of our investors through a strong share correlation based on the use of a Performance Share Plan and relative measurement of the Hannover Re share's performance in comparison with our peers. Malus and clawback provisions make it possible to reduce or claw back variable remuneration components

in the event of serious compliance violations. The claims to remuneration of the members of the Executive Board are linked to healthy and effective risk management.

The major elements of the remuneration system are summarised in the following overview:

Structure of the remuneration system



Basic principles underlying the remuneration of the Executive Board

The strategy of the Hannover Re Group is geared to sustainable outperformance in the interests of the Group's stakeholders (in particular investors, clients and employees). In remunerating the Executive Board our focus is therefore on the principles of continuity, financial strength and profitability. With a rigorous underwriting policy, partnership-based customer relationships, a lean operating model and our highly efficient risk and capital management, we aim to preserve our outstanding position as one of the world's leading and most profitable reinsurance groups on an enduring basis and be the market leader in terms of profitability, earnings growth and cost efficiency. In our "Striving for sustainable outperformance", governance, risk management, compliance and corporate social responsibility constitute the foundations for our growth as a trusted global reinsurance partner.

Risk management and corporate social responsibility are defined more closely in specific strategies derived from the Group strategy. Further information is provided in our Group Annual Report 2024: with regard to the risk management system we would refer to the opportunity and risk report within the combined management report. For further information on sustainability matters please see the combined non-financial statement. We also report on the basic principles of our corporate governance in a similarly entitled section of the Group Annual Report on our website ([Results and reports](#)).

The remuneration of the Executive Board makes a substantial contribution to the advancement of our Group strategy and the long-term and sustainable development of the Hannover Re Group. The remuneration ensures a transparent, performance-related incentive, strongly focused on the company's long-term success, which in particular depends on financial and non-financial performance criteria derived from the Group strategy and on the performance of the Hannover Rück SE share, including in a relative comparison with our peers. An excessive risk appetite is thereby discouraged.

The members of the Executive Board are remunerated in light of the company's position and according to their performance and their scope of activity and responsibility. The requirements of the Stock Corporation Act (AktG), the provisions of Article 275 of Delegated Regulation (EU) 2015/35

with amendments by Delegated Regulation (EU) 2016/2283 and of the Insurance Supervision Act in conjunction with the Regulation on the Supervisory Law Requirements for Remuneration Schemes in the Insurance Sector (VersVergV) as well as the recommendations for the remuneration of the management board contained in Section G of the German Corporate Governance Code (DCGK) establish the regulatory framework.

In determining the remuneration for the Executive Board of Hannover Re, the Supervisory Board followed the guidelines set out below:

Guiding principles for the Executive Board remuneration of Hannover Re

Promoting the corporate strategy	<ul style="list-style-type: none"> Performance criteria derived from the corporate strategy
Long-termism and sustainability	<ul style="list-style-type: none"> Variable remuneration largely share-based with a multi-year orientation Sustainability targets (ESG) integrated into the measurement of variable remuneration
Pay-for-performance	<ul style="list-style-type: none"> Bulk of target direct remuneration comprised of variable remuneration components Adequate and ambitious defined performance criteria Variable remuneration can fluctuate between zero and a cap
Adequacy of remuneration	<ul style="list-style-type: none"> Remuneration of Executive Board members commensurate with the tasks and performance of the respective Board member and the position of the company Allowance for internal and external remuneration ratios Caps on the individual variable remuneration components and total remuneration
Linkage to shareholder interests	<ul style="list-style-type: none"> Harmonisation of the interests of the Executive Board with those of our shareholders Malus and clawback provisions apply to entire variable remuneration Relative performance measurement creates incentives for long-term outperformance of our competitors on the capital market
Allowance for market practice and regulatory compliance	<ul style="list-style-type: none"> Allowance for current market practice of relevant peers in the Board remuneration Ensuring conformity with legal and regulatory requirements
Transparency	<ul style="list-style-type: none"> Ex-post disclosure of target values and target attainment Ex-post disclosure of the individual premium / deduction per Board member

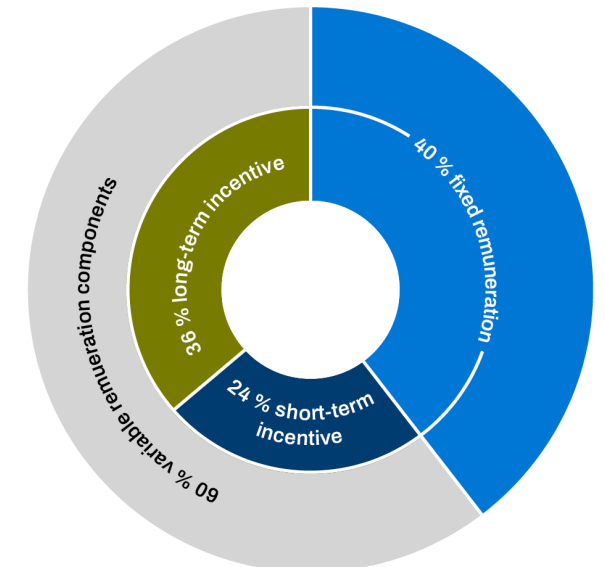
Remuneration structure

The idea of "pay for performance" and the long-term orientation are paramount concepts central to the remuneration system for the Executive Board of Hannover Re.

In order to reinforce the concept of pay-for-performance, the target direct remuneration (sum of fixed remuneration and target amounts of the variable remuneration components in the event of 100% target attainment) is comprised of 40% fixed remuneration and 60% variable remuneration components. The variable remuneration consists of a short-term incentive (STI) and a long-term incentive (LTI) with a performance period of four years.

The remuneration structure is geared to the sustainable and long-term development of the Hannover Re Group. The STI accounts for 40% of the variable remuneration components and thus contributes 24% to the target direct remuneration. The LTI, which accounts for a 60% share of the variable remuneration components, represents 36% of the target direct remuneration.

Structure of the target direct remuneration



Review of the adequacy of Executive Board remuneration

The remuneration of the members of the Executive Board is determined by the Supervisory Board on the basis of the remuneration system in accordance with the recommendations of the Standing Committee. When determining the remuneration of the members of the Executive Board, the Supervisory Board considers the responsibility and tasks of the individual members of the Executive Board, their individual performance, the economic situation and the success and future prospects of the company.

The customary nature of the remuneration in comparison to other similar companies (horizontal comparison) and in terms of the amount of remuneration as well as the remuneration structure within the company (vertical comparison) was reviewed by the Supervisory Board at its meeting on 8 November 2024. In accordance with the Stock Corporation Act (AktG) and the German Corporate Governance Code (DCGK), the review of the customary nature of the Executive Board's remuneration is to be conducted based on the criteria country, size and industry. Companies listed on the DAX and MDAX (with the exception of Talanx) as at 1 July 2024 were therefore used on a combined basis as a primary peer group for the horizontal comparison of remuneration. As a further indication, the target direct remuneration of the Executive Board was also subjected to a horizontal comparison with an individual benchmark group comprised of relevant peers. This benchmark group is also used in the multi-year variable remuneration to measure the relative total shareholder return. The vertical comparison is based on the remuneration of the Executive Board relative to the remuneration of the upper level of management and the total workforce of Hannover Re in Germany. Both the status quo and the development over time of the remuneration ratios were taken into consideration. The Supervisory Board availed itself of the option to engage an external remuneration consultant – independent of the Executive Board and the company – for the review of the adequacy of the Executive Board remuneration.

Determination of target remuneration

Every member of the Executive Board is given a contractual commitment to customary target remuneration. This is aligned with their scope of responsibility and with their expertise and experience that are relevant to the role.

The fixed and variable remuneration components are balanced. The fixed component has a sufficiently large share in the target total remuneration that the company is able to apply a flexible bonus policy, including the possibility of not paying any variable remuneration at all. This means that members of the Executive Board have no incentive to enter into excessively high risks in the interest of higher bonus payments.

As part of the regularly conducted review of the target remuneration of the members of the Executive Board, the Supervisory Board approved an increase in the target remuneration with effect from 1 January 2024. The following tables show the target remuneration for each member of the Executive Board for the 2024 financial year. The target remuneration encompasses the remuneration commitment for the financial year that is granted in the event of 100% target attainment.

Target remuneration in the event of 100% target attainment

in EUR thousand	Jean-Jacques Henchoz (Chief Executive Officer) since 1 April 2019			Sven Althoff (Board member with divisional responsibility / Coordinator of the Property & Casualty reinsurance business group) since 1 August 2014			Claude Chèvre (Board member with divisional responsibility) since 1 November 2011			Clemens Jungsthöfel ¹ (Chief Financial Officer) since 1 September 2020			Dr. Klaus Miller (Board member with divisional responsibility) since 1 September 2010		
	2023	2024		2023	2024		2023	2024		2023	2024		2023	2024	
Basic remuneration	840.0	920.0	39%	520.0	568.0	39%	520.0	568.0	40%	480.0	568.0	39%	520.0	568.0	40%
Fringe benefits/non-cash benefits ²	12.0	21.6	1%	16.5	16.5	1%	15.9	3.1	—%	8.9	9.0	1%	0.8	1.1	—%
Other ³															
Fixed remuneration components	852.0	941.6		536.5	584.5		535.9	571.1		488.9	577.0		520.8	569.1	
One-year variable remuneration (STI)	504.0	552.0	24%	312.0	340.8	24%	312.0	340.8	24%	288.0	340.8	24%	312.0	340.8	24%
Multi-year variable remuneration (LTI) (performance share awards 2023 / 2024)	756.0	828.0	36%	468.0	511.2	36%	468.0	511.2	36%	432.0	511.2	36%	468.0	511.2	36%
Variable remuneration components	1,260.0	1,380.0		780.0	852.0		780.0	852.0		720.0	852.0		780.0	852.0	
Total target remuneration	2,112.0	2,321.6	100%	1,316.5	1,436.5	100%	1,315.9	1,423.1	100%	1,208.9	1,429.0	100%	1,300.8	1,421.1	100%
Service cost ⁴	118.2	142.9		54.4	116.8		76.4	91.7		60.4	92.4		71.1	126.6	

See footnotes at the end of the tables

Target remuneration in the event of 100% target attainment

in EUR thousand	Sharon Ooi (Board member with divisional responsibility) since 11 January 2023			Dr. Michael Pickel (Board member with divisional responsibility) since 1 January 2000			Silke Sehm (Board member with divisional responsibility) since 6 March 2019			Thorsten Steinmann (Board member with divisional responsibility) since 1 September 2024		
	2023	2024		2023	2024		2023	2024		2023	2024	
Basic remuneration	447.2	520.0	38%	520.0	568.0	39%	460.0	568.0	39%	189.3	18%	
Fringe benefits/non-cash benefits ²	80.3	24.4	2%	16.6	18.2	1%	11.8	11.5	1%	3.9	—%	
Other ³	360.0	60.0	4%							565.0	54%	
Fixed remuneration components	887.5	604.4		536.6	586.2		471.8	579.5		758.2		
One-year variable remuneration (STI)	268.3	312.0	22%	312.0	340.8	24%	276.0	340.8	24%	113.6	11%	
Multi-year variable remuneration (LTI) (performance share awards 2023 / 2024)	402.5	468.0	34%	468.0	511.2	36%	414.0	511.2	36%	170.4	17%	
Variable remuneration components	670.8	780.0		780.0	852.0		690.0	852.0		284.0		
Total target remuneration	1,558.3	1,384.4	100%	1,316.6	1,438.2	100%	1,161.8	1,431.5	100%	1,042.2	100%	
Service cost ⁴	—	156.7		141.8	151.0		35.8	152.1		—		

¹ Clemens Jungsthöfel was contractually granted target remuneration by the Supervisory Board with effect from September 2023 as follows: basic remuneration = EUR 520 thousand, STI = EUR 312 thousand, LTI = EUR 468 thousand.

² Costs of company car for business and personal use, insurance premiums and non-cash benefits are carried at the values calculated for tax purposes. Relocation costs, additional expenditures for maintaining a second household (to the extent incurred).

³ The Supervisory Board gave Sharon Ooi a contractual commitment to compensate the forfeiture of benefits from her previous employer in instalments. An amount of EUR 300 thousand was paid out in January 2023 and a further EUR 180 thousand was / will be paid out in instalments of EUR 60 thousand each in December 2023 to December 2025. The Supervisory Board gave Thorsten Steinmann a contractual commitment to compensate the forfeiture of benefits from his previous employer. An amount of EUR 565 thousand was paid out in September 2024.

⁴ For details of the service cost see the table [Pension commitments](#).

Pay ratios

In the year under review the target total remuneration of the Chief Executive Officer was 24 times (2023: 23 times) the target total remuneration of the average of all company employees (excluding the Executive Board). The target total remuneration of the average of all members of the Executive Board (excluding compensatory payment for forfeiture of benefits from a previous employer) was 16 times (2023: 15 times) the target total remuneration of the average of all employees (excluding the Executive Board). The target total remuneration of the average of all employees refers to the workforce of Hannover Re in Germany; it encompasses the personal expense (excluding expense for Executive Board remuneration) for wages and salaries and the variable salaries upon 100% target attainment on a full-time equivalent basis.

Adherence to maximum remuneration

The Supervisory Board has determined an upper limit for each member of the Executive Board based on the amount for the total of fixed remuneration, fringe benefits, STI and LTI as well as pension service cost ("maximum remuneration") in accordance with § 87a Para. 1 Sentence 2 No. 1 Stock Corporation Act (AktG). The maximum remuneration limits all payments that result from the commitment for a financial year, irrespective of the date of receipt. The maximum remuneration is EUR 5,000,000 for the Chief Executive Officer and EUR 3,000,000 for all other members of the Executive Board.

It is only possible to report definitively on adherence to the maximum remuneration for the 2024 financial year after the LTI tranche awarded for 2024 has been paid out, which will occur in 2029. Should the payment made from the LTI lead to the maximum remuneration being exceeded, the amount paid out will be reduced accordingly so as to ensure adherence to the maximum remuneration.

Adjustment of the Executive Board remuneration system from the 2025 financial year onwards

In accordance with § 120a Para. 1 Sentence 1 Stock Corporation Act (AktG), the General Meeting of a listed company adopts a resolution to approve the system of remuneration for the members of the Executive Board presented by the Supervisory Board at least every four years and whenever a material change is made. Since the General Meeting most recently adopted such a resolution on 5 May 2021, adoption of a new resolution is necessary in the 2025 General Meeting. Against this backdrop, the Supervisory Board examined the existing remuneration system in light of Hannover Re's strategic objectives with an eye to customary market practice and competitiveness. Supported by the recommendation made by the Standing Committee at its meeting on 8 November 2024, the Supervisory Board approved a slightly modified remuneration system that is applicable with effect from 1 January 2025. The existing remuneration system has proven its worth and will therefore be extensively retained, which is why fundamental adjustments were not necessary. A new feature is the inclusion of explicit arrangements governing the so-called severance cap in the employment contracts of Executive Board members, under which any severance payments may not exceed the value of at most two years of remuneration and the remuneration for the remaining contract term. The corresponding recommendation contained in G 13 of the German Corporate Governance Code is thus also reflected now in the contracts of employment. Furthermore, it was decided to increase the maximum remuneration pursuant to § 87a Stock Corporation Act (AktG) such that this also reflects the increase in the target remuneration of the Executive Board members implemented on 1 January 2024. From the 2025 financial year onwards the maximum remuneration for the Chief Executive Officer amounts to EUR 6,000,000 and for all other members of the Executive Board EUR 4,000,000.

Application of the remuneration system in the 2024 financial year

The following table provides an overview of the components of Hannover Re's remuneration system in the 2024 financial year and the associated targets:

Remuneration components and their target

Remuneration component / Remuneration condition	Measurement basis / parameter	Goals	
Fixed remuneration components	Fixed remuneration	The fixed remuneration is paid in cash in twelve equal monthly instalments.	<ul style="list-style-type: none"> Attracting and retaining the most suitable Board members Remunerating the scope of responsibility, expertise and experience of the individual Board members
	Fringe benefits	Vehicle for business and personal use, accident, luggage and D&O insurance in an appropriate amount	<ul style="list-style-type: none"> Granting customary fringe benefits and pension schemes to attract and retain the most suitable Board members
	Pension scheme	Defined contribution commitment: annual funding contribution amounting to 25% of the defined measurement basis Dr. Pickel: continuation of a defined benefit commitment (legacy commitment): commitment to a pension calculated as a percentage of the pensionable fixed annual remuneration	
Variable remuneration components	Short-Term Incentive (STI)	Target bonus model Performance criteria <ul style="list-style-type: none"> Hannover Re Group RoE of the 2024 financial year Individual performance criteria of the 2024 financial year (financial and non-financial, including ESG targets) Cap: 200% of the STI target amount	<ul style="list-style-type: none"> Incentivising attainment or outperformance of the annual corporate and business group targets and remuneration of the individual contribution to the result and to sustainability
	Long-Term-Incentive (LTI)	Performance Share Plan ("Hannover Rück Performance Shares") Four-year performance period LTI allocation value is dependent on the determined target attainment for: <ul style="list-style-type: none"> Hannover Re Group RoE of the 2024 financial year Individual performance criteria of the 2024 financial year Performance criteria: <ul style="list-style-type: none"> Performance of the Hannover Re share (plus dividends) Relative Total Shareholder Return (TSR) compared to relevant peers: Munich Re, Swiss Re, Everest Re, Reinsurance Group of America, SCOR Cap: 400% of the LTI target amount (max. 200% LTI allocation value + max. 200% measured by the relative TSR)	<ul style="list-style-type: none"> Recognising the performance in the 2024 financial year Incentivising the creation of long-term shareholder value Motivating outperformance of peers
	Subsequent adjustment	of the target values / benchmark parameters for annual and multi-year bonus is excluded.	
Further provisions	Maximum remuneration	Chief Executive Officer: EUR 5,000,000 Other Board members: EUR 3,000,000	<ul style="list-style-type: none"> Limiting the total remuneration promised for a financial year Fulfilment of regulatory standards of the Stock Corporation Act (AktG)
	Malus and clawback	Option of the Supervisory Board to partially or fully withhold ("malus") or claim back ("clawback") the variable remuneration in the event of gross misconduct or an incorrect consolidated financial statement In addition, reduction or elimination of the variable remuneration is possible if required by the regulator	<ul style="list-style-type: none"> Strengthening the position of the Supervisory Board in the event of severe compliance violations

Fixed remuneration components

Fixed remuneration

The fixed remuneration is paid out in cash in twelve equal monthly instalments. It is aligned in particular with the scope of tasks and professional experience of the respective member of the Executive Board.

Fringe benefits

The members of the Executive Board additionally receive certain non-performance-based fringe benefits in the customary scope; these are reviewed at regular intervals. A vehicle is made available for company and personal use for the duration of the Board appointment. The member of the Executive Board is responsible for paying tax on the pecuniary advantage associated with personal use of the company car. In addition, the company grants the members of its Executive Board an appropriate amount of insurance protection under group policies (accident, luggage and D&O insurance).

If a new member of the Executive Board forfeits a bonus from their previous employer, sign-on or recruitment bonuses are paid in exceptional cases. Compensation for forfeited variable remuneration components from the previous employer is normally granted in multiple instalments and linked to payment conditions.

Retirement provision

With the exception of Dr. Pickel, whose annual pension is based on a final salary commitment, the members of the Executive Board have defined contribution commitments. Further information in this regard is provided in the subsection "Benefits on leaving the company".

Variable remuneration components

The variable remuneration components consist of a short-term incentive (STI), which is assessed on the basis of the respective financial year, and a long-term incentive (LTI) with a performance period of four years.

The performance criteria for measuring and evaluating target attainment are derived from Hannover Re's corporate strategy. To this end, the variable remuneration components are structured in such a way as to promote the long-term development of the Hannover Re Group. The following overview shows the close linkage between the performance criteria and other aspects of the variable remuneration and the corporate strategy and explains how the variable remuneration promotes Hannover Re's sustainable development.

The company does not, as a matter of principle, grant the members of the Executive Board any guaranteed variable remuneration.

Variable remuneration components

Remuneration component	Performance criterion / aspects	Strategy relevance / Promotion of long-term development
Short-Term Incentive (STI)	Group RoE	<ul style="list-style-type: none"> RoE: one of Hannover Re's strategic KPIs Target value consistent with the target set for attainment of sustainable value creation
	Individual premium / deduction	<ul style="list-style-type: none"> Allowance for the individual contribution made by Executive Board members and the results of the areas under their responsibility Allowance for sustainability risks and targets in Executive Board remuneration
Long-Term Incentive (LTI)	Allocation value depending on STI target attainment	<ul style="list-style-type: none"> Higher incentivising for target attainment in the STI Strengthening of the pay-for-performance concept
	Share performance	<ul style="list-style-type: none"> Linkage of share performance and Executive Board remuneration Harmonisation of the interests of the Executive Board and those of shareholders
	Four-year performance period	<ul style="list-style-type: none"> Orientation towards long-term success and assuring the long-term development of Hannover Re
	Relative TSR	<ul style="list-style-type: none"> Incentivising long-term outperformance of relevant peers on the capital market (2024: Munich Re, Swiss Re, Everest Re, Reinsurance Group of America, SCOR)

Short-Term Incentive (STI)

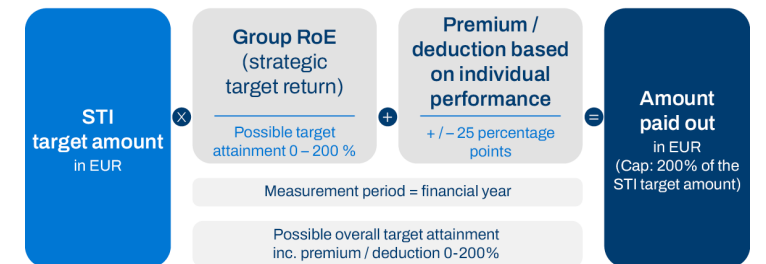
Fundamentals

The STI is geared to Hannover Re's commercial success in the relevant financial year. In addition to the financial performance criterion of the return on equity (RoE) generated by the Hannover Re Group pursuant to the consolidated financial statement of Hannover Rück SE ("Group RoE"), an individual premium or deduction is considered in the determination of the amount paid out. This comprises both financial and non-financial performance criteria, in particular sustainability targets and risks, and makes allowance for the respective divisional responsibilities of the individual members of the Executive Board in addition to the overall responsibility of the Executive Board. In this way, the STI addresses the goal of a high and stable return on equity for the Hannover Re Group, promotes action on Board- or division-specific focus topics and integrates the interests of our investors, clients, employees and other key stakeholders.

The basis for payment of the STI consists of the contractually defined STI target amount, which is based on overall target attainment of 100%.

The overall target attainment (including the individual premium or deduction) can reach values between 0% and 200% of the STI target amount. The amount that can be paid out under the STI is thus limited to 200% of the target amount.

Calculation of the Short-Term Incentive (STI)



Financial performance criterion

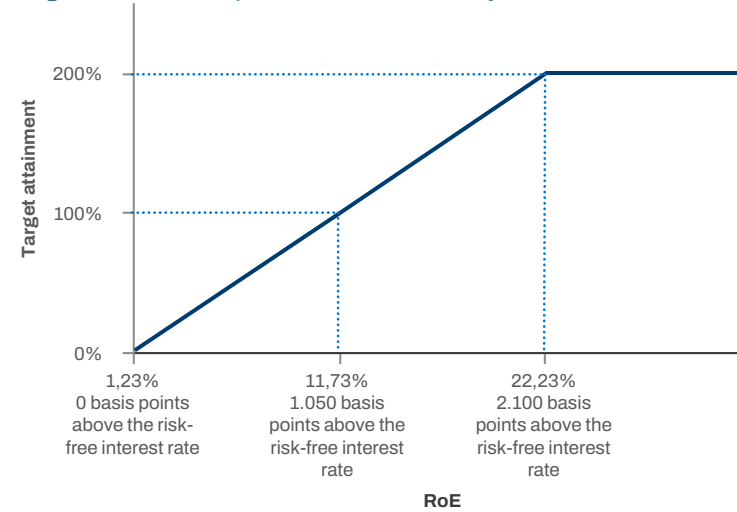
The determinative financial performance criterion for the STI is – with a weighting of 100% – the Group RoE for the financial year in comparison with a strategic target return, which is established on the basis of the risk-free interest rate on a 5-year average plus an ambitious spread. The risk-free interest rate is the average market rate over the past five years for ten-year German government bonds, with the average being calculated on the basis of the respective interest rate at year-end. The Group RoE is one of the key performance indicators in Hannover Re's management system and as such is also implemented in the remuneration of the Executive Board. Hannover Re pursues the goal of generating a high return on equity. The Group's focus here is on sustainable value enhancement. The use of the Group RoE as a determinative performance criterion for the STI creates incentives for accomplishment of this goal.

The target value for the Group RoE as well as the target corridor with upper and lower thresholds are in each case defined in advance by the Supervisory Board for the coming financial year. In this context, the target value is aligned with the strategic target return of the Hannover Re Group at the time when it was determined.

For the 2024 financial year the Supervisory Board defined a target value (100% target attainment) of 1,050 basis points above the risk-free interest rate for the Group RoE. This is consistent with the company's strategic target of generating sustainable value creation through a return on equity of at least 1,050 basis points above the risk-free interest rate. The lower threshold was defined as the risk-free interest rate without a spread, while the upper threshold was set at 2,100 basis points above the risk-free interest rate.

The risk-free interest rate on ten-year German government bonds over a 5-year average amounted to 1.23% as at the end of 2024. For the 2024 financial year the target Group RoE therefore stands at 1,173 basis points. In the 2024 financial year a Group RoE of 21.25% (2,125 basis points) was generated. This corresponds to a target attainment of the performance criterion Group RoE of 190.67% (in reference to 1,050 basis points above risk-free = 100%).

Target attainment Group RoE in the 2024 financial year



Group RoE

Group RoE	21.25%
Risk-free rate	1.23%
Target RoE	11.73%
Target attainment	190.67%

At its meeting on 8 November 2024, the Supervisory Board decided to leave the target value for the Group RoE (strategic target return) unchanged for the 2025 financial year and set it at 1,050 basis points above the risk-free interest rate.

Individual premium or deduction

By applying an individual premium or deduction to target attainment of the performance criterion Group RoE, the Supervisory Board can consider – in addition to the financial success of the Hannover Re Group – the individual contribution made by the member of the Executive Board and, as appropriate, the division under their responsibility to the result as well as the attainment of sustainability targets in the context of the STI. The amount of the premium or deduction, which can range from -25 percentage points to +25 percentage points, is determined by the Supervisory Board at its reasonable discretion. The criteria and indicators for determination of the individual premium or deduction are in each case defined in advance by the Supervisory Board for the coming financial year and communicated to the members of the Executive Board.

For the 2024 financial year the Supervisory Board determined for the individual members of the Executive Board the following criteria and indicators as well as – on this basis – the following individual premiums and deductions subsequent to the financial year. The information in the column “Contribution to the sustainability strategy” also refers to the requirements from ESRS 2 GOV-3, paragraph 29 (b) as well as ESRS 2 E1 GOV-3 subsection 13 of the ESRS:

Individual targets and target attainment on the members of the Executive Board

Member of the Executive Board	Individual contribution to the result			Sustainability		Individual premium / deduction
	Performance	Dividend continuity / distribution	Strategic target	Leadership / Engagement	Contribution to the sustainability strategy	
Jean-Jacques Henchoz	Covered by performance criterion Group RoE	Dividend continuity of Hannover Rück SE	Lead the successful implementation of the Group strategy cycle 2024-2026; focus in 2024 on operational efficiency and automation as well as talent development; secure efficient capital management (attractive and increasing dividend and maintenance of adequate level of capitalisation)	Engagement score ⁴ (annual employee survey) above peer level (Financial Services benchmark)	Further development and implementation of the sustainability strategy to position Hannover Re as a sustainable Group in the dimensions of underwriting, investments and reduction of emissions.	+5% points
Sven Althoff	Covered by performance criterion Group RoE	Dividend continuity of Hannover Rück SE	Successful realisation of the Group strategy cycle 2024-2026 with a focus on P&C ¹ strategy (efficient operating model P&C, portfolio management); capital management (attractive and increasing dividend and maintenance of adequate level of capitalisation)	Engagement score ⁴ (annual employee survey) above peer level (Financial Services benchmark)	Further development and implementation of the sustainability strategy to position Hannover Re as a sustainable Group in the dimensions of underwriting, investments and reduction of emissions.	0% points
Claude Chèvre	Covered by performance criterion Group RoE	Dividend continuity of Hannover Rück SE	Successful realisation of the Group strategy 2024-2026 with a focus on L&H ² strategy (Inforce Management, Financial Solutions business, Longevity covers, APAC ³ L&H); secure efficient capital management (attractive and increasing dividend and maintenance of adequate level of capitalisation)	Engagement score ⁴ (annual employee survey) above peer level (Financial Services benchmark)	Further development and implementation of the sustainability strategy to position Hannover Re as a sustainable Group in the dimensions of underwriting, investments and reduction of emissions.	0% points
Clemens Jungsthöfel	Covered by performance criterion Group RoE	Dividend continuity of Hannover Rück SE	Successful realisation of the Group strategy cycle 2024-2026 with a focus on financial management, management of Group performance, capital investments; secure efficient capital management (attractive and increasing dividend and maintenance of adequate level of capitalisation)	Engagement score ⁴ (annual employee survey) above peer level (Financial Services benchmark)	Further development and implementation of the sustainability strategy to position Hannover Re as a sustainable Group in the dimensions of underwriting, investments and reduction of emissions.	+5% points
Dr. Klaus Miller	Covered by performance criterion Group RoE	Dividend continuity of Hannover Rück SE	Successful realisation of the Group strategy cycle 2024-2026 with a focus on L&H ² strategy (Financial Solutions business, Inforce Management); secure efficient capital management (attractive and increasing dividend and maintenance of adequate level of capitalisation)	Engagement score ⁴ (annual employee survey) above peer level (Financial Services benchmark)	Further development and implementation of the sustainability strategy to position Hannover Re as a sustainable Group in the dimensions of underwriting, investments and reduction of emissions.	0% points
Sharon Ooi	Covered by performance criterion Group RoE	Dividend continuity of Hannover Rück SE	Successful realisation of the Group strategy cycle 2024-2026 with a focus on P&C ¹ strategy (efficient operating model P&C, APAC ³ P&C); secure efficient capital management (attractive and increasing dividend and maintenance of adequate level of capitalisation)	Engagement score ⁴ (annual employee survey) above peer level (Financial Services benchmark)	Further development and implementation of the sustainability strategy to position Hannover Re as a sustainable Group in the dimensions of underwriting, investments and reduction of emissions.	0% points
Dr. Michael Pickel	Covered by performance criterion Group RoE	Dividend continuity of Hannover Rück SE	Successful realisation of the Group strategy cycle 2024-2026 with a focus on P&C ¹ strategy (efficient operating model P&C); secure efficient capital management (attractive and increasing dividend and maintenance of adequate level of capitalisation)	Engagement score ⁴ (annual employee survey) above peer level (Financial Services benchmark)	Further development and implementation of the sustainability strategy to position Hannover Re as a sustainable Group in the dimensions of underwriting, investments and reduction of emissions.	0% points
Silke Sehm	Covered by performance criterion Group RoE	Dividend continuity of Hannover Rück SE	Successful realisation of the Group strategy cycle 2024-2026 with a focus on strategy P&C ¹ (efficient operating model P&C, retrocessions, structured reinsurance solutions); secure efficient capital management (attractive and increasing dividend and maintenance of adequate level of capitalisation)	Engagement score ⁴ (annual employee survey) above peer level (Financial Services benchmark)	Further development and implementation of the sustainability strategy to position Hannover Re as a sustainable Group in the dimensions of underwriting, investments and reduction of emissions.	0% points
Thorsten Steinmann since 1 September 2024	Covered by performance criterion Group RoE	-	-	-	-	0% points

¹ P&C = Property & Casualty reinsurance

² L&H = Life & Health reinsurance

³ APAC = Asian Pacific region

⁴ Engagement Score = The result of the annual employee survey, which gathers important insights into the commitment of our employees and thus plays an important role in shaping the future of our company by acting as a catalyst for positive change.

The Executive Board remuneration responds to the growing importance of ESG management through the specification by the Supervisory Board of ESG criteria in the individual agreements on targets with the members of the Executive Board and the recognition of target attainment at its own discretion, exercising all due care and diligence, in the variable remuneration. These ESG criteria are derived from our strategic sustainability and climate-related measures and may also include ESG metrics.

Overall target attainment and amount paid out under the STI 2024

The following table shows the overall target attainment as well as the resulting amount paid out to each member of the Executive Board for the STI 2024:

Member of the Executive Board	Target amount in EUR thousand	Target attainment Group RoE	Individual premium / deduction	Overall target attainment	Amount paid out in EUR thousand
Jean-Jacques Henchoz	552.0	190.67%	+5% points	195.67%	1,080.1
Sven Althoff	340.8	190.67%	0% points	190.67%	649.8
Claude Chèvre	340.8	190.67%	0% points	190.67%	649.8
Clemens Jungsthöfel	340.8	190.67%	+5% points	195.67%	666.8
Dr. Klaus Miller	340.8	190.67%	0% points	190.67%	649.8
Sharon Ooi	312.0	190.67%	0% points	190.67%	594.9
Dr. Michael Pickel	340.8	190.67%	0% points	190.67%	649.8
Silke Sehm	340.8	190.67%	0% points	190.67%	649.8
Thorsten Steinmann	113.6	190.67%	0% points	190.67%	216.6
Total	3,022.4				5,807.4

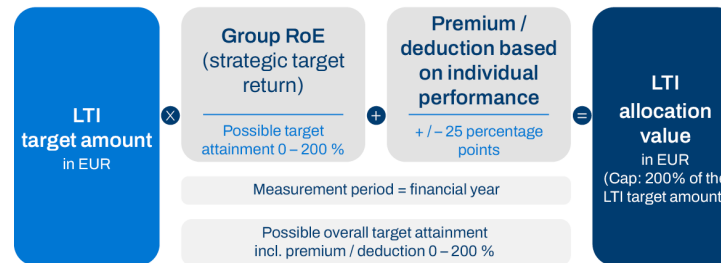
Long-Term Incentive (LTI)

Fundamentals

The LTI plays a key role in aligning the interests of the Executive Board with those of our shareholders. Through relative measurement of the Hannover Re share performance incentives are created for long-term outperformance of our competitors on the capital market.

The LTI is structured in the form of a performance share plan and thereby incentivises increases in the value of the Hannover Re share in the interests of our investors. The amount of the LTI allocation value is based on the contractually agreed LTI target amount (target attainment 100%) and depends on the target attainment for the financial performance criterion Group RoE determined in the context of the STI for the respective financial year as well as the individual premium or deduction defined by the Supervisory Board for the financial year (overall target attainment).

Calculation of the long term incentive (LTI) allocation value



The overall target attainment of the STI 2024 is the basis for allocation of the LTI tranche 2024 in the 2025 financial year (Hannover Re performance share awards 2024). The number of allocated Hannover Re performance shares is determined from the LTI allocation value as well as the average Hannover Re share price over a period extending from 15 trading days before to 15 trading days after the meeting of the Supervisory Board that approves the consolidated financial statement. The Hannover Re performance shares have a total term of four years ("performance period"). The LTI tranche 2024 will be paid out in the 2029 calendar year following the four-year performance period.

The following table shows the allocation values of the LTI tranche 2024.

Allocation of the LTI tranche 2024

Member of the Executive Board	Target amount in EUR thousand	Overall target attainment of the STI 2024	Allocation amount in EUR thousand
Jean-Jacques Henchoz	828.0	195.7%	1,620.1
Sven Althoff	511.2	190.7%	974.7
Claude Chèvre	511.2	190.7%	974.7
Clemens Jungsthöfel	511.2	195.7%	1,000.3
Dr. Klaus Miller	511.2	190.7%	974.7
Sharon Ooi	468.0	190.7%	892.3
Dr. Michael Pickel	511.2	190.7%	974.7
Silke Sehm	511.2	190.7%	974.7
Thorsten Steinmann	170.4	190.7%	324.9
Total	4,533.6		8,711.1

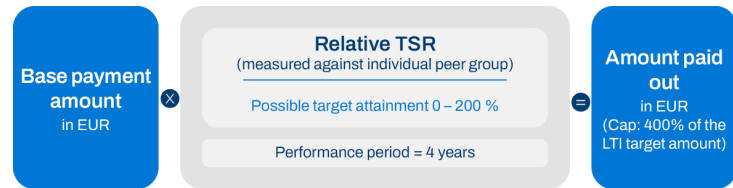
At the end of the four-year performance period the base payment amount is initially calculated on the basis of the Hannover Re share price performance. This base amount is determined from the allocated number of Hannover Re performance shares (LTI tranche 2024) and the average share price of Hannover Rück SE over a period extending from 15 trading days before to 15 trading days after the meeting of the Supervisory Board that approves the consolidated financial statement in the year when the four-year performance period ends (2029) plus the dividends paid out during the performance period. The performance thus fully reflects the total shareholder return.

Calculation of the LTI base payment amount (allowing for share performance)



The final amount to be paid out is determined from the base payment amount and the target attainment of the relative total shareholder return ("relative TSR") measured against the peer group (Munich Re, Swiss Re, Everest Re, Reinsurance Group of America, SCOR). The amount paid out for the LTI is limited to 200% of the LTI allocation value and can thus amount to altogether at most 400% of the LTI target amount (max. 200% LTI allocation value + max. 200% measured by the relative TSR) – provided that the sum total of all remuneration components does not exceed the maximum remuneration pursuant to § 87a Para. 1 Sentence 2 No. 1 Stock Corporation Act (AktG).

Calculation of the LTI amount paid out allowing for the performance peer group



Financial performance criterion

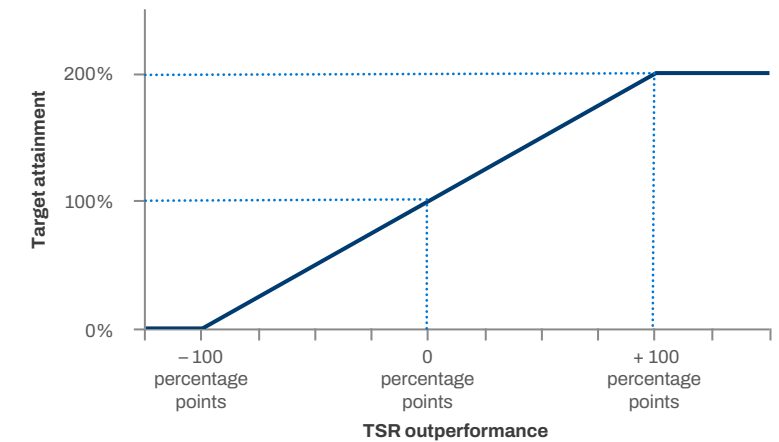
The determinative performance criterion for the final LTI amount to be paid out is the relative TSR. By means of the relative TSR, an external performance criterion geared to the capital market is integrated into the variable remuneration that facilitates relative performance measurement as well as alignment of the interests of the Executive Board and those of shareholders. The relative TSR maps the development of the Hannover Re share price during the four-year performance period including gross dividends in comparison with a peer group comprised of relevant competitors in the insurance industry. In this way, the LTI creates incentives for the strong performance of the Hannover Re share on the capital market on a long-term and sustainable basis.

The target attainment for the relative TSR is established by comparing the TSR of the Hannover Re share with the shares of companies in the peer group during the four-year performance period. For this purpose, the TSR of the Hannover Re share in the respective performance period is compared with the unweighted average TSR of the peer group. The Supervisory Board reviews the peer group before the start of each performance period of a new LTI tranche. For the LTI tranche 2024 it is composed of the following companies:

- Munich Re
- Swiss Re
- Everest Re
- RGA (Reinsurance Group of America)
- SCOR

If the TSR of the Hannover Re share corresponds to the unweighted average TSR of the peer group, the target attainment for the relative TSR amounts to 100%. Each percentage point by which the TSR of the Hannover Re share exceeds or falls short of the unweighted average TSR of the peer group results in a corresponding increase or reduction in the target attainment (linear scaling). If the TSR of the Hannover Re share exceeds the unweighted average TSR of the peer group by 100 percentage points or more, the target attainment for the relative TSR amounts to 200%. Any further increase in the relative TSR will not then lead to a further increase in the target attainment. If the TSR of the Hannover Re share is 100 percentage points or more below the unweighted average TSR of the peer group, the target attainment for the relative TSR amounts to 0%.

Target attainment curve relative TSR



The target attainment for the LTI tranche 2024 will be disclosed in the 2029 remuneration report after the end of the performance period.

Amounts paid out from multi-year variable remuneration components

In the 2024 financial year amounts were paid out from multi-year variable remuneration components of the old remuneration system, which was applicable until the end of the 2020 financial year. In this system the variable remuneration for a financial year consisted of a Group bonus and an individual bonus as well as – in the case of members of the Executive Board with responsibility for a certain division – a divisional bonus. 60% of the amount determined for each member of the Executive Board was paid out after the end of the respective financial year, while 20% was allocated as virtual shares (Hannover Re share awards) and a further 20% was contributed to a so-called bonus bank. The Hannover Re share awards allocated in the 2020 financial year on the basis of the target attainment for the variable remuneration of the 2019 financial year (Hannover Re share awards 2019) as well as the amount contributed to the bonus bank in the 2021 financial year on the basis of the target attainment for the variable remuneration of the 2020 financial year (bonus bank 2020) were paid out in 2024.

Hannover Re share awards 2019

Under the remuneration system valid until 2020, once the variable remuneration had been established for a financial year Hannover Re share awards were automatically allocated in the equivalent amount of 20% of the determined variable remuneration. The value per share upon allocation was established on the basis of the unweighted arithmetic mean of the Xetra closing prices over a period of five trading days before to five trading days after the meeting of the Supervisory Board that approved the consolidated financial statement. After a vesting period of four years the value of the Hannover Re share awards calculated at the payment date was paid out. In this context, the value of the share is again established on the basis of the unweighted arithmetic mean of the Xetra closing prices over a period of five trading days before to five trading days after the meeting of the Supervisory

Board that approves the consolidated financial statement. In addition, the sum total of all dividends per share distributed during the vesting period is paid out.

In the 2024 financial year the vesting period for the Hannover Re share awards allocated in the 2020 financial year on the basis of the 2019 variable remuneration ended and the calculated value was paid out.

The following table provides an overview of the amounts paid out from the Hannover Re share awards 2019:

HR Share Awards (HR SA) paid out for 2019

Member of the Executive Board	Allocation value 20% of the 2019 variable remuneration in EUR thousand	Average share price on allocation in EUR	Number of allocated HR SA	Average share price at the end of the vesting period in EUR	Total distributed dividends per share in EUR	Amount paid out 2023 in EUR thousand
Jean-Jacques Henchoz	207.0	139.04	1,489	245.19	21.75	397.5
Sven Althoff	122.6	139.04	882	245.19	21.75	235.4
Claude Chèvre	123.8	139.04	891	245.19	21.75	237.8
Dr. Klaus Miller	138.0	139.04	993	245.19	21.75	265.1
Dr. Michael Pickel	150.8	139.04	1,085	245.19	21.75	289.6
Silke Sehm ¹ since 6 March 2019	90.0	139.04	648	245.19	21.75	173.0

¹ In addition to the EUR 173.0 thousand shown in the table, Silke Sehm was paid EUR 28.1 thousand for HR SA, which were allocated to her for her work as a senior executive prior to her appointment to the Executive Board.

Bonus bank 2020

In addition, the amount contributed to the bonus bank in the 2021 financial year on the basis of the 2020 variable remuneration was paid out in the 2024 financial year.

The positive amount contributed to the bonus bank three years prior to the payment date becomes payable, insofar as it does not exceed the balance of the bonus bank after allowance for credits/debits up to and including those for the last completed financial year. Pending payments not covered by a positive balance in the bonus bank are forfeited.

The following tables provide an overview of the amounts paid out from the bonus bank in 2020:

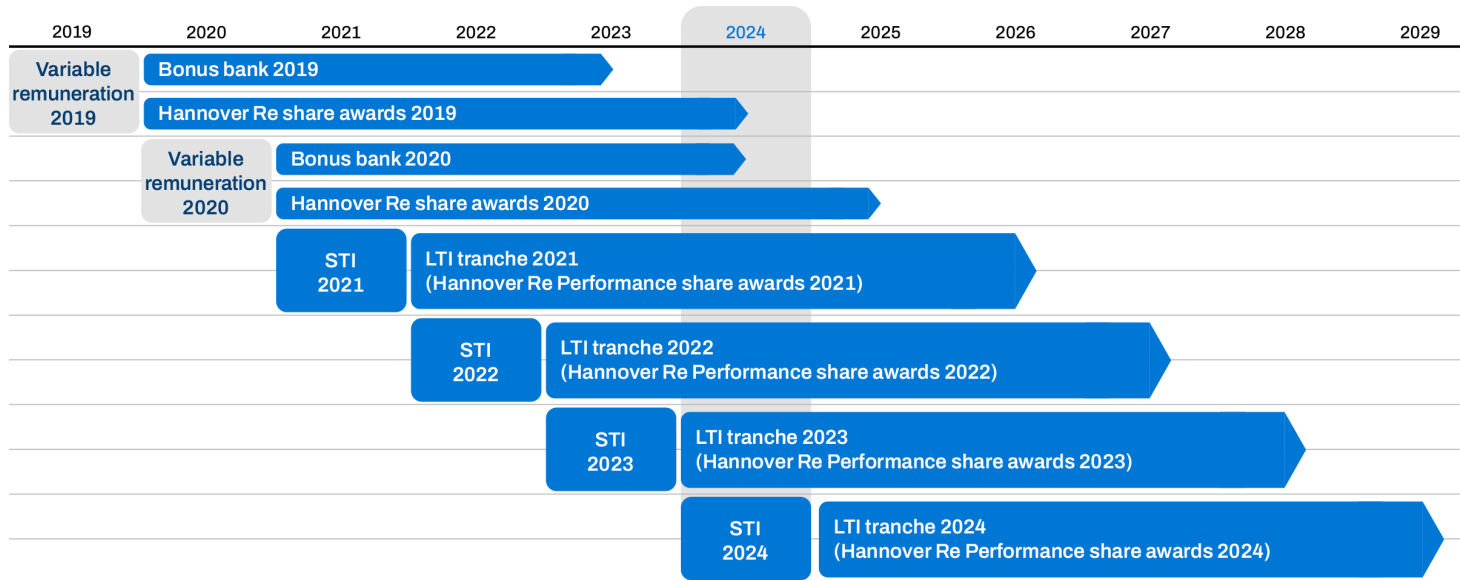
Amounts paid out from the bonus bank in 2020

Member of the Executive Board	Amount contributed (20% of the 2020 variable remuneration) in EUR thousand	Amount paid out 2024 in EUR thousand
Jean-Jacques Henchoz	268.6	268.6
Sven Althoff	136.6	136.6
Claude Chèvre	162.6	162.6
Clemens Jungsthöfel	39.4	39.4
Dr. Klaus Miller	156.4	156.4
Dr. Michael Pickel	144.8	144.8
Silke Sehm	107.8	107.8

Overview of multi-year variable remuneration components

The following chart provides an overview of the multi-year variable remuneration components:

Multi-year variable remuneration components



The following tables provide an overview of the holdings due to be paid out in the coming years from multi-year variable remuneration:

Hannover Re Share Awards (HR SA) of active members of the Executive Board as at 31.12.2024 (remuneration system until 2020)

Member of the Executive Board	Number of HR SA allocated for FY 2020	Average share price on allocation EUR 150.42
Jean-Jacques Henchoz since 1 April 2019	1,786	
Sven Althoff since 1 August 2014	909	
Claude Chèvre since 1 November 2011	1,081	
Clemens Jungsthöfel since 1 September 2020	262	
Dr. Klaus Miller since 1 September 2010	1,040	
Dr. Michael Pickel since 1 January 2000	963	
Silke Sehm since 6 March 2019	717	

Hannover Re Performance Share Awards (HR PSA) of members of the Executive Board as at 31.12.2024 (remuneration system from 2021 onwards)

Member of the Executive Board	Number of HR PSA allocated for FY 2021	Number of HR PSA allocated for FY 2022	Number of HR PSA allocated for FY 2023	Total
	Average share price on allocation EUR 156.31	Average share price on allocation EUR 176.66	Average share price on allocation EUR 242.71	
Jean-Jacques Henchoz	6,554	6,441	5,850	18,845
Sven Althoff	4,057	3,987	3,525	11,569
Claude Chèvre	3,758	4,120	3,525	11,403
Clemens Jungsthöfel	3,121	3,626	3,343	10,090
Dr. Klaus Miller	3,608	4,186	3,525	11,319
Sharon Ooi	—	—	3,032	3,032
Dr. Michael Pickel	3,758	3,987	3,525	11,270
Silke Sehm	3,121	3,407	3,204	9,732

Malus and clawback, risk adjustment

If a member of the Executive Board intentionally violates one of their fundamental due diligence obligations pursuant to § 93 Stock Corporation Act (AktG), a cardinal obligation under their service contract or other fundamental company principles governing conduct, e.g. from the Code of Conduct or the compliance guidelines, the Supervisory Board may, at its discretion, withhold in part or in full variable remuneration that has not yet been paid out ("malus") or reclaim in part or in full the gross amount of the variable remuneration already paid out ("clawback"). A clawback of remuneration is excluded if the significant breach occurred more than five years ago.

In making its discretionary decision, the Supervisory Board considers the severity of the violation, the degree of fault on the part of the member of the Executive Board as well as the material and immaterial damage incurred by the company.

Furthermore, a member of the Executive Board shall pay back variable remuneration already paid out to them in the event that, and insofar as, it emerges after payment has been made that the audited and adopted consolidated financial statement used as a basis for the calculation of the amount paid out was incorrect and must therefore be corrected according to pertinent financial reporting standards and a lower amount – or no amount at all – would have been owed from the variable remuneration on the basis of the corrected and audited consolidated financial statement and the relevant remuneration system.

In addition, a restriction or complete omission of payment of the variable remuneration components is permissible in the event of a final or immediately enforceable ruling of the Federal Financial Supervisory Authority (BaFin) in which the payment is prohibited or restricted (such as: if the equity capital is lower or at risk of becoming lower than the solvency capital requirement), and also if this is required in accordance with Art. 275 Para. 2 letter e of the Delegated Regulation (EU) 2015/35 of 10 October 2014.

No clawback or reduction occurred in the 2024 financial year, nor was there any restriction or omission of payment of variable remuneration components.

Benefits on leaving the company

Retirement provision

The members of the Executive Board, with the exception of Dr. Pickel, have been granted defined contribution pension commitments through retirement, surviving dependants' and disability benefits. At the request of the member of the Executive Board the retirement benefit is paid as a one-time lump sum. The pension benefits are provided through HDI Unterstützungskasse e.V. The latter takes out corresponding insurance covers to fund the benefits. The amount of the pension benefits corresponds to the payments under the insurance covers on the basis of the funding contributions rendered annually by the company in an amount of 25% of the pensionable income (annual fixed remuneration). Regular annuities are increased annually by at least 1% of their last (gross) amount.

Dr. Pickel was granted a pension commitment through a lifelong pension and a surviving dependants' benefit. The amount of the pension benefits is calculated according to a length-of-service-based percentage ranging from 25% to at most 50% of the pensionable income (last monthly salary received). In conjunction with the remuneration structure valid from 2011 onwards a non-pensionable fixed remuneration component was implemented. Of the fixed remuneration amounting to altogether EUR 568 thousand, EUR 320 thousand carries a pension entitlement. If the pension is drawn before reaching the age of 65, 50% of other income received is counted towards the pension. Regular pensions are adjusted annually according to changes in the consumer price index for Germany.

The pension entitlements pursuant to IAS 19 for the current members of the Executive Board are set out in the following table.

Pension commitments

in TEUR	IAS 19					
	Attainable annual pension (age 65)		Service Cost		Present value of pension commitment	
	2023	2024	2023	2024	2023	2024
Jean-Jacques Henchoz	59.4	36.2	118.2	142.9	618.0	784.9
Sven Althoff ¹	118.6	122.4	54.4	116.8	1,794.5	1,776.4
Claude Chèvre	107.5	110.7	76.4	91.7	1,239.2	1,296.2
Clemens Jungsthöfel	52.2	61.2	60.4	92.4	323.6	397.1
Dr. Klaus Miller	62.1	62.8	71.1	126.6	1,156.3	1,273.9
Sharon Ooi ²	36.7	41.4	—	156.7	—	136.9
Dr. Michael Pickel	160.0	160.0	141.8	151.0	3,407.0	3,652.4
Silke Sehm ¹	71.0	78.5	35.8	152.1	1,087.9	1,159.0
Thorsten Steinmann ³	—	—	—	—	—	—
Total	667.5	673.2	558.1	1,030.2	9,626.5	10,476.8

¹ Sven Althoff and Silke Sehm were first granted a pension commitment prior to 2001 on the basis of their service to the company before their appointment to the Executive Board; the earned portion of the defined benefit obligation is therefore established as a proportion (in the ratio [currently attained service years since entry]/[attainable service years from entry to exit age]) of the final benefit. The values shown include the entitlements prior to appointment to the Executive Board, which in accordance with a resolution of the company's Supervisory Board shall remain unaffected by the pension commitment as a member of the Executive Board. The personnel expense for 2024 includes a past service cost due to a premium increase of EUR 59.6 thousand for Sven Althoff and EUR 114.6 thousand for Silke Sehm.

² The matching pension insurance for Sharon Ooi was not taken out in the 2023 financial year due to increased verification effort owing to a foreign element, but it was set up subsequently.

³ Thorsten Steinmann was appointed to the Executive Board effective 1 September 2024. A funding contribution of EUR 142 thousand annually is due for the first time in 2025 at the reference date of 1 July.

Variable remuneration in case of early termination of the employment relationship

Short-Term Incentive (STI)

If the employment relationship of a member of the Executive Board ends during a financial year for a compelling reason that is not the responsibility of the member of the Executive Board in accordance with § 626 Para. 1 Civil Code (BGB), the participant in the plan has an entitlement to a pro rata temporis STI for this financial year. If the employment relationship is terminated by the company without notice prior to the end of the financial year for a compelling reason that is the responsibility of the member of the Executive Board in accordance with § 626 Para. 1 Civil Code (BGB), the entitlement to STI for this financial year shall be cancelled without replacement or compensation.

Long-Term Incentive (LTI)

If the employment relationship or the term of office on the Executive Board ends prior to the end of the performance period for a reason other than those specified below before the end of a financial year, the participant in the plan has an entitlement to a pro rata temporis LTI for this financial year. In this event, the determination and payment of the variable remuneration components is normally made in accordance with the provisions of the plan

conditions for the LTI. Early payment prior to the end of the respective performance period of the LTI is not envisaged in such instances.

If the employment relationship or the term of office on the Executive Board ends during the financial year due to resignation from office or notice given by the member of the Executive Board (exception: resignation from office or notice given by the member of the Executive Board for a compelling reason), the refusal by the member of the Executive Board to accept an offer of extension on at least equal contractual conditions (exception: the member of the Executive Board has reached the age of 60 and served as a member of the Executive Board for two terms of office), extraordinary termination without notice of the service contract of the member of the Executive Board by the company for a compelling reason or revocation of the appointment of the member of the Executive Board for a compelling reason as defined by § 84 Para. 4 Stock Corporation Act (AktG) (exception: vote of no confidence passed by the General Meeting), all conditionally allocated Hannover Re performance shares shall be cancelled without replacement or compensation.

Severance pay / Change of control

The service contracts of the Executive Board have not to date included any arrangements regarding claims to severance pay. With effect from 1 January 2025 the service contracts contain arrangements regarding the so-called severance cap, under which any severance payments may not exceed the value of at most two years of remuneration and the remuneration for the remaining contract term.

Commitments to benefits in connection with the early termination of employment on the Executive Board as a consequence of a change of control are not envisaged in the service contracts of the members of the Executive Board.

Remuneration granted and owing in the 2024 financial year

Current members of the Executive Board

The following tables set out the remuneration granted and owing to the individual members of the Executive Board pursuant to § 162 Para. 1 Sentence 2 No. 1 Stock Corporation Act (AktG). Remuneration granted refers to remuneration for which the activity was performed in full in the year under review. Remuneration owing encompasses remuneration that is due but has not yet actually been received. In this context, the disclosure for the 2024 financial year covers:

- the fixed remuneration paid out in the 2024 financial year,
- the fringe benefits accruing in the 2024 financial year,
- the STI determined for the 2024 financial year with payment in 2025,
- the amount contributed to the bonus bank for the 2020 financial year, which was paid out in the 2024 financial year, and
- the share awards allocated for the 2019 financial year, which were paid out in the 2024 financial year.

In addition, the service cost for the pension commitments for the 2024 financial year is disclosed in the tables as part of the Executive Board remuneration.

The tables also show the relative shares of the individual remuneration components in the total remuneration granted and owing.

Remuneration granted and owing in the 2024 financial year

in EUR thousand	Jean-Jacques Henchoz (Chief Executive Officer) since 1 April 2019			Sven Althoff (Board member with divisional responsibility / Coordinator of the Property & Casualty reinsurance business group) since 1 August 2014			Claude Chèvre (Board member with divisional responsibility) since 1 November 2011			Clemens Jungsthöfel (Chief Financial Officer) since 1 September 2020			Dr. Klaus Miller (Board member with divisional responsibility) since 1 September 2010		
	2023	2024		2023	2024		2023	2024		2023	2024		2023	2024	
Basic remuneration	840.0	920.0		520.0	568.0		520.0	568.0		480.0	568.0		520.0	568.0	
Fringe benefits/non-cash benefits ¹	12.0	21.6		16.5	16.5		15.9	3.1		8.9	9.0		0.8	1.1	
Fixed remuneration components	852.0	941.6	35%	536.5	584.5	36%	535.9	571.1	35%	488.9	577.0	45%	520.8	569.1	35%
One-year variable remuneration (STI) ³	946.5	1,080.1		570.3	649.8		570.3	649.8		540.9	666.8		570.3	649.8	
Multi-year variable remuneration	207.0	666.1		302.3	372.0		306.5	400.4		—	39.4		307.6	421.5	
Bonus bank 2020 (3 years) ⁴	207.0	268.6		122.6	136.6		123.8	162.6		—	39.4		138.0	156.4	
Share Awards 2019 (4 years) ⁵		397.5		179.7	235.4		182.7	237.8		—	—		169.6	265.1	
Variable remuneration components	1,153.5	1,746.2	65%	872.6	1,021.8	64%	876.8	1,050.2	65%	540.9	706.2	55%	877.9	1,071.3	65%
Total remuneration	2,005.5	2,687.8	100%	1,409.1	1,606.3	100%	1,412.7	1,621.3	100%	1,029.8	1,283.2	100%	1,398.7	1,640.4	100%
Service cost ⁶	118.2	142.9		54.4	116.8		76.4	91.7		60.4	92.4		71.1	126.6	

See footnotes at the end of the tables

Remuneration granted and owing in the 2024 financial year

in EUR thousand	Sharon Ooi (Board member with divisional responsibility) since 11 January 2023			Dr. Michael Pickel (Board member with divisional responsibility) since 1 January 2020			Silke Sehm (Board member with divisional responsibility) since 6 March 2019			Thorsten Steinmann (Board member with divisional responsibility) since 1 September 2024		
	2023	2024		2023	2024		2023	2024		2023	2024	
Basic remuneration	447.2	520.0		520.0	568.0		460.0	568.0		189.3		
Fringe benefits/non-cash benefits ¹	80.3	24.4		16.6	18.2		11.8	11.5		3.9		
Other ²	360.0	60.0		—	—		—	—		565.0		
Fixed remuneration components	887.5	604.4	50%	536.6	586.2	35%	471.8	579.5	38%	758.2	78%	
One-year variable remuneration (STI) ³	490.5	594.9		570.3	649.8		518.3	649.8		216.6		
Multi-year variable remuneration	—	—		398.0	434.4		232.4	308.9		—		
Bonus bank 2020 (3 years) ⁴	—	—		150.8	144.8		90.0	107.8		—		
Share Awards 2019 (4 years) ⁵	—	—		247.2	289.6		142.4	201.1		—		
Variable remuneration components	490.5	594.9	50%	968.3	1,084.2	65%	750.7	958.7	62%	216.6	22%	
Total remuneration	1,378.0	1,199.3	100%	1,504.9	1,670.4	100%	1,222.5	1,538.2	100%	974.8	100%	
Service cost ⁶	-	156.7		141.8	151.0		35.8	152.1		-		

¹ Costs of company car for business and personal use, insurance premiums and non-cash benefits are carried at the values calculated for tax purposes. Relocation costs, additional expenditures for maintaining a second household (to the extent incurred).

² The Supervisory Board gave Sharon Ooi a contractual commitment to compensate the forfeiture of benefits from her previous employer in instalments. An amount of EUR 300 thousand was paid out in January 2023 and a further EUR 180 thousand was / will be paid out in instalments of EUR 60 thousand each in December 2023 to December 2025. The Supervisory Board gave Thorsten Steinmann a contractual commitment to compensate the forfeiture of benefits from his previous employer. An amount of EUR 565 thousand was paid out.

³ Payments in the financial year for seats held on Group bodies are counted towards the one-year variable remuneration.

⁴ The disclosure in the 2023 financial year refers to amounts paid out from the bonus bank 2019.

⁵ The disclosure in the 2023 financial year refers to amounts paid out from the share awards 2018. The entitlement of Silke Sehm in 2023 refers to share awards allocated to her for her work as a senior executive before her appointment as a member of the Executive Board. The share of these share awards in the amount paid out in 2024 is EUR 28.1 thousand.

⁶ For details of the service cost see the table [Pension commitments](#).

Former members of the Executive Board

The remuneration granted and owing to former members of the Executive Board of Hannover Re in the 2024 financial year pursuant to § 162 Stock Corporation Act (AktG) is shown below. In accordance with § 162 Para. 5 Stock Corporation Act (AktG), individual disclosure is no longer provided for former members of the Executive Board who left the Executive Board in 2014 or earlier.

Former members of the Executive Board

Remuneration granted and owing in EUR thousand	Roland Vogel (until 30 September 2020)		Ulrich Wallin (until 5 May 2019)	
	2024		2024	
Fixed remuneration components ¹	—	—%	—	—%
Multi-year variable remuneration:				
Bonus bank 2020 (3 years)	164.4		—	
Share Awards 2019 (4 years)	327.0		174.0	
Variable remuneration	491.4	100%	174.0	36%
Pension payments	—	—%	314.0	64%
Total remuneration	491.4	100%	488.0	100%

¹ Roland Vogel received EUR 5.6 thousand remuneration for seats held on Group bodies, which was deducted from the payment of the multi-year variable remuneration in April 2024.

The total remuneration of former members of the Executive Board and their surviving dependants, for whom 16 (16) pension commitments existed, amounted to EUR 2.0 million (EUR 2.0 million) in the year under review. Altogether, a provision of EUR 26.7 million (EUR 26.4 million) has been set aside for pension commitments.

Remuneration of the Supervisory Board

The remuneration of the Supervisory Board is determined by the General Meeting of Hannover Rück SE and governed by the Articles of Association.

In accordance with § 14 of the Articles of Association as amended on 5 May 2021 and the resolution of the General Meeting on 5 May 2021, the members of the Supervisory Board receive fixed annual remuneration of EUR 75,000 in addition to reimbursement of their expenses. The Chairman of the Supervisory Board receives two-and-a-half times the aforementioned remuneration amount and the Deputy Chairman one-and-a-half times the amount.

The members of the Finance and Audit Committee formed by the Supervisory Board additionally receive remuneration of EUR 25,000 for their committee work and the members of the Standing Committee formed by the Supervisory Board receive remuneration of EUR 15,000. The Chair of each committee receives twice the stated amounts. No remuneration is envisaged for the Nomination Committee. Members who have only belonged to the Supervisory Board or one of its committees for part of the financial year receive the remuneration amounts pro rata temporis. In addition to the specified remuneration for participation in the meetings of the Supervisory Board and the Committees, each member of the Supervisory Board receives an attendance allowance of EUR 1,000 per meeting. If a meeting of the Supervisory Board and one or more committee meetings fall on the same day, the attendance allowance for this day is only paid once in total.

The individualised presentation of the remuneration shows the remuneration actually due in the respective year under review for the year under review as well as the attendance allowances granted in the year under review. Value-added tax payable on the remuneration, insofar as it accrues, is reimbursed by the company. In the year under review no remuneration was paid to the members of the Supervisory Board for services provided individually outside the committee work described above, e.g. for consulting or mediation services, with the exception of the remuneration paid to employee representatives on the basis of their employment contract.

Individual remuneration of the members of the Supervisory Board

	Remuneration for Supervisory Board work												Total remuneration	
	Fixed remuneration			Remuneration for committee work			Attendance allowances			Supervisory board remuneration from Group entities			2023	2024
	2023	2024	in %	2023	2024	in %	2023	2024	in %	2023	2024	in %	2023	2024
	in TEUR	in TEUR		in TEUR	in TEUR		in TEUR	in TEUR		in TEUR	in TEUR	in %	in TEUR	in TEUR
Torsten Leue Chairman of the -Supervisory Board -Standing Committee -Nomination Committee Member of the Finance and Audit Committee	187.5	187.5	52%	55.0	55.0	15%	9.0	10.0	3%	110.0	110.0	30%	361.5	362.5
Herbert K. Haas Deputy Chairman of the Supervisory Board Member of the -Finance and Audit Committee -Standing Committee -Nomination Committee	112.5	112.5	69%	40.0	40.0	25%	9.0	10.0	6%	—	—	—%	161.5	162.5
Natalie Bani Ardalan ¹ (until 6 May 2024) Member of the Supervisory Board	75.0	26.3	96%	—	—	—%	4.0	1.0	4%	—	—	—%	79.0	27.3
Frauke Heitmüller ¹ (until 6 May 2024) Member of the Supervisory Board	75.0	26.3	96%	—	—	—%	4.0	1.0	4%	—	—	—%	79.0	27.3
Ilka Hundeshagen ¹ Member of the -Supervisory Board -Standing Committee (since 9 August 2024)	75.0	75.0	86%	—	5.9	7%	4.0	6.0	7%	—	—	—%	79.0	86.9
Timo Kaufmann ¹ (since 6 May 2024) Member of the Supervisory Board	—	48.9	92%	—	—	—%	—	4.0	8%	—	—	—%	—	52.9
Harald Kayser (since 6 May 2024) Member of the Supervisory Board	—	48.9	92%	—	—	—%	—	4.0	8%	—	—	—%	—	52.9
Sibylle Kempff ¹ (since 6 May 2024) Member of the Supervisory Board	—	48.9	92%	—	—	—%	—	4.0	8%	—	—	—%	—	52.9
Dr. Alena Kouba (since 6 May 2024) Member of the Supervisory Board	—	48.9	92%	—	—	—%	—	4.0	8%	—	—	—%	—	52.9
Dr. Ursula Lipowsky Member of the - Supervisory Board - Nomination Committee (since 6 May 2024) Chairwoman of the Finance and Audit Committee	75.0	75.0	56%	50.0	50.0	37%	8.0	9.0	7%	—	—	—%	133.0	134.0
Dr. Michael Ollmann Member of the -Supervisory Board -Standing Committee (since 6 May 2024)	75.0	75.0	83%	—	9.8	11%	4.0	6.0	7%	—	—	—%	79.0	90.8
Dr. Andrea Pollak (until 6 May 2024) Member of the - Supervisory Board - Nomination Committee	75.0	26.3	96%	—	—	—%	4.0	1.0	4%	—	—	—%	79.0	27.3
Dr. Erhard Schipporeit (until 6 May 2024) Member of the -Supervisory Board -Standing Committee	75.0	26.3	78%	15.0	5.3	16%	6.0	2.0	6%	—	—	—%	96.0	33.6
Total	825.0	825.8	71%	160.0	166.0	14%	52.0	62.0	5%	110.0	110.0	10%	1,147.0	1,163.8

¹ Employee representative

Comparative presentation of the change in remuneration and earnings trend

In conformity with the requirements of § 162 Para. 1 Sentence 2 No. 2 Stock Corporation Act (AktG), the following table presents a comparison of the change in the remuneration of the members of the Executive Board, the members of the Supervisory Board as well as the employees and the earnings trend of the company.

The presentation of the remuneration of the Executive Board and the Supervisory Board is geared to the remuneration granted and owing pursuant to § 162 Stock Corporation Act (AktG).

The presentation of the average remuneration of the employees is geared to the workforce of Hannover Re in Germany. The employee remuneration shown encompasses the personnel expense (excluding the expense for Executive Board remuneration) for wages and salaries, employer contributions to social security, the variable remuneration components allocable to the financial year as well as – in the case of share-based payment – the amounts received in the financial year.

Comparative presentation

	2023	2024	Change	Change	Change	Change
	in EUR thousand	in EUR thousand	2024/2023	2023/2022	2022/2021	2021/2020
Active members of the Supervisory Board						
Torsten Leue	361.5	362.5	0.3%	0.3%	2.6%	40.8%
Herbert K. Haas	161.5	162.5	0.6%	-3.1%	-10.6%	37.6%
Ilka Hundeshagen	79.0	86.9	10.0%	—%	—%	24.6%
Timo Kaufmann	—	52.9	100.0%	—%	—%	—%
Harald Kayser	—	52.9	100.0%	—%	—%	—%
Sibylle Kempff	—	52.9	100.0%	—%	—%	—%
Dr. Alena Kouba	—	52.9	100.0%	—%	—%	—%
Dr. Ursula Lipowsky	133.0	134.0	0.8%	4.9%	17.4%	32.7%
Dr. Michael Ollmann	79.0	90.8	14.9%	—%	—%	24.6%
Former members of the Supervisory Board						
Natalie Bani Ardan (until 6 May 2024)	79.0	27.3	-65.4%	—%	—%	24.6%
Frauke Heitmüller (until 6 May 2024)	79.0	27.3	-65.4%	—%	—%	24.6%
Dr. Andrea Pollak (until 6 May 2024)	79.0	27.3	-65.4%	—%	—%	24.6%
Dr. Erhard Schipporeit (until 6 May 2024)	96.0	33.6	-65.0%	—%	—%	33.5%
Active members of the Executive Board						
Jean-Jacques Henchoz ¹	2,005.5	2,687.8	34.0%	-23.2%	56.7%	-2.9%
Sven Althoff	1,409.1	1,606.3	14.0%	9.2%	2.2%	9.5%
Claude Chèvre	1,412.7	1,621.3	14.8%	6.1%	2.0%	-3.6%
Clemens Jungsthöfel (since 1 September 2020)	1,029.8	1,283.2	24.6%	18.9%	18.0%	222.0%
Dr. Klaus Miller	1,398.7	1,640.4	17.3%	8.8%	6.1%	-1.7%
Sharon Ooi ² (since 11 January 2023)	1,378.0	1,199.3	-13.0%	—%	—%	—%
Dr. Michael Pickel	1,504.9	1,670.4	11.0%	11.8%	7.3%	1.1%
Silke Sehm	1,222.5	1,538.2	25.8%	27.6%	9.1%	10.5%
Thorsten Steinmann ³ (since 1 September 2024)	—	974.8	100.0%	—%	—%	—%
Former members of the Executive Board						
Roland Vogel (until 30 September 2020)	444.1	491.4	10.7%	-32.8%	-50.7%	1.5%
Ulrich Wallin (until 5 May 2019)	777.7	488.0	-37.3%	-9.9%	-0.4%	-2.5%
Average employee remuneration						
Employees of Hannover Rück SE in Germany on a full-time equivalent basis	119.4	122.3	2.4%	5.6%	4.2%	0.8%
Earnings trend						
Profit for the year of Hannover Rück SE according to HGB in EUR million	892.3	1,120.2	25.5%	18.5%	7.4%	81.3%
Group net income in EUR million ⁴	1,824.8	2,328.7	27.6%	133.7%	14.2%	39.4%

¹ The remuneration includes compensatory payments due to loss of pay from a previous employment relationship: EUR 1 million (2022), EUR 130 thousand (2021)

² The remuneration includes compensatory payments due to loss of pay from a previous employment relationship: EUR 60 thousand (2024), EUR 360 thousand (2023).

³ The remuneration includes compensatory payments due to loss of pay from a previous employment relationship: EUR 565 thousand (2024).

⁴ 2023: For the first time on the basis of IFRS 9/17; annual result for 2022 adjusted in accordance with IFRS 9/17, until 2021: IFRS 4/IAS 39. The basis for calculating the remuneration in 2022 was the result of EUR 1,406.7 million in accordance with IFRS 4/IAS 39.

Auditor's Report

To Hannover Rück SE, Hannover

We have audited the remuneration report of Hannover Rück SE, Hannover, for the financial year from January 1 to December 31, 2024 including the related disclosures, which was prepared to comply with § [Article] 162 AktG [Aktiengesetz: German Stock Corporation Act].

Responsibilities of the Executive Directors and the Supervisory Board

The executive directors and the supervisory board of Hannover Rück SE are responsible for the preparation of the remuneration report, including the related disclosures, that complies with the requirements of § 162 AktG. The executive directors and the supervisory board are also responsible for such internal control as they determine is necessary to enable the preparation of a remuneration report, including the related disclosures, that is free from material misstatement, whether due to fraud or error.

Auditor's Responsibilities

Our responsibility is to express an opinion on this remuneration report, including the related disclosures, based on our audit. We conducted our audit in accordance with German generally accepted standards for the audit of financial statements promulgated by the Institut der Wirtschaftsprüfer (Institute of Public Auditors in Germany) (IDW). Those standards require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether the remuneration report, including the related disclosures, is free from material misstatement.

An audit involves performing procedures to obtain audit evidence about the amounts including the related disclosures stated in the remuneration report. The procedures selected depend on the auditor's judgment. This includes the assessment of the risks of material misstatement of the remuneration report including the related disclosures, whether due to fraud or error.

In making those risk assessments, the auditor considers internal control relevant to the preparation of the remuneration report including the related

disclosures. The objective of this is to plan and perform audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the company's internal control. An audit also includes evaluating the appropriateness of accounting policies used and the reasonableness of accounting estimates made by the executive directors and the supervisory board, as well as evaluating the overall presentation of remuneration report including the related disclosures.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion.

Audit Opinion

In our opinion, based on the findings of our audit, the remuneration report for the financial year from January 1 to December 31, 2024, including the related disclosures, complies in all material respects with the accounting provisions of § 162 AktG.

Reference to an Other Matter - Formal Audit of the Remuneration Report according § 162 AktG

The audit of the content of the remuneration report described in this auditor's report includes the formal audit of the remuneration report required by § 162 Abs. [paragraph] 3 AktG, including the issuance of a report on this audit. As we express an unqualified audit opinion on the content of the remuneration report, this audit opinion includes that the information required by § 162 Abs. 1 and 2 AktG has been disclosed in all material respects in the remuneration report.

Restriction on use

We issue this auditor's report on the basis of the engagement agreed with Hannover Rück SE. The audit has been performed only for purposes of the company and the auditor's report is solely intended to inform the company as to the results of the audit. Our responsibility for the audit and for our auditor's report is only towards the company in accordance with this engagement. The auditor's report is not intended for any third parties to base any (financial) decisions thereon. We do not assume any responsibility, duty of care or liability towards third parties; no third parties are included in the scope of protection of the underlying engagement. § 334 BGB [Bürgerliches Gesetzbuch: German Civil Code], according to which objections arising from a contract may also be raised against third parties, is not waived.

Hannover, March 11, 2025

PricewaterhouseCoopers GmbH

Wirtschaftsprüfungsgesellschaft

Martin Eibl
Wirtschaftsprüfer
(German Public Auditor)

Janna Reineke
Wirtschaftsprüferin
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