

# Compensation Report

Report from the Compensation Committee	106
Financial performance highlights	108
Board and executive compensation snapshot	109
Say on pay and sustainability highlights	110
Compensation philosophy and governance	111
Board compensation	116
Group EC compensation	119
Group compensation framework, 2023 outcomes and 2024 changes	126
Additional compensation disclosures	133
Report of the statutory auditor	135

Swiss Re's compensation framework is designed to attract, motivate and retain top talent, promote sustainable performance and align stakeholder interests.



“We have a solid compensation framework that links pay to performance and is aligned with shareholder interest.”

**Jay Ralph**  
Chair Compensation Committee

# Report from the Compensation Committee

## Dear shareholders,

I am pleased to present the 2023 Compensation Report, which outlines key compensation outcomes and decisions taken by the Compensation Committee. During 2023, the Compensation Committee met six times and passed five decisions by circular resolution. In this letter, I will provide a summary of the key activities engaged in by the Compensation Committee.

## Compensation framework

In recent years, the Compensation Committee has implemented various changes to the compensation framework to ensure pay for performance and alignment of interests. As the revised framework has proven fit for purpose, 2023 was a year of stability with no major changes.

Due to the transition from US GAAP to IFRS as of 1 January 2024, Key Performance Indicators (KPIs) and targets for in-flight and new plan cycles were reviewed, assessed and agreed. KPIs and targets that required replacement are expected to measure performance on a consistent basis. Please refer to page 129 for further details.

## Board of Directors

Competitiveness of the Board of Directors' compensation was reviewed, resulting in a lower aggregate compensation for the

members of the Board of Directors proposed for shareholders' approval at the Annual General Meeting (AGM) 2023 as well as at the AGM 2024. Please refer to page 116 for further details.

## Group Executive Committee (Group EC)

During 2023, the number of Group EC roles decreased from 13 to 11 following the reorganisation of the Group. The responsibilities of the Group Chief Underwriting Officer and the tasks of the Regional Presidents were reallocated as these roles no longer exist in the new organisational structure. The fixed compensation and variable long-term compensation for 2023 granted to the new and existing members of the Group EC was within the budget approved by the shareholders at the AGM 2022. Please refer to page 123 for further details.

## Compensation outcomes

Compensation decisions were made considering Swiss Re's overall performance in the reported year in which the Group met all compensation-related financial targets. This led to an increased Annual Performance Incentive (API) pool for the Group and the Group EC, including the Group CEO. The total API amount (including Deferred Share Plan/DSP) for 2023 for the Group EC (including the Group CEO) is proposed for

shareholders' approval at the AGM 2024. The Compensation Committee considers this outcome as appropriately rewarding the contributions of the Group EC in leading Swiss Re through its recent reorganisation and achieving all compensation-related financial targets for the Group. The Group CEO's total compensation for 2023 increased solely as a result of a higher API amount (ie base salary and LSP grant remained at the same level compared with 2022), reflecting the Group's overall positive performance outcomes. Please refer to pages 120 and 127 for further details.

## Further Compensation Committee activities

- Implement changes in this Compensation Report to reflect requirements under the revised Swiss corporate law applicable per 1 January 2023.
- Review the appropriateness and effectiveness of the compensation framework for all employee groups.
- Monitor and assess the impact of inflation on salary and total compensation levels.
- Focus on business and individual performance differentiation through the API to closer align with Swiss Re's pay-for-performance culture.
- Monitor pay equity together with market practices to ensure employees are treated fairly and review new regulatory requirements on pay transparency.

### 2023 Group business results and pay for performance

The compensation framework aims to promote sustainable performance and long-term shareholder value creation through key performance measures and equity-based compensation. For 2023, Swiss Re's commitment to pay for performance translated into the following outcomes:

- **Overall performance:** Compensation decisions were made considering Swiss Re's overall performance for the reporting year in which Swiss Re reported a US GAAP net income of USD 3.2 billion, above its target of USD 3.0 billion, a Return on Equity (ROE) of 22.3% and an Economic Net Worth (ENW) per share growth of 10.8% in line with the target of 10%. The Group's US GAAP and economic performance increased compared with 2022. The result was supported by improved underwriting margins, while higher interest rates drove an increase in investment income. Property & Casualty Reinsurance (P&C Re) reported a net income of USD 1.9 billion, primarily driven by a resilient underwriting performance and disciplined renewals. Strong margins and positive reserve developments in property and speciality lines helped offset reserve strengthening in the casualty business. In addition, the result was supported by a solid investment performance. Large natural catastrophe claims remained below the full-year budget. The reported P&C Re combined ratio was 94.8% for the full year, meeting the target of less than 95%. Life & Health Reinsurance (L&H Re) reported a net income of USD 976 million, above the targeted net income of USD 900 million. The underlying result benefitted from active in-force portfolio management and a strong investment result which offset elevated mortality claims in the US. The economic performance of L&H Re reflected additional unfavourable assumption updates and adverse experience. Corporate Solutions reported a net income of USD 678 million, reflecting a steadily improved portfolio resilience driven by disciplined underwriting and portfolio steering. With a combined ratio of 91.7% for the full year, Corporate Solutions outperformed its target of less than 94.0% for 2023.

- **Annual bonus:** Overall, 2023 was a successful year for Swiss Re, as the Group met all of its five KPIs relevant for the Group API pool. The Compensation Committee and the Board of Directors did not exercise any upward or downward discretion. The Group Business Performance Factor increased from 0.68 in 2022 to 1.10 for financial year 2023, which led to a corresponding increase of the Group API pool.
- **Deferred compensation:** The Value Alignment Incentive (VAI) 2020 (awarded 2021) performance factor for the Swiss Re Group was 93.8% based on the average 2021–2023 previous years' business performance. The main drivers of the previous years' business losses were COVID-19-related losses, natural catastrophe and man-made losses, as well as reserve increases relating to economic inflation, adverse assumption and experience updates in L&H Re. The previous years' business performance in 2022 additionally included updates to the internal pandemic risk model and inflation scenarios.
- **Long-term incentive:** Outcomes for the Leadership Share Plan (LSP) 2021 (vesting in March 2024) were below target for the three-year performance period, with a combined performance factor of 64.9%.

### Shareholder engagement and Annual General Meeting (AGM)

The compensation framework and decisions received strong support from shareholders. At the AGM on 12 April 2023, shareholders approved all binding compensation-related motions and the 2022 Compensation Report was approved in a consultative vote.

Swiss Re engaged directly with shareholders and proxy advisors, such as during the annual Chairman's Roadshow. Swiss Re's compensation framework (including potential changes to the framework), compensation-related decisions and the compensation disclosure approach were discussed. Further details on shareholder engagement are provided in the Corporate Governance Report on page 103.

During recent engagements with proxy advisors, the revision of the KPIs and associated targets under the Group's incentive plans (as a result of changing the accounting standard effective 1 January 2024) was discussed and the details are presented in this Compensation Report.

The Compensation Committee is grateful for the insightful engagement and continues to proactively consider shareholders' and proxy advisors' expectations.

Consistent with last year and in line with Swiss Re Ltd's Articles of Association, shareholders will be asked to vote on the following motions at the AGM 2024:

- Maximum aggregate amount of compensation for the members of the Board of Directors for the term of office from the AGM 2024 to the AGM 2025.
- Maximum aggregate amount of fixed compensation and variable long-term compensation for the members of the Group EC for the financial year 2025.
- Aggregate amount of variable short-term compensation for the members of the Group EC for the financial year 2023.

Furthermore, the Compensation Report will be submitted to the shareholders for a consultative vote.

This Compensation Report complies with applicable laws, rules and regulations, including Articles 734a to 734f of the Swiss Code of Obligations.

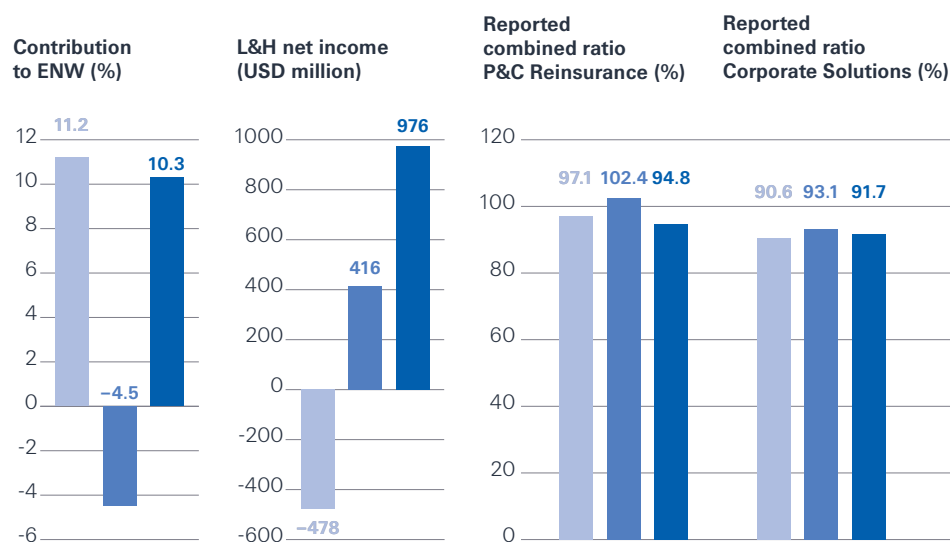
13 March 2024



**Jay Ralph**  
Chair Compensation Committee

# Financial performance highlights

## 2023 key financial drivers for variable compensation outcomes



## Group SST ratio (%)



● 2021 ● 2022 ● 2023

## Attribution of group income to key stakeholders

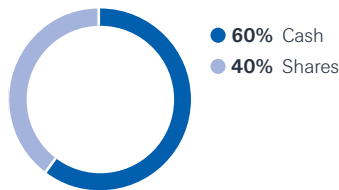
USD millions (unless otherwise stated)	2021	%	2022	%	2023	%
Income before tax and variable compensation	2 249	100.0%	962	100.0%	4 956	100.0%
Variable compensation	418	18.6%	319	33.2%	532	10.7%
Income tax expense	394	17.5%	171	17.8%	1 210	24.4%
US GAAP net income attributable to shareholders	1 437		472		3 214	
of which paid out as dividend <sup>1</sup>	1 825	81.1%	1 850	192.3%	1 975	39.9%
of which added to retained earnings within shareholders' equity	-388	-	-1 378	-	1 239	25.0%

<sup>1</sup> The dividend is subject to the AGM approval and the amount depends on the final number of dividend eligible shares upon dividend payout.

# Board and executive compensation snapshot

## Core compensation design elements for the Board of Directors and the Group EC

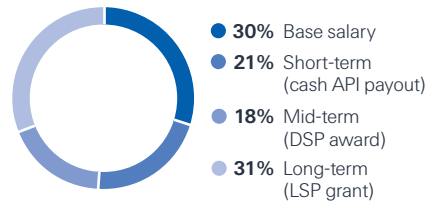
**Board of Directors**  
Pay mix 2023



### Compensation design

- No variable or performance-related compensation.
- Compensation awarded 60% in cash and 40% in shares.
- Shares subject to a four-year blocking period.

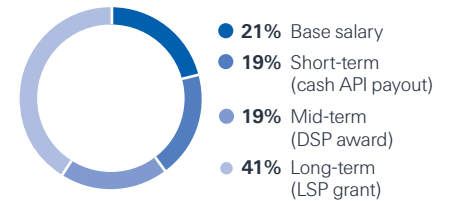
**Group EC (excluding Group CEO)**  
Pay mix 2023



### Compensation design

- Strong pay for performance alignment.
- Balanced mix between short-, mid- and long-term incentives.
- Meaningful deferral levels for key executives: 50% of the short-term incentive is deferred for the Group CEO and 45% for other Group EC members.
- Forfeiture and clawback provisions incorporated in incentive plans.
- Stock ownership guidelines apply.
- Open-ended employment contracts; 12-month notice period.
- No severance clauses/"golden parachutes".
- Same pension arrangements as for other employees.

**Group CEO**  
Pay mix 2023



### Group EC ratio of fixed to variable compensation

- The total variable compensation for individual members of the Group EC (including the Group CEO) who were active on the Group EC for the full year 2023 ranged from 135–329% of total fixed compensation. For 2022, the ratio ranged from 54–252%.




# Say on pay and sustainability highlights

## Say on pay votes at the AGM 2024

Maximum aggregate amount of compensation for the members of the Board of Directors for the term of office from the AGM 2024 to the AGM 2025.	<b>CHF 9.0 million</b> (AGM 2023: CHF 9.2 million) (AGM 2022: CHF 9.9 million)	The proposed maximum aggregate amount reflects the changes in the fee structure and composition of the Board of Directors and its committees.
Maximum aggregate amount of fixed compensation and variable long-term compensation for the members of the Group EC for the financial year 2025.	<b>CHF 29.0 million</b> (AGM 2023: CHF 33.0 million) (AGM 2022: CHF 36.5 million)	The decrease in the maximum aggregate amount reflects the changes in the composition of the Group EC with 11 expected members in 2025.
Aggregate amount of variable short-term compensation for the members of the Group EC for the financial year 2023.	<b>CHF 15.0 million</b> (AGM 2023: CHF 9.2 million) (AGM 2022: CHF 16.0 million)	The increase in the aggregate amount is primarily driven by better financial results for the Group for 2023 compared with 2022.

### Spotlight: diversity, equity and inclusion is key to our compensation offering

Swiss Re is committed to ensuring equal pay for equal work regardless of gender, race, ethnicity, sexual orientation or other personal characteristics. Swiss Re has a non-discriminatory approach to determining compensation and benefits at all levels. Key pillars of the approach are:

-  Sound governance around compensation decision-making and approvals to ensure appropriate checks and balances.
-  Compensation ranges defined by job family or specialisation in the local market, which ensure that compensation for employees in the same country/location is set based on consistent benchmarks.
-  Annual review of individual salaries and target incentives to maintain internal pay equity and pay for performance.
-  Regular statistical analysis using best practice methodologies to identify and address potential risks of bias.

An inclusive and diverse workforce is critical to the success of the business. Pay equity reviews are conducted regularly to address any potential pay disparities when comparing pay for people in similar roles, in the same country, at the same hierarchical level and with similar years of experience. These reviews did not reveal systemic bias. During the most recent review conducted and communicated to employees in June 2023, the global adjusted pay gap between men and women stood at 1.4% on average (a reduction of 0.3% compared with the prior year).

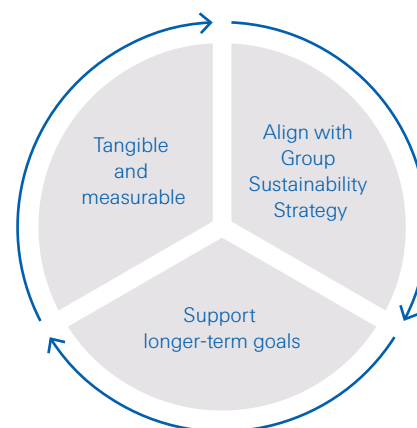
Additionally, line managers have self-service dashboards available to analyse pay equity and compensation levels for their teams. These provide real-time insights at each stage of the employee lifecycle (hiring, promotion, change in role, etc) to address potential risks of bias in compensation setting.

More details on Swiss Re's initiatives fostering a diverse and inclusive culture are provided in the Sustainability Report available at [www.swissre.com/sustainability](http://www.swissre.com/sustainability).

### Spotlight: strong link between compensation and performance criteria in the area of sustainability/ environmental, social and governance (ESG)

Sustainability/ESG is one of the drivers for compensation outcomes as Swiss Re considers defined sustainability criteria for all Business Units/Group Functions within the annual bonus allocation. Unlike long-term variable compensation that applies only to selected participants, sustainability-related performance impacts compensation for all employees, including the Group EC, through the annual bonus. Additionally, some employees have sustainability/ESG criteria set at an individual level where this aligns to their role and responsibilities. Key considerations for defining the sustainability criteria are shown in the figure below.

#### Sustainability criteria in compensation





# Compensation philosophy and governance

## Guiding principles of Swiss Re's compensation framework

Swiss Re's compensation framework is designed to reflect the nature of its business by:

- Reinforcing a culture of sustainable performance with a focus on risk-adjusted financial results.
- Ensuring alignment of compensation to long-term business results and individual contribution, and recognising both what was achieved and how it was achieved.
- Attracting, motivating and retaining the talent the Group needs to succeed globally.
- Supporting Swiss Re's commitment to ensure equal pay for equal work regardless of gender, race, ethnicity, sexual orientation or other personal characteristics.
- Aligning the interests of employees with those of Swiss Re's shareholders and society at large.
- Fostering compliance, supporting appropriate and controlled risk-taking in line with Swiss Re's business and risk strategy, and avoiding conflicts of interest.

Swiss Re's total compensation is well balanced in terms of fixed versus variable compensation, and short-term versus long-term incentives. This encourages sustainable long-term performance and supports shareholder alignment. Complemented by pension plans and benefits, the total reward package is competitive in local labour markets.

## Compensation Policy

Building on the overarching compensation principles included in Swiss Re Ltd's Articles of Association, the compensation framework is captured in the Swiss Re Group Compensation Policy (Compensation Policy). The Compensation Policy is implemented globally to the extent possible. Variations may apply at the regional, entity and Business Unit level to accommodate specific requirements, such as compliance with local regulations and talent management. The Compensation Policy governs the compensation structure and processes. It is reviewed at least every other year or upon material changes against FINMA requirements and further relevant regulations as appropriate.

## Approval authorities

Authority for decisions related to compensation at the Board of Directors and Group EC level is governed by Swiss Re Ltd's Articles of Association, which include rules on:

- The annual and binding approval by the AGM of the maximum aggregate amounts of compensation of members of the Board of Directors and of the Group EC (Article 22).
- The supplementary amount for changes in the Group EC if the maximum aggregate amount of compensation approved by the AGM is not sufficient to also cover compensation of a new Group EC member (Article 23).
- The compensation principles for both the members of the Board of Directors and of the Group EC covering short-term and long-term elements, performance-related pay, payment in shares, financial instruments or units, compensation in kind or other types of benefits (Article 24).
- The agreements with members of the Board of Directors and the Group EC, external mandates and credits and loans (Articles 25 to 27).

Swiss Re Ltd's Articles of Association are complemented by stringent governance on compensation matters set out in the Bylaws of Swiss Re Ltd and in the Bylaws of Swiss Reinsurance Company Ltd, including the Charter of the Compensation Committee. Authority levels are summarised in the table overleaf.

The Board of Directors has approved an authority matrix that defines the limits to which each level of management can authorise compensation payments. The Group CEO, the Compensation Committee or the Board of Directors, as applicable, each approve compensation that exceeds the pre-set limits. The Group CEO is not involved in decision-making concerning his own compensation. The Board of Directors also establishes and periodically reviews Swiss Re's compensation framework (including guidelines and performance criteria) and prepares the compensation-related proposals to the AGM.

Further details can be found in the Corporate Governance Report on pages 87–89 and on Swiss Re's webpage at [www.swissre.com/articles](http://www.swissre.com/articles) and [www.swissre.com/bylaws](http://www.swissre.com/bylaws).

**Approval processes for key compensation decisions**

	Group CEO	CC	BoD Chairman	BoD	AGM
<b>Board compensation</b>					
Maximum aggregate amount of compensation for the next term of office		P	P	A, P <sup>1</sup>	A
Compensation for the BoD Chairman		P		A <sup>2</sup>	
Individual compensation for the members of the BoD (excl. BoD Chairman)		P	E	A <sup>2</sup>	
<b>Group EC compensation</b>					
Maximum aggregate amount of fixed compensation and variable long-term compensation	P	E	E	A, P <sup>1</sup>	A
Aggregate amount of variable short-term compensation	P	E	E	A, P <sup>1</sup>	A
Compensation for the Group CEO		E	P	A <sup>2</sup>	
Individual compensation for the members of the Group EC (excl. Group CEO)	P	E		A <sup>2</sup>	
<b>Variable short-term and long-term compensation pools for the Group</b>	P	E		A	
<b>Compensation and benefits principles for the Group and for the BoD</b>		P		A	

P = Proposal; E = Endorsement; A = Approval

CC = Compensation Committee; BoD = Board of Directors; AGM = Annual General Meeting

<sup>1</sup> The AGM approves the maximum aggregate amount.

<sup>2</sup> Within the maximum aggregate amount of compensation approved by the AGM and, for Group EC members, within the additional amount available for changes in the Group EC after the AGM as per the Articles of Association (if applicable).

**Compensation Committee**

The Compensation Committee is governed by a charter approved by the Board of Directors, which defines its purpose, composition and procedural rules, including its responsibilities and authorities for making proposals and decisions related to compensation of the members of the Board of Directors and the Group EC. It operates as the Group’s compensation committee and oversees the compensation framework applied at all entities of the Swiss Re Group. Until 12 July 2023, the Compensation Committee consisted of five independent members of the Board of Directors. Thereafter, the Compensation Committee comprised four independent members, as Jacques de Vaucleroy stepped down as chair and member of the Compensation Committee, following the proposal for his election as the new Chairman at the upcoming AGM in April 2024.

The Compensation Committee has an annual agenda to ensure that important reviews take place at the right times throughout the year, including the oversight of each stage of the compensation cycle. The Compensation Committee also commits time to executive sessions and conducts a periodic self-evaluation to preserve its high level of effectiveness. During 2023, the Compensation Committee held six meetings and provided updates to the Board of Directors on topics discussed, decisions made and items for approval after each of these meetings. In addition, the Compensation Committee passed five decisions by circular resolution.

The Chairman of the Board of Directors, the Group CEO and the Group Chief Human Resources Officer & Head Corporate Services participate in the Compensation Committee meetings. Other members of

senior management may attend as deemed appropriate and upon invitation by the chair of the Compensation Committee. Management members do not attend when their own compensation is discussed. The Global Head Reward serves as the Secretary to the Compensation Committee and attends its meetings (excluding the executive sessions).

Further details on the Compensation Committee can be found in the Corporate Governance Report on pages 87–89 and on Swiss Re’s webpage at [www.swissre.com/bylaws](http://www.swissre.com/bylaws), including the Charter of the Compensation Committee.

**Overview of the main topics addressed during the reporting year**

	Jan	Feb	Apr	Jun	Sep	Dec
<b>Board compensation</b>						
Board of Directors fees			•			
Benchmarking and compensation policy			•		•	
<b>Group EC compensation</b>						
Performance assessment and compensation proposals		•				
Benchmarking						•
<b>Past performance cycle</b>						
Performance assessment process, performance factors and variable compensation pool	•	•				
Review of decisions of prior compensation cycle			•	•		
<b>Upcoming performance cycle</b>						
Leadership Share Plan pool for upcoming year	•	•				
Performance targets for upcoming year	•	•			•	
Upcoming performance cycle discussion	•	•				•
<b>Compensation framework and other topics</b>						
Compensation framework and policies		•		•	•	•
AGM, investor and proxy advisor feedback				•		•
ESG-related discussions	•	•				•
Governance, compliance and regulatory matters (including Compensation Report and self-evaluation)	•	•	•	•	•	•

**External advisors**

The Compensation Committee works with PricewaterhouseCoopers Ltd (PwC) as an independent advisor to provide an external perspective. PwC advised on topics including remuneration trends, (executive) compensation, market intelligence and best practices, while also participating in the Compensation Committee meetings. In addition, Mercer delivered compensation benchmarking data and Niederer Kraft Frey Ltd gave legal advice, mainly about specific aspects of executive compensation and labour law, regulatory compliance, plan rules and disclosure matters. The advisors may also have other mandates with Swiss Re. The Compensation Committee reviews the external advisors' role and mandate on a regular basis.

**Additional safeguards in governing compensation: Control Functions and key risk takers**

Swiss Re bears risks in the course of its business activities, including market, credit and liquidity, underwriting, operational (including legal and compliance) and reputational risk. Group Risk Management, Compliance and Group Internal Audit annually perform an independent

assessment of risk- and control-related behaviours of the Group and each of the Business Units/Group Functions, and of Swiss Re's Key Risk Takers individually. These reports are delivered to key executives including the Group Chief Risk Officer and the Group Chief Human Resources Officer & Head Corporate Services. The risk- and control-related behaviour assessment of Group and Business Units/Group Functions provides additional input to determine the Group Annual Performance Incentive (API) pool and its allocation to each Business Unit/Group Function. The assessment results of each Key Risk Taker serve as additional input when considering individual performance and compensation outcomes.

To ensure meaningful assessments and the continued independence of Control Functions (defined as Group Risk Management, Compliance, Group Internal Audit and Appointed Actuaries), the aggregate API pool for each Control Function and individual compensation for the Head of the respective Control Function are approved at Board level.

**Prohibition of personal hedging strategies**

Any use of personal hedging strategies or remuneration and liability-related insurance that could undermine the risk alignment effects and economic exposure embedded in compensation arrangements is prohibited.

**Non-applicability/negative disclosure**

It is expressly noted that any remuneration that is prohibited according to Article 735c of the Swiss Code of Obligations and that is not contained or not mentioned in this Compensation Report, is either non-applicable or its omission is to be considered as declaration that such remuneration is not provided to current and former members of the Board of Directors and the Group EC.

### External mandates

In line with Article 734e of the Swiss Code of Obligations as applicable for the reporting year 2023, the external mandates per 31 December 2023 held in comparable functions at other entities with an economic purpose are disclosed for Board of Directors and Group EC members in office on 31 December 2023 (further information such as Curricula Vitae of the Board of Directors and Group EC members is provided in the Corporate Governance Report on pages 79–84 and 93–98, respectively).

Members of the Board of Directors	External mandates
<b>Jacques de Vaucleroy</b> , Vice Chairman, chair Governance, Nomination and Sustainability Committee	<ul style="list-style-type: none"> <li>Board member at Everex SA, Brussels/Belgium</li> <li>General Manager at Achievience SRL, Brussels/Belgium and Board member at Achievience UK Limited, London/United Kingdom<sup>1</sup></li> <li>General Manager at Coserva SARL, Valenciennes/France</li> <li>Advisory Board member at CVC Advisers (Benelux) SA/NV, Brussels/Belgium</li> <li>Advisory Board member at Easyfairs International SA, Woluwe-Saint-Lambert/Belgium</li> </ul>
<b>Joerg Reinhardt</b> , member, Lead Independent Director	<ul style="list-style-type: none"> <li>Chairman of the Board of Directors at Novartis AG, Basel/Switzerland ●; Novartis International AG, Basel/Switzerland; Novartis Finance Corporation, East Hanover, New Jersey/USA; Novartis Institutes for BioMedical Research, Inc., Cambridge, Massachusetts/USA; Novartis Pharma AG, Basel/Switzerland<sup>1</sup></li> <li>Chairman of the Board of Directors at Abadia Retuerta AG, Sardón de Duero, Valladolid/Spain</li> <li>Member of the European Advisory Panel at Temasek Holdings (Private) Ltd, Singapore/Singapore</li> </ul>
<b>Karen Gavan</b> , member, chair Audit Committee	<ul style="list-style-type: none"> <li>Board member at Mackenzie Financial Corporation, Toronto/Canada</li> <li>Board member, member of the Audit, Risk &amp; Conduct Review Committee at HSBC Bank Canada, Vancouver/Canada</li> </ul>
<b>Vanessa Lau</b> , member	<ul style="list-style-type: none"> <li>Group Chief Financial Officer<sup>2</sup> at Hong Kong Exchanges and Clearing Limited (HKEX) ● and Board member at HKEX (China) Limited; HKEX Hosting Services Limited; HKEX Information Services Limited; HKEX Information Services (China) Limited; HKEX International Limited; HKEX Investment (China) Limited; HKEX Investment (Hong Kong) Limited; HKEX Post Trade Services Limited; HKEX Property Limited; HKFE Clearing Corporation Limited; Hong Kong Futures Exchange Limited; Hong Kong Securities Clearing Company Limited; The SEHK Options Clearing House Limited; The Stock Exchange of Hong Kong Limited, Hong Kong/Special Administrative Region of the People's Republic of China; and at Gangsheng Technology Services (Shenzhen) Limited; HKEX (Shenzhen) Holding Company Limited, Shenzhen/China; and at HKEX Investment (UK) Limited, London/United Kingdom<sup>1</sup></li> <li>Chairwoman of the Supervisory Committee at BayConnect Technology Company Limited, Shenzhen/China</li> <li>Member of the Supervisory Committee at Qianhai Mercantile Exchange Co., Ltd., Shenzhen/China</li> </ul>
<b>Joachim Oechslin</b> , member, chair Risk Committee	<ul style="list-style-type: none"> <li>Senior Advisor at Credit Suisse AG<sup>2</sup>, Chairman of the Board of Trustees of the Credit Suisse Pension Funds (Switzerland), Zurich/Switzerland</li> </ul>
<b>Deanna Ong</b> , member	<ul style="list-style-type: none"> <li>Chief People Officer<sup>2</sup> at GIC Private Limited and Board member at GIC Asset Management Private Limited; GIC Real Estate Private Limited; GIC Special Investments Private Limited; GINVEST Private Limited; GIC (International) Private Limited; GIC (London) Private Limited; GIC Private Markets Pte. Ltd, Singapore/Singapore; and at GIC (New York) Inc., New York/USA<sup>1</sup></li> </ul>
<b>Jay Ralph</b> , member, chair Compensation Committee	<ul style="list-style-type: none"> <li>n/a</li> </ul>
<b>Philip K. Ryan</b> , member	<ul style="list-style-type: none"> <li>Board member, member of the Audit Committee at Bird Global, Inc., Miami/USA</li> <li>Advisor, chair of the Investment Committee at MacKinnon, Bennett &amp; Company, Inc., Montreal/Canada</li> <li>Advisory Board member at FTV Capital, San Francisco/USA</li> <li>Advisory Board member at New York Green Bank, New York/USA</li> </ul>
<b>Pia Tischhauser</b> , member	<ul style="list-style-type: none"> <li>Managing Director and Senior Partner, Chief Alumni Officer<sup>2</sup> at Boston Consulting Group AG (Switzerland), Zurich/Switzerland</li> </ul>
<b>Sir Paul Tucker</b> , member	<ul style="list-style-type: none"> <li>n/a</li> </ul>
<b>Larry Zimpleman</b> , member	<ul style="list-style-type: none"> <li>Member Board of Trustees at LKZ LLC, Cumming, Iowa/USA</li> </ul>

● Listed company

<sup>1</sup> In line with Swiss Re Ltd's Articles of Association (Article 26 para 4), mandates in different legal entities that are under joint control are deemed one mandate.

<sup>2</sup> Main employment

Members of the Group EC	External mandates
<b>Christian Mumenthaler,</b> Group Chief Executive Officer	• n/a
<b>Urs Baertschi,</b> CEO Property & Casualty Reinsurance	• Managing Member at Ripcord Partners LLC, New Canaan, Connecticut/USA
<b>Andreas Berger,</b> CEO Corporate Solutions	• n/a
<b>John R. Dacey,</b> Group Chief Financial Officer	<ul style="list-style-type: none"> <li>• Board member, member of the Nomination and Remuneration Committee at China Pacific Insurance (Group) Co., Ltd. (CPIC), Shanghai/China ●</li> <li>• Board member, chair of the Risk Committee and member of the Compensation Committee at FWD Group Holdings Ltd; FWD Group Ltd; FWD Ltd, George Town/Cayman Islands<sup>1</sup></li> </ul>
<b>Cathy Desquesses,</b> Group Chief Human Resources Officer & Head Corporate Services	• n/a
<b>Hermann Geiger,</b> Group Chief Legal Officer	• n/a
<b>Pravina Ladva,</b> Group Chief Digital & Technology Officer	• n/a
<b>Paul Murray,</b> CEO Life & Health Reinsurance	• n/a
<b>Moses Ojeisekhoba,</b> CEO Global Clients & Solutions	• Board member at Jones Lang LaSalle Incorporated, Chicago/USA ●
<b>Velina Peneva,</b> Group Chief Investment Officer	• Board member at Familie Ernst Basler AG, Zurich/Switzerland
<b>Patrick Raaflaub,</b> Group Chief Risk Officer	• Member of the Management Board at CSS Verein and Board member, chair of the Audit and Risk Committee at CSS Holding AG; CSS Kranken-Versicherung AG; CSS Versicherung AG, and Board member at SwissHealth Ventures AG, Lucerne/Switzerland <sup>1</sup>

● Listed company


<sup>1</sup> In line with Swiss Re Ltd's Articles of Association (Article 26 para 4), mandates in different legal entities that are under joint control are deemed one mandate.


# Board compensation


## Compensation framework for the Board of Directors

The objective of compensating members of the Board of Directors is to attract and retain experienced individuals who are highly motivated to perform a critical role in the strategic oversight of Swiss Re and to contribute their individual business experience and expertise.

The fee structure for the members of the Board of Directors takes into account their long-term contribution to Swiss Re's success and achieves strong alignment with shareholder interests:

 Board members receive no variable or performance-based compensation.

 Fees are delivered 60% in cash (three instalments) and 40% in shares (two instalments).

 Shares are subject to a four-year blocking period.

Fee levels vary to reflect roles, responsibilities and time commitment, for instance due to committee memberships that differ in meeting frequency or duration. The fee level for each member of the Board of Directors is reviewed annually and benchmarked regularly by an external provider. Benchmarking is conducted against the same peer group used for the Group EC benchmarking (for further information on the peer group, please refer to page 120 of this Compensation Report) and against Swiss Market Index companies.

A minimum Swiss pension fund solution is provided to members of the Board of Directors who are not exempted from mandatory occupational benefit plans in Switzerland. This is offered by an established external provider and applies only to a limited number of individuals depending on their personal situation due to which local law imposes such a pension solution. Pension contributions are split equally between Swiss Re and the respective individual. Contributions made by Swiss Re are included in the maximum aggregate compensation of the Board of Directors proposed to the AGM for approval.

## Changes to Board fees

As of the AGM 2023 held on 12 April 2023, the following fees were revised:

- the Chairman's fee was decreased from CHF 3.8 million to CHF 3.6 million;
- the Lead Independent Director's/Vice Chairman's fee was decreased from CHF 125 000 to CHF 50 000 for the period between the AGM 2023 and 30 April 2023;
- the Lead Independent Director's fee was set at CHF 50 000 for the period following 12 July 2023;
- the Audit Committee chair's fee was decreased from CHF 425 000 to CHF 300 000;
- the Investment Committee and the Finance and Risk Committee were dissolved and merged into the new Risk Committee, which covers the key activities of both previous committees. The resulting Risk Committee member's fee was set at CHF 75 000 (previously CHF 50 000 each for the Finance and Risk Committee and the Investment Committee member's fee).

## Fees information relevant for AGM 2023–AGM 2024 term of office

Due to the changes in the composition of the Board of Directors during the term of office between AGM 2023–AGM 2024, the fees for some members of the Board of Directors were pro-rated or adjusted accordingly. All changes are summarised below and are contained in the disclosure tables on the following pages:

- Sergio P. Ermotti stepped down from the Board of Directors as of 30 April 2023 and his fee was pro-rated for the period between the AGM 2023 and 30 April 2023 on the basis of a 25% work degree.
- Jacques de Vaucleroy held mandates as Vice Chairman, Lead Independent Director, chair of the Compensation Committee and member of the Governance and Nomination Committee between the AGM 2023 and 11 July 2023. The underlying fees including the base fee were pro-rated for the period between the AGM 2023 and 30 April 2023. Effective 1 May 2023, Jacques de Vaucleroy led the Board of Directors in his capacity as Vice Chairman and his fees were replaced with an ad-interim monthly fee of CHF 250 000 to account for the increased responsibility and time commitment.

## Board of Directors

Term of office: AGM 2023–AGM 2024

CHF millions

 9.2

Maximum aggregate amount approved

 7.5

Amount paid/granted

- Joerg Reinhardt became the Lead Independent Director effective 12 July 2023 with the underlying fee pro-rated for the period between 12 July 2023 and the AGM 2024.
- Jay Ralph became the chair of the Compensation Committee effective 12 July 2023 and his Compensation Committee member and chair fee were pro-rated for the respective periods.
- Pia Tischhauser waived all fees for the term of office between AGM 2023–AGM 2024 in line with the agreement between her and her current employer.

## Subsidiary boards

The majority of the board members at subsidiary level are Swiss Re executives who do not receive any additional compensation for their services in these roles. When a member of the Board of Directors also serves on the board of a subsidiary, the maximum aggregate compensation of the Board of Directors proposed to the AGM for approval also includes such subsidiary board fees.

## Say on pay

At the AGM 2023, shareholders approved a maximum aggregate amount of compensation of CHF 9.2 million for the members of the Board of Directors for the term of office from the AGM 2023 to the AGM 2024. The compensation paid to the 12 members of the Board of Directors, out of which 11 served a full term of office, from the AGM 2023 to the AGM 2024 was CHF 7.5 million and therefore within the approved amount.

Further details on the compensation for members of the Board of Directors are provided in the tables on the following page. Currency conversions are calculated using December 2023 year-to-date FX rates for 2023 and 2024 figures, and December 2022 year-to-date FX rates for 2022 figures, where relevant.

**(1) Individual Board compensation for the term of office between AGM 2023 and AGM 2024 (in CHF thousands, approved by AGM)**

Audited	Members of the Board of Directors	Base fees <sup>1</sup>	GNSC <sup>2</sup>	AC	CC	RC	LID	Subsidiary boards <sup>3</sup>	Total <sup>4</sup>	
	Sergio P. Ermotti, former Chairman, chair Governance and Nomination Committee <sup>5,6</sup>	44								44
	Jacques de Vaucleroy, Vice Chairman, chair Governance, Nomination and Sustainability Committee <sup>6</sup>	2 861	1		10		2	145	3 020	
	Joerg Reinhardt, member, Lead Independent Director <sup>6</sup>	225	30		50		38		343	
	Karen Gavan, member, chair Audit Committee	225	30	300	50			126	731	
	Vanessa Lau, member	225		75					300	
	Joachim Oechslin, member, chair Risk Committee	225	30			300			555	
	Deanna Ong, member	225		75	50			197	547	
	Jay Ralph, member, chair Compensation Committee <sup>6</sup>	225			163	75			463	
	Philip K. Ryan, member	225		75		75		270	645	
	Pia Tischhauser, member <sup>6</sup>	0				0		0	0	
	Sir Paul Tucker, member	225				75			300	
	Larry Zimpleman, member	225		75		75		126	501	
<b>Total compensation for the term of office from AGM 2023 to AGM 2024<sup>7</sup></b>									<b>7 464</b>	

GNSC = Governance, Nomination and Sustainability Committee; AC = Audit Committee; CC = Compensation Committee; RC = Risk Committee; LID = Lead Independent Director

- <sup>1</sup> Including Chairman fee, base fees for other Board members and ad-interim monthly fee as per footnote 6.
- <sup>2</sup> Governance and Nomination Committee became Governance, Nomination and Sustainability Committee as of 1 October 2023. No separate fee is set for GNSC chair.
- <sup>3</sup> Including subsidiary boards fees (converted at 2023 average exchange rates where applicable).
- <sup>4</sup> Excluding company contributions to social security systems paid by Swiss Re in line with applicable laws. Total figures might contain rounding differences.
- <sup>5</sup> Stepped down from the Board of Directors as of 30 April 2023.
- <sup>6</sup> Refer to section "Fees information relevant for AGM 2023–AGM 2024 term of office" on page 116 for further information.
- <sup>7</sup> Including an amount of approximately CHF 6 000 for minimal benefits and CHF 9 000 for employer pension contributions as mandatory under Swiss law.

**(2) Individual Board compensation for the reported financial years 2022 and 2023 (in CHF thousands)**

Audited	Members of the Board of Directors	Total 2022	Fees and allowances in cash	Fees in blocked shares	Total 2023
	Sergio P. Ermotti, former Chairman, chair Governance and Nomination Committee <sup>1,2</sup>	3 810	789	524	1 313
	Jacques de Vaucleroy, Vice Chairman, chair Governance, Nomination and Sustainability Committee <sup>2,3</sup>	706	1 446	834	2 280
	Joerg Reinhardt, member, Lead Independent Director <sup>2</sup>	306	199	132	331
	Renato Fassbind, former Vice Chairman, Lead Independent Director, chair Audit Committee <sup>4</sup>	846	171	114	285
	Karen Gavan, member, chair Audit Committee <sup>5</sup>	484	438	208	646
	Vanessa Lau, member <sup>6</sup>	n/a	121	80	201
	Joachim Oechslin, member, chair Risk Committee	493	338	225	563
	Deanna Ong, member <sup>7</sup>	459	388	140	528
	Jay Ralph, member, chair Compensation Committee <sup>2</sup>	335	260	167	427
	Philip K. Ryan, member <sup>5</sup>	720	490	147	637
	Pia Tischhauser, member <sup>2,6,8</sup>	n/a	0	0	0
	Sir Paul Tucker, member	325	185	123	308
Susan L. Wagner, former member, chair Investment Committee <sup>4</sup>	572	111	74	185	
Larry Zimpleman, member <sup>5</sup>	484	346	147	493	
<b>Total compensation for the reported financial years<sup>9</sup></b>	<b>9 540</b>	<b>5 282</b>	<b>2 915</b>	<b>8 197</b>	

- <sup>1</sup> Stepped down from the Board of Directors as of 30 April 2023.
- <sup>2</sup> Refer to section "Fees information relevant for AGM 2023–AGM 2024 term of office" on page 116 for further information.
- <sup>3</sup> Includes fees received for duties on the Board of Luxembourg Group companies from 1 January 2023 until 30 December 2023 paid in arrears on a quarterly basis.
- <sup>4</sup> Did not stand for re-election at the AGM of 12 April 2023.
- <sup>5</sup> Includes fees received for duties on the Board of US Group companies.
- <sup>6</sup> Elected to Swiss Re's Board of Directors at the AGM of 12 April 2023.
- <sup>7</sup> Includes fees received for duties on the Board of Singapore Group companies.
- <sup>8</sup> Includes fees received for duties on the Board of Luxembourg Group companies for 31 December 2023 that were waived by Pia Tischhauser in line with footnote 2.
- <sup>9</sup> Total figures might contain rounding differences. Compensation for the members of the Board of Directors includes fixed fees (cash and shares), minimal allowances and benefits. Also included are employer pension contributions as mandatory under Swiss law (CHF 11 611 in 2023 compared with CHF 18 019 in 2022). No sign-on or severance payments have been made. Amounts are gross and include social security contributions of the Board member. Additionally and not included are company contributions to social security systems paid by Swiss Re in line with applicable laws (CHF 286 121 in 2023 compared with CHF 433 574 in 2022). For Board members domiciled outside of Switzerland, company social security contributions are refunded if bilateral social security agreements between Switzerland and the country of domicile apply and provide for such a refund.

No loans or credits were granted to current or former members of the Board of Directors or their related parties in 2023 and no loans or credits were outstanding as of 31 December 2023. During 2023, no compensation related to any individual's former activity as a member of the Board of Directors was paid to such individual who resigned from the Board of Directors prior to the reporting year 2023. Any payments to former members of the Board of Directors during 2022 were disclosed in the 2022 Compensation Report. Disclosure on compensation in 2023 covers members of the Board of Directors and includes related parties to the extent applicable (spouses, partners, children and other dependents or closely linked persons). In 2023, no compensation was paid to any related party.

### Share-based compensation of the members of the Board of Directors

	2022		2023	
	Fees in blocked shares <sup>1</sup> (CHF thousands)	Number of shares <sup>2</sup>	Fees in blocked shares <sup>1</sup> (CHF thousands)	Number of shares <sup>2</sup>
Members of the Board of Directors				
Sergio P. Ermotti, former Chairman, chair Governance and Nomination Committee <sup>3,4</sup>	1 520	18 197	524	6 377
Jacques de Vaucleroy, Vice Chairman, chair Governance, Nomination and Sustainability Committee <sup>4</sup>	202	2 419	834	9 569
Joerg Reinhardt, member, Lead Independent Director <sup>4</sup>	122	1 461	132	1 539
Renato Fassbind, former Vice Chairman, Lead Independent Director, chair Audit Committee <sup>5</sup>	338	4 048	114	1 389
Karen Gavan, member, chair Audit Committee	140	1 676	208	2 411
Vanessa Lau, member <sup>6</sup>	n/a	n/a	80	914
Joachim Oechslin, member, chair Risk Committee	197	2 369	225	2 624
Deanna Ong, member	133	1 599	140	1 635
Jay Ralph, member, chair Compensation Committee <sup>4</sup>	130	1 557	167	1 938
Philip K. Ryan, member	173	2 061	147	1 711
Pia Tischhauser, member <sup>4,6</sup>	n/a	n/a	0	0
Sir Paul Tucker, member	130	1 557	123	1 442
Susan L. Wagner, former member, chair Investment Committee <sup>5</sup>	229	2 735	74	902
Larry Zimpleman, member	140	1 676	147	1 711
<b>Total<sup>7</sup></b>	<b>3 454</b>	<b>41 355</b>	<b>2 915</b>	<b>34 162</b>

<sup>1</sup> Represents the portion (40%) of the total fees for the members of the Board of Directors that is delivered in Swiss Re Ltd shares, with a four-year blocking period.

<sup>2</sup> The number of shares is calculated by dividing the portion (40%) of the total fees with the average closing price of the shares on the SIX Swiss Exchange during the ten trading days preceding the AGM less the amount of any dividend resolved by such AGM.

<sup>3</sup> Stepped down from the Board of Directors as of 30 April 2023.

<sup>4</sup> Refer to section "Fees information relevant for AGM 2023–AGM 2024 term of office" on page 116 for further information.

<sup>5</sup> Did not stand for re-election at the AGM of 12 April 2023.

<sup>6</sup> Elected to Swiss Re's Board of Directors at the AGM of 12 April 2023.

<sup>7</sup> Total figures might contain rounding differences.

### Vested options

For the years ended 31 December 2022 and 2023, the members of the Board of Directors did not hold any vested options granted or allocated by Swiss Re.

### Shares held by members of the Board of Directors

The following table reflects Swiss Re share ownership by members of the Board of Directors as of 31 December:

	2022	2023
Members of the Board of Directors		
Sergio P. Ermotti, former Chairman, chair Governance and Nomination Committee <sup>1,2</sup>	31 203	n/a
Jacques de Vaucleroy, Vice Chairman, chair Governance, Nomination and Sustainability Committee <sup>2</sup>	12 465	22 034
Joerg Reinhardt, member, Lead Independent Director <sup>2</sup>	30 292	31 831
Renato Fassbind, former Vice Chairman, Lead Independent Director, chair Audit Committee <sup>3</sup>	43 703	n/a
Karen Gavan, member, chair Audit Committee <sup>4</sup>	8 020	10 431
Vanessa Lau, member <sup>5</sup>	n/a	914
Joachim Oechslin, member, chair Risk Committee	5 264	7 888
Deanna Ong, member	4 271	5 906
Jay Ralph, member, chair Compensation Committee <sup>2</sup>	8 139	10 077
Philip K. Ryan, member	23 944	25 655
Pia Tischhauser, member <sup>2,5</sup>	n/a	0
Sir Paul Tucker, member	10 314	11 756
Susan L. Wagner, former member, chair Investment Committee <sup>3</sup>	22 897	n/a
Larry Zimpleman, member	7 178	8 889
<b>Total</b>	<b>207 690</b>	<b>135 381</b>

<sup>1</sup> Stepped down from the Board of Directors as of 30 April 2023 and held at that time 37 580 shares (including the shares allocated by Swiss Re to him for the period 1 January 2023 until 30 April 2023).

<sup>2</sup> Refer to section "Fees information relevant for AGM 2023–AGM 2024 term of office" on page 116 for further information.

<sup>3</sup> Did not stand for re-election at the AGM of 12 April 2023.

<sup>4</sup> Shareholdings include 2 500 American Depository Receipts, equivalent to 625 shares.

<sup>5</sup> Elected to Swiss Re's Board of Directors at the AGM of 12 April 2023.



# Group EC compensation

## Compensation framework for the Group EC

The objective of compensating members of the Group EC is to attract, motivate and retain individuals who are highly capable of driving Swiss Re's success and shareholder value creation. Their compensation follows the same philosophy as the Swiss Re compensation framework for all employees, enabling success by:



Ensuring pay for performance by aligning compensation to risk-adjusted long-term business results.



Having well-balanced fixed, short-term variable and long-term variable compensation elements.



Stock ownership guidelines exposing part of Group EC members' personal wealth to similar risks as borne by shareholders.

The key compensation elements are outlined in the table below.

	<b>Annual base salary and benefits</b>	<b>Annual Performance Incentive (API)</b>	<b>Deferred Share Plan (DSP)</b>	<b>Leadership Share Plan (LSP)</b>
<b>Purpose</b>	Attract and retain	Incentivise annual business and individual performance	Encourage sustainable performance	Align with shareholders, incentivise long-term value creation
<b>Mechanism</b>	Cash salary and market-practice benefits	Cash payment	Deferral of a portion of API settled in share units	Annual award <sup>1</sup> of Performance Share Units (PSUs), settled in shares after vesting period
<b>Performance measures</b>	Role, responsibilities, individual experience and skill set	Business and individual targets	No performance conditions	Return on (adjusted) Equity and relative Total Shareholder Return
<b>Threshold and maximum opportunity</b>	Fixed	0–200% of target, capped at three times annual base salary	100% of share units granted	0–150% of PSUs
<b>Performance period</b>	1 year	1 year	3 years	5 years (3-year vesting period and 2-year holding period)

<sup>1</sup> The individual grant level for each Group EC member is based on the scope and market value of the role. The amount is capped at two times annual base salary for the Group CEO and 1.5 times annual base salary for other Group EC members.

Group EC members' performance drives the allocation of the above-mentioned variable compensation elements as set out on page 121 for the Group CEO and on page 124 for the Group EC. The ratio of fixed to variable compensation is provided on page 109. Further details on the globally implemented compensation framework are provided in the section Group compensation framework, 2023 outcomes and 2024 changes.

## Stock ownership guidelines

To ensure long-term alignment with shareholder interests, key executives are required to hold Swiss Re stock. The stock ownership guidelines define the following target ownership levels by role:

- Group CEO: five times annual base salary.
- Other Group EC members: two times annual base salary.
- Other key senior executives: one time annual base salary.

The target has to be achieved within five years. All vested shares that are owned directly or indirectly by the relevant individual and related parties as well as share units not subject to performance conditions granted to the relevant individual count towards the requirements under the stock ownership guidelines. Compliance is reviewed on an annual basis and the findings are reported to the Compensation Committee, which decides on appropriate actions as needed. During the 2023 assessment, all Group EC members fulfilled the applicable stock ownership guidelines.

As Swiss Re believes that a meaningful stock ownership position is essential for alignment with the interests of shareholders, restrictions on cash payouts may apply in case of non-compliance.

### Benchmarking

An annual review of the compensation of the Group EC relative to a group of reference companies (ie peer group) is conducted to ensure that market competitiveness is maintained. This peer group is regularly reviewed by the Compensation Committee to ensure its relevance. The 2023 peer group consists of the following globally active primary insurance and reinsurance firms: Allianz SE, American International Group Inc, Aviva PLC, AXA SA, Chubb Limited, Everest Re Group, Hannover Rueck SE, Manulife Financial Corporation, Muenchener Rueckversicherungs-Gesellschaft AG, Reinsurance Group of America Inc, Renaissance Re Holding Ltd, SCOR SE and Zurich Insurance Group Ltd.

### Employment conditions and clauses on changes of control

The Group EC members, including the Group CEO, have open-ended employment agreements with notice periods of 12 months for termination by either the company or the individual. Their employment agreements comply with the Swiss Code of Obligations. They do not contain severance clauses, any special provisions on the cancellation of contractual arrangements, agreements concerning special notice periods, waivers of lock-up periods for options, shorter vesting periods, additional contributions to pension funds or any other provisions protecting against changes of control (“golden parachutes”).

Group EC members are covered by the Group’s standard defined contribution pension plans. Information on the mandates of the Board of Directors and the employment contracts of the executive management is provided in the Corporate Governance Report on page 100.

In the event of a change of control, the rights of members of the Group EC are identical to those of all other employees as governed by VAI, DSP and LSP plan rules. Specifically, the Board of Directors may decide at its discretion on the continuation, acceleration, amendment or removal of any vesting, blocking or exercise conditions for the payment or grant of deferred compensation. It may also decide to replace any DSP or LSP award with shares of the entity assuming control. In addition, it may apply any other measure which it considers equitable and reasonable, provided this does not constitute impermissible compensation pursuant to the Swiss Code of Obligations. Should the Board of Directors decide to accelerate vesting, performance factors will generally be based on the latest performance estimates available. Information on the quantitative impact of vested shares is provided in the Corporate Governance Report on page 77.

### Compensation for the highest-paid member of the Group EC

The table below shows the compensation paid to Christian Mumenthaler, Group CEO. Further details on the Group CEO’s performance assessment and compensation outcomes are provided in the Group CEO scorecard on the next page.

Audited	CHF thousands	2022	2023
	Base salary	1 500	1 500
	Allowances <sup>1</sup>	34	34
	Funding of pension benefits <sup>2</sup>	223	228
	<b>Total fixed compensation</b>	<b>1 757</b>	<b>1 762</b>
	Cash Annual Performance Incentive <sup>3</sup>	713	1 400
	Deferred Share Plan <sup>3</sup>	713	1 400
	Leadership Share Plan <sup>4</sup>	3 000	3 000
	<b>Total variable compensation</b>	<b>4 426</b>	<b>5 800</b>
	<b>Total compensation<sup>5</sup></b>	<b>6 183</b>	<b>7 562</b>

<sup>1</sup> Benefits or allowances paid in cash. Includes healthcare and accident insurance benefits, lump sum expenses, transportation, and child and similar allowances.

<sup>2</sup> Swiss Re’s Pension Fund amended its regulations with effect from 1 January 2019, including some adjustments to the benefits provided to insureds in Switzerland. In consideration of those amendments (which apply to the Group CEO and Group EC members insured in Switzerland as well as all other employees insured in Switzerland), the figures disclosed for 2022 and 2023 include higher employer pension contributions and contributions to mitigate the effects of lower conversion rates.

<sup>3</sup> For 2023, subject to shareholder approval at the AGM 2024. For 2022, as part of the aggregate amount of short-term variable compensation approved by the shareholders at the AGM 2023.

<sup>4</sup> Disclosure reflects all awards for a reporting year, ie the 2023 value reflects the allocation value of LSP awards granted in April 2023 and the 2022 value reflects the allocation value of LSP awards granted in April 2022. Any awards granted during the respective year and then forfeited at a later point in that same year are not included.

<sup>5</sup> Amounts are gross before deduction of employee social security contributions. Additionally and not included are company contributions to social security systems paid by Swiss Re in line with applicable laws, which amounted to CHF 230 744 in 2023 and CHF 265 886 in 2022.

## Group CEO performance assessment and compensation

### Performance assessment process

The Board of Directors sets the Group CEO's discretionary API against financial and qualitative KPIs, which are set at the beginning of the financial year. KPIs are designed to support the long-term business strategy and drive sustainable performance across the Swiss Re Group. The Group CEO's API is capped at two times Target API and additionally at three times annual base salary.

### Financial performance (weighted 70%)

2023 KPIs	Target/ guidance	Threshold	Maximum	Achieved	Weight	Achievement in %
Net income	3.0bn	1.0	5.0	<b>3.2bn</b>	35%	111%
ENW growth per share	10%	0.0%	20.0%	<b>10.8%</b>	20%	108%
Net income L&H Reinsurance	900m	600m	1 350m	<b>976m</b>	15%	100%
Reported combined ratio P&C Reinsurance	<95%	100.0%	90.0%	<b>94.8%</b>	15%	104%
Reported combined ratio Corporate Solutions	<94%	99.0%	89.0%	<b>91.7%</b>	15%	146%
<b>Financial performance achievement</b>	<b>112.8%</b> (minimum 0%, maximum 200%)					

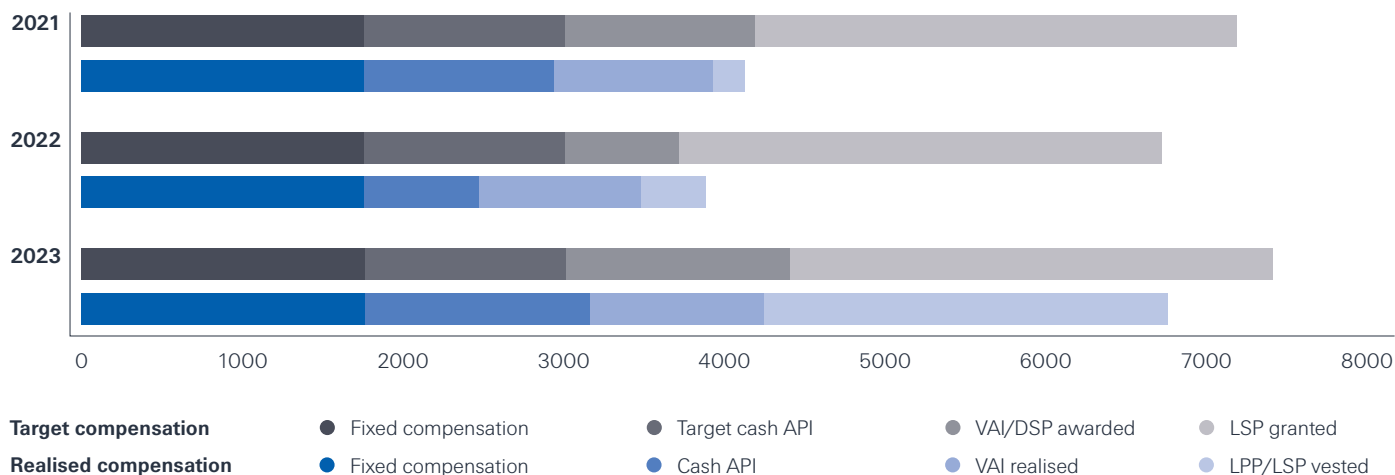
### Qualitative performance (weighted 30%)

2023 KPIs	Assessment and key highlights
Strategic priorities (15% weight) <b>100%</b>	<p>In 2023, the Group CEO was instrumental in the preparation and successful implementation of the new organisational structure, which came into effect in April and was completed without disruptions to client relationships or operations. These changes resulted in a significant simplification and delayering of the organisation, bringing us closer to clients to serve them better. This was also supported by the Group CEO's unabated client centricity, which was again reflected in the very strong scores received in independent client surveys.</p> <p>At the same time, the focus on underwriting discipline and profitable growth has been re-emphasised through the reorganisation, reflected in the P&amp;C renewals during the year and the overall financial results. The Group CEO also oversaw the smooth transition to the new Chief Investment Officer. Furthermore, he exercised diligent cost discipline in an inflationary environment.</p> <p>iptiQ continued to grow its business in 2023, increasing its in-force policies to 2.7 million from 2.2 million in the previous year, but still reported a significant negative result. The expansion of the Reinsurance Solutions division and of Corporate Solutions' differentiated offering to corporate clients are progressing. All of these areas will require continued attention from the Group CEO.</p> <p>The foundation for the transition from US GAAP to IFRS has been established, despite various technological and data challenges. This transition, which will be beneficial to our earnings and balance sheet strength, remains a key focus area.</p>
ESG (15% weight) <b>120%</b>	<p>The Group CEO continued his strong personal engagement on sustainability and further enhanced Swiss Re's profile as a prominent participant in public discussions, particularly in key focus areas such as the net-zero transition and societal resilience. He oversaw progress towards Swiss Re's net-zero commitments, including carbon intensity reductions on the assets side, and the publication of new carbon targets for select single risk portfolios on the liabilities side. In 2023, the Group met the reduction target for absolute greenhouse gas (GHG) emissions from business air travel compared with the 2018 reference year, even though travel restrictions stemming from the pandemic were lifted globally.</p> <p>In an increasingly complex and controversial environment, the Group delivered against the 2023 targets and ambitions as defined in the Group Sustainability Report. Externally, Swiss Re is recognised as a leading re/insurer across ESG dimensions as reflected in the MSCI AAA rating and in the Sustainalytics ESG Risk Rating (7th percentile within the insurance industry).</p> <p>The Group CEO further advanced gender balance for senior management, and the representation of women in the Group EC increased from 15% to 27%.</p>
<b>Qualitative performance achievement</b>	<b>110.0%</b> (minimum 0%, maximum 200%)
<b>Individual scorecard factor</b>	<b>1.12</b> Based on 70% weighting for financial performance achievements and 30% weighting for qualitative performance achievements.
<b>Resulting API for the Group CEO</b>	<b>CHF 2 800 000</b> Calculated by multiplying the Target API of CHF 2 500 000 with the individual scorecard factor, rounded up to the next five thousand.

### Pay for performance: Group CEO realised compensation

The chart below shows the realised compensation for Christian Mumenthaler, Group CEO, against his target compensation.

CHF thousands



CHF thousands	Target				Realised					
	Fixed compensation	Target cash API <sup>1</sup>	VAI/DSP awarded <sup>2</sup>	LSP granted	Total	Fixed compensation	Cash API <sup>3</sup>	VAI realised	LPP/LSP vested <sup>4</sup>	Total
2021	1 757	1 250	1 183	3 000	<b>7 190</b>	1 757	1 183	989	195	<b>4 124</b>
2022	1 757	1 250	713	3 000	<b>6 720</b>	1 757	713	1 009	406	<b>3 885</b>
2023	1 762	1 250	1 400	3 000	<b>7 412</b>	1 762	1 400	1 083	2 518	<b>6 763</b>

<sup>1</sup> 50% of the Group CEO's total Target API for the respective year (ie the portion that is not subject to deferral).

<sup>2</sup> Actual VAI/DSP awarded for the respective year (50% of realised cash API). For 2023, subject to shareholder approval at the AGM 2024.

<sup>3</sup> For 2023, subject to shareholder approval at the AGM 2024.

<sup>4</sup> For 2023, the realised value is estimated based on the closing share price at year-end 2023 (CHF 94.56) since vesting will occur after the publication of this report. Prior-year figures have been restated to reflect the actual realised value based on the share price vesting.

**Say on pay**

At the AGM 2022, shareholders approved a prospective maximum aggregate amount of CHF 36.5 million for fixed compensation and variable long-term compensation for the financial year 2023 for the members of the Group EC. The amount of CHF 28.8 million paid and effectively granted to the Group EC members during the financial year 2023 consists of:

- CHF 14.6 million fixed compensation;
- CHF 12.8 million variable-long term compensation; and
- CHF 1.4 million for compensation due to members leaving.

It includes compensation and associated costs in relation to the period in a Group EC position for one individual who joined the Group EC during the year. In the course of 2023, the number of Group EC roles decreased from 13 to 11 following the reorganisation of the Group. These changes were not known at the time of the AGM 2022. Details are provided in the table below.

The 2023 figures cover payments to 14 individuals who held a Group EC position at any point in 2023 (including the Group CEO), of whom ten were active on the Group EC for the full year. The 2022 figures cover payments to 14 individuals who held a Group EC position at any point in 2022 (including the Group CEO), of whom 12 were active on the Group EC for the full year.

The figures include legally or contractually required payments to individuals who stepped down from the Group EC during the respective year; no severance payments were made. For 2023, the amount of compensation due to members leaving relates primarily to company commitments for tax-related services and to allowances in connection with the international assignment of the individual stepping down from the Group EC.

**Group EC compensation**

Financial year 2023

CHF millions

**36.5**

Maximum aggregate amount approved for fixed compensation and variable long-term compensation

**28.8**

Amount paid/granted

**Compensation for members of the Group EC including the Group CEO**

	14 members 2022	14 members 2023
CHF thousands <sup>1</sup>		
Base salaries	12 087	11 043
Allowances <sup>2</sup>	1 908	1 158
Funding of pension benefits <sup>3</sup>	2 632	2 426
<b>Total fixed compensation<sup>4</sup></b>	<b>16 627</b>	<b>14 627</b>
Cash Annual Performance Incentive <sup>5</sup>	4 988	8 089
Deferred Share Plan <sup>5</sup>	4 211	6 873
Leadership Share Plan <sup>6</sup>	14 025	12 806
<b>Total variable compensation</b>	<b>23 224</b>	<b>27 768</b>
<b>Total fixed and variable compensation</b>	<b>39 851</b>	<b>42 395</b>
Compensation due to members leaving <sup>7</sup>	2 771	1 384
<b>Total compensation<sup>8</sup></b>	<b>42 622</b>	<b>43 779</b>

Audited

<sup>1</sup> Foreign currency conversions calculated using December 2023 year-to-date FX rates for 2023 figures and December 2022 year-to-date FX rates for 2022 figures (where relevant).

<sup>2</sup> Benefits or allowances, eg housing, schooling, lump sum expenses, relocation expenses and taxes, child and similar allowances. Also included is an amount of CHF 46 256 for 524 matching shares received by Group EC members participating in Swiss Re's Global Share Participation Plan in 2023 (in 2022 CHF 31 051 for 255 matching shares).

<sup>3</sup> Swiss Re's Pension Fund amended its regulations with effect from 1 January 2019, including some adjustments to the benefits provided to insureds in Switzerland. In consideration of those amendments (which apply both to Group EC members insured in Switzerland and all other employees insured in Switzerland), the figures disclosed for 2022 and 2023 include higher employer pension contributions and contributions to mitigate the effects of lower conversion rates.

<sup>4</sup> Covers payments reflecting the time in the role as Group EC member.

<sup>5</sup> For 2023, subject to shareholder approval at the AGM 2024. For 2022, based on shareholders' approval at the AGM 2023 of the aggregate amount of short-term variable compensation. Disclosure includes pro-rata payments in relation to the active period on the Group EC for individuals who joined or left the Group EC.

<sup>6</sup> Disclosure reflects all awards for a reporting year, ie the 2023 value reflects the allocation value of LSP awards granted in April 2023 and the 2022 value reflects the allocation value of LSP awards granted in April 2022. Any awards granted during the respective year and then forfeited at a later point in that same year are not included.

<sup>7</sup> For individuals leaving the Group EC during the reporting period, this only covers legally or contractually required payments for the period when the individual was no longer in the Group EC position (eg base salary when on garden leave). The amount, both for 2023 and 2022 respectively, relates primarily to company commitments for tax-related services and to allowances in connection with the international assignment of the individual stepping down from the Group EC. No severance payments were made.

<sup>8</sup> Amounts are gross before deduction of employee social security contributions. Additionally and not included are company contributions to social security systems paid by Swiss Re in line with applicable laws, which amounted to CHF 1 794 072 in 2023 and CHF 2 063 738 in 2022.

**Group EC performance assessment and compensation**

The performance of each Group EC member is generally assessed by means of an individual scorecard comprising a set of quantitative and qualitative KPIs. These KPIs are typically agreed at the beginning of the performance year and are derived from the Group’s strategy and the Group CEO’s objectives.

As of performance year 2023, the Group EC members’ performance assessment approach has been further aligned with that of the Group CEO: all five Group financial KPIs as well as the key qualitative areas

Strategic initiatives and ESG overlap to underpin their shared accountability for the Group’s results. More information can be found in the table below.

The individual scorecard is the starting point for the individual Group EC members’ API determination, thereby directly impacting the Group EC members’ total compensation. The Group CEO retains discretion to adjust any of the factors of the individual scorecard if warranted, for instance to account for the individual’s contribution, behaviour or special circumstances such as individuals joining/ leaving the Group EC or changing

responsibilities. The API amount is capped at two times Target API with an additional cap of three times base salary for Group EC members.

The Compensation Committee subsequently reviews the effectiveness of the Group’s performance management process and challenges compensation proposals for the Group EC members. The assessment with the proposed API amount for each Group EC member is approved by the Board of Directors.

**Group EC scorecard structure for determining discretionary API**

Factor	% of API opportunity		
	Business Unit	Group Function	KPIs
<b>Group financial factor</b>	35%	50%	Same KPIs and weightings as the Group CEO financial factor: <ul style="list-style-type: none"> <li>• Net income – 35%</li> <li>• ENW per share growth – 20%</li> <li>• Net income L&amp;H Re – 15%</li> <li>• Reported CR P&amp;C Re – 15%</li> <li>• Reported CR CorSo – 15%</li> </ul>
<b>Business Unit financial factor</b>	35%	0%	For Business Units, unit-specific financial KPIs are considered
<b>Qualitative factor</b>	30%	50%	Several KPIs are defined with priority on: <ul style="list-style-type: none"> <li>• Strategic initiatives</li> <li>• ESG</li> <li>• Individual goal for each Group EC member</li> </ul>

**Group EC performance outcomes**

A key focus for the Group EC was to drive and successfully complete the reorganisation without disruption, leading to significant reductions in managing director positions, reduction in committee time at the executive level and cost savings. Another key priority was maintaining the focus on strong underwriting quality in the aftermath of hurricane Ian and continued challenges from social inflation in US liability. The Group EC continued to drive preparations to adopt IFRS as its reporting framework as of 1 January 2024 with key decisions for transition and future steering assessed and decided throughout the year. In terms of financial performance, 2023 was a strong year in which the Group managed to achieve all its external targets (US GAAP and EVM).

**2023 aggregate amount of Group EC variable short-term compensation**

For 2023, the Group EC target API pool (pro-rata amount in relation to the active period on the Group EC, including the Group CEO) amounted to CHF 14.7 million compared with CHF 15.2 million in 2022. The decrease is primarily due to one Group EC member leaving, who forfeited the API in line with the applicable termination provisions and the gradual decrease of Group EC roles from 13 to 11 in the course of 2023. For the Group CEO, the Target API was CHF 2.5 million (no change compared with 2022).

The proposed total API amount (including DSP) for 2023 for the Group EC (including the Group CEO) is CHF 15.0 million (subject to shareholder approval at the AGM 2024) and includes pro-rata payments in relation

to the active period on the Group EC for individuals who joined or left the Group EC in 2023. This represents an increase of CHF 5.8 million compared with the approved total 2022 API amount (including DSP) of CHF 9.2 million for the Group EC. The increase is primarily attributable to strong financial performance in 2023 as the Group achieved all its external targets. This is also reflected in the higher Group Business Performance Factor (1.10 in 2023 compared with 0.68 in 2022).

After carefully considering the performance of the Group EC in 2023, the Compensation Committee and the Board of Directors concluded that the proposed amount is proportionate given the overall achievements of the Swiss Re Group and the business environment, and is in alignment with shareholder interests.

### Additional information on Group EC compensation

Audited	<b>Other payments</b>	No payments (or waivers of claims) other than those set out in this section (Group EC compensation) were made to current members of the Group EC or persons closely related.
	<b>Pension schemes</b>	Each member of the Group EC, including the Group CEO, participates in a defined contribution pension scheme. The funding of pension benefits shown in the disclosures reflects the actual employer contributions.
	<b>Related parties transactions</b>	Disclosure on compensation in 2023 covers members of the Group EC and includes related parties to the extent applicable (spouses, partners, children and other dependents or closely linked persons). In 2023, no compensation was paid to any related party.
	<b>Loans and credits</b>	As per Article 27 of the Articles of Association, credits and loans to members of the Group EC may be granted at employee conditions applicable for the Swiss Re Group, with a cap on the total amount of such credits and loans outstanding per member (currently CHF 3.0 million per member of the Group EC). No credits, loans or mortgages were granted to current or former members of the Group EC or their related parties in 2023.
	<b>Payments to former Group EC members</b>	During 2023, payments in the total amount of CHF 0.21 million were made to nine former members of the Group EC who stepped down before the reporting year 2023. This amount is made up of legally or contractually required payments for the period when the individual was no longer in the Group EC position, such as company contributions payable by Swiss Re to governmental social security systems in line with applicable laws, matching shares awarded in the context of outstanding Global Share Participation Plan cycles, risk benefits and company commitments for tax-related services in line with contractual obligations.
	<b>Value of awards granted</b>	For US GAAP and statutory reporting purposes, VAI, DSP and LSP awards are accrued over the period during which they are earned. For the purpose of the disclosure required in this Compensation Report, the value of awards granted is included as compensation in the year of performance for the years 2022 and 2023, respectively.

### Shares held by members of the Group EC

The following table reflects Swiss Re share ownership by members of the Group EC as of 31 December:

Audited	Members of the Group EC	2022	2023
	Christian Mumenthaler, Group Chief Executive Officer	95 631	99 961
	Urs Baertschi, CEO Property & Casualty Reinsurance	5 391	7 091
	Andreas Berger, CEO Corporate Solutions	1 072	2 524
	John R. Dacey, Group Chief Financial Officer	40 386	42 921
	Cathy Desquesses, Group CHRO & Head Corporate Services	3 269	7 525
	Guido Fürer, former Group Chief Investment Officer <sup>1</sup>	66 274	n/a
	Hermann Geiger, Group Chief Legal Officer	54 127	56 012
	Jonathan Isherwood, former CEO Reinsurance Americas <sup>2</sup>	56 935	n/a
	Pravina Ladva, Group Chief Digital & Technology Officer	1 210	1 382
	Thierry Léger, former Group Chief Underwriting Officer <sup>3</sup>	66 000	n/a
	Paul Murray, CEO Life & Health Reinsurance <sup>4</sup>	10 447	12 524
	Moses Ojisekhoba, CEO Global Clients & Solutions	48 110	50 709
	Velina Peneva, Group Chief Investment Officer	n/a	1 640
	Patrick Raaflaub, Group Chief Risk Officer	33 720	35 886
	<b>Total</b>	<b>482 572</b>	<b>318 175</b>

<sup>1</sup> The number of shares held on 31 March 2023 when Guido Fürer stepped down from the Group EC was 66 274.

<sup>2</sup> The number of shares held on 30 September 2023 when Jonathan Isherwood stepped down from the Group EC was 58 371.

<sup>3</sup> The number of shares held on 26 January 2023 when Thierry Léger stepped down from the Group EC was 66 000.

<sup>4</sup> The figures for both 2023 and 2022 include 1 373 shares held by a related party.

### Vested options

For the years ended 31 December 2022 and 2023, the members of the Group EC did not hold any vested options granted or allocated by Swiss Re.

### DSP and LPP/LSP units held by members of the Group EC

The following table reflects total unvested DSP, LPP and LSP units (PSUs and SUs) held by members of the Group EC as of 31 December:

Audited	Members of the Group EC	2022	2023
	Christian Mumenthaler, Group Chief Executive Officer	120 723	133 800
	Urs Baertschi, CEO Property & Casualty Reinsurance	33 201	38 972
	Andreas Berger, CEO Corporate Solutions	45 407	52 754
	John R. Dacey, Group Chief Financial Officer	45 267	44 958
	Cathy Desquesses, Group CHRO & Head Corporate Services	14 686	24 739
	Guido Fürer, former Group Chief Investment Officer	57 405	n/a
	Hermann Geiger, Group Chief Legal Officer	31 687	32 895
	Jonathan Isherwood, former CEO Reinsurance Americas	35 085	n/a
	Pravina Ladva, Group Chief Digital & Technology Officer	14 459	21 429
	Thierry Léger, former Group Chief Underwriting Officer	52 435	n/a
	Paul Murray, CEO Life & Health Reinsurance	26 889	30 762
	Moses Ojisekhoba, CEO Global Clients & Solutions	54 319	54 655
	Velina Peneva, Group Chief Investment Officer	n/a	19 087
	Patrick Raaflaub, Group Chief Risk Officer	45 267	45 495
	<b>Total</b>	<b>576 830</b>	<b>499 546</b>

# Group compensation framework, 2023 outcomes and 2024 changes

## Base salary and benefits

Base salary is the fixed compensation paid to employees for carrying out their role and is established based on the following factors:

- Scope and responsibilities of the role and qualifications required.
- Market value of the role in the location in which Swiss Re competes for talent.
- Skills and expertise of the individual.

Alongside the base salary, Swiss Re aims to provide employee benefits that are designed and implemented under a global framework.

The key objectives of Swiss Re’s benefits packages are to:

- Be competitive in the markets where Swiss Re competes for talent.
- Provide a degree of financial resilience for employees as it relates to pension, health matters, disability and death.
- Connect with Swiss Re values and enhance engagement.

Forfeiture provisions apply in line with local market practice in certain benefit plans (eg common forfeiture provisions in retirement savings plans).

## Annual bonus: API

### Purpose

The Annual Performance Incentive (API) is a discretionary, variable component of compensation. Combined with the base salary, it provides competitive total cash compensation for achievements against both business and individual performance targets and for the demonstration of desired behaviours.

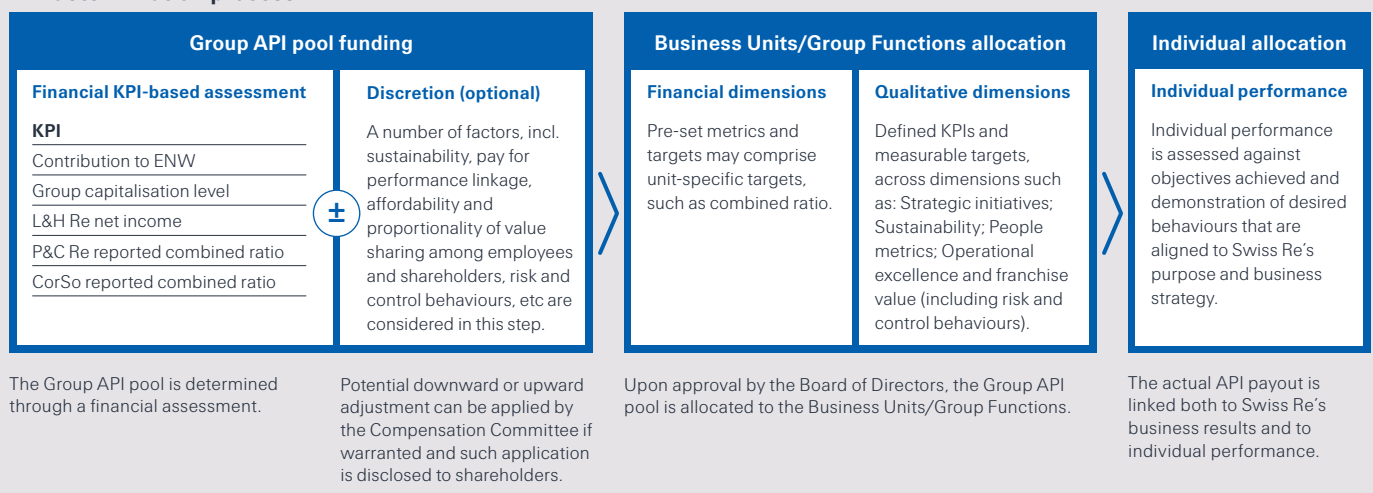
Swiss Re’s API pool is funded based on financial performance outcomes, which strengthens the link between pay and performance. The financial performance assessment considers five financial Key Performance Indicators (KPIs) with Contribution to ENW and Capitalisation level as Group targets complemented by three segment targets. The KPIs are

reviewed on an annual basis. The resulting Group Business Performance Factor (BPF) is calculated through a financial model with the achievement being capped to avoid a disproportionate pool.

The Compensation Committee can apply discretion (eg to protect the franchise or ensure affordability) to make an upward or downward adjustment to the Group API pool recommended for approval to the Board of Directors. If discretion is applied, this is disclosed.

Based on the respective financial and qualitative performance, the Group CEO then splits the Group API pool into pools for each Business Unit/Group Function, an aggregate pool for the Group EC and one for other key executives. Such assessment considers dimensions aligned with Swiss Re’s priorities, including unit-specific financial metrics, risk and control behaviours and sustainability/ESG targets.

## API determination process





The API for each employee is determined based on their Target API, individual performance and performance of the Business Unit/Group Function the employee belongs to. Individual performance is assessed against individual goals and Swiss Re’s behaviour expectations and corporate values, all aligned to Swiss Re’s business strategy. Swiss Re’s “leadership from every seat” philosophy, as part of which desired behaviours are clearly articulated, is embedded in the continuous performance management and feedback discussions. This allows for forward-looking conversations that foster real-time improvement and adaptation to business needs. Herewith, Swiss Re ensures robust performance differentiation and transparent pay for performance. When the total API level for an employee equals or exceeds a pre-defined amount, a portion is deferred into the Deferred Share Plan (DSP). The non-deferred portion is settled in immediate cash (cash API).

**Limitations to avoid excessive payouts**

API awards to individuals are capped at two times Target API. For Group EC members an additional cap of three times annual base salary is applied. Both the Group API pool as well as an individual API can be reduced to zero. Forfeiture of unsettled awards and clawback provisions for settled awards apply in a range of events, enabling Swiss Re to seek repayment where appropriate. Examples of such events are acts which can be considered as malfeasance, fraud or misconduct.

**2023 API outcomes**

2023 was a successful year, characterised by improved price adequacy in the property and casualty business and the higher interest rate environment. The main performance outcomes include:

- Contribution to ENW was at 10.3%, reflecting strong new business performance from P&C Re, L&H Re and Corporate Solutions as well as a good investment result. This was partially offset by a loss from previous years’ business, driven primarily by L&H Re due to assumption updates and adverse experience.

- Swiss Re’s capital position remained very strong, with the Group Swiss Solvency Test (SST) ratio of 306% above the 200–250% target range performance, reflecting increased interest rates as well as good investment and underwriting results.
- L&H Re reported a net income of USD 976 million for 2023, above the targeted net income of USD 900 million. The underlying result benefitted from active in-force portfolio management and a strong investment result which offset elevated mortality claims in the US.
- P&C Re’s reported combined ratio of 94.8% delivered against its target of less than 95%, primarily driven by a resilient underwriting performance and disciplined renewals. Strong margins and positive reserve developments in property and speciality lines helped offset the adverse impact of the casualty business. Large natural catastrophe claims remained below the full-year budget.
- Corporate Solutions’ combined ratio was 91.7%, outperforming the external target of less than 94%, reflecting a steadily improved portfolio resilience driven by disciplined underwriting and portfolio steering.

Next to financial achievements driving the funding, the proposed Group BPF was also evaluated in the broader context, including affordability, proportionality of value sharing, risk and control behaviours, sustainability/ ESG and other qualitative dimensions, as relevant. The Board of Directors applied no upward or downward discretion and approved the Group BPF of 1.10.

**Deferred compensation: DSP**

**Purpose**

The Deferred Share Plan (DSP) is a mandatory three-year deferral of a portion of the API when the total API amount for an employee equals or exceeds the threshold. The higher the API granted, the greater the amount of compensation that remains at risk through deferral into the DSP as shown in the table below.

The DSP supports Swiss Re’s performance culture, as the ultimate value of the deferred variable compensation depends on Swiss Re’s future performance and value creation reflected in Swiss Re’s share price.

**Portion of API that is deferred into the DSP**

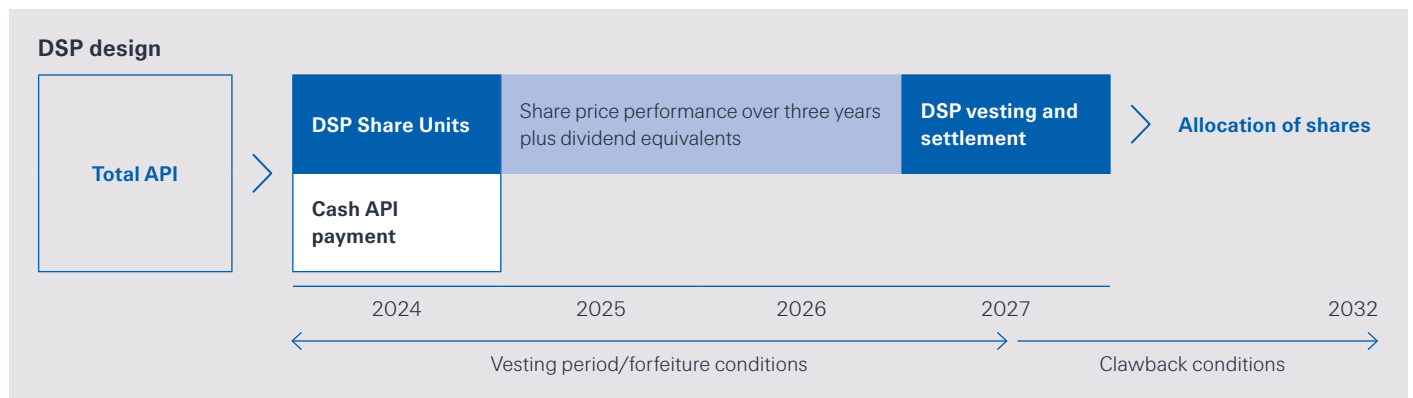
Group CEO	50% of API
Other Group EC members	45% of API
Other key executives	40% of API
All other employees	50% of the API amount exceeding USD 150 000 with a minimum deferral amount of USD 5 000 at USD 150 000 and up to a maximum of 40% of total API

**Design**

At grant, the award amount is converted into share units using the average of the closing share prices of 30 trading days prior to the date of grant. The share units granted under the DSP are conditional rights to generally receive, at the end of the three-year vesting period, a number of Swiss Re shares (where legally permissible).

The share units are not subject to performance conditions, however, the value at vesting depends on the development of Swiss Re's share price, ensuring pay for performance and shareholder alignment. Each awarded share unit is entitled to a dividend equivalent accrued annually during the vesting period and without reinvestment.

For the full three-year vesting period, forfeiture conditions apply. Additionally, clawback provisions apply in a range of events as defined in the DSP plan rules. Swiss Re also allows for DSP participants to have shares sold or automatically settled on a net basis as applicable, to cover statutory tax and social security liabilities that may arise.

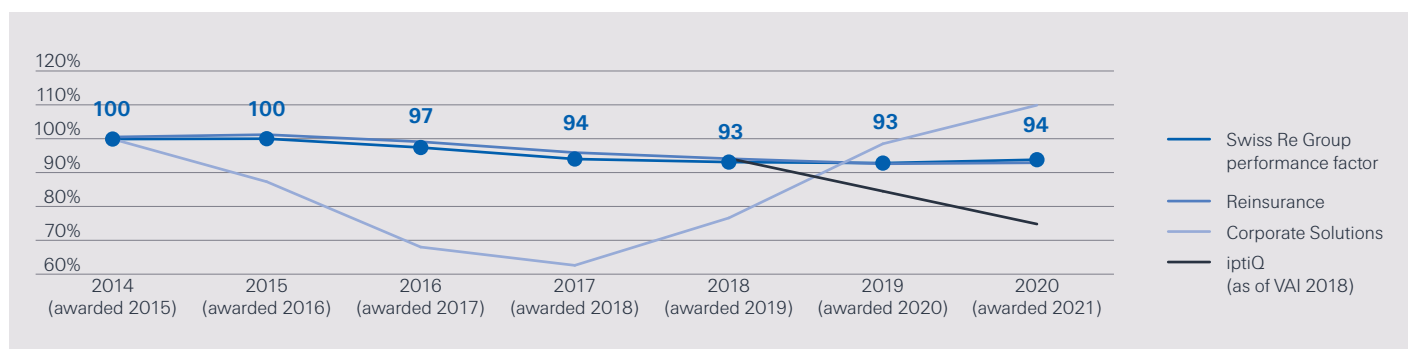


**Performance outcomes for the VAI 2020**

The Value Alignment Incentive/VAI (granted until performance year 2021) was the mandatory cash deferral of a portion of the API subject to the three-year average of the published Economic Value Management (EVM) previous years' business profit margin.

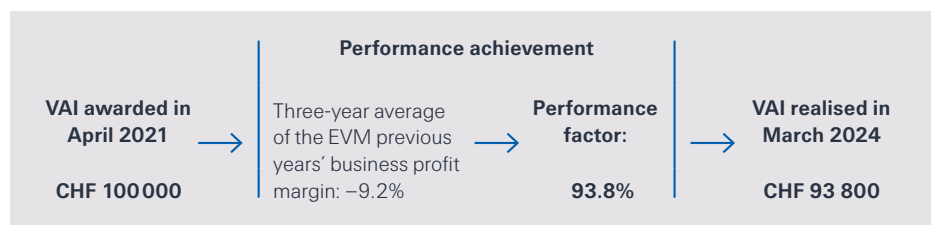
The VAI 2020 (awarded 2021) performance factor for the Swiss Re Group was 93.8% based on the average 2021–2023 previous years' business performance. The previous years' business losses were predominantly driven by losses and reserve increases. These included COVID-19-related losses in L&H Re mainly in the year 2021. In addition, updates to the internal pandemic risk model in L&H Re and inflation scenarios in P&C Re

as well as reserve increases relating to inflation scenarios for P&C Re and Corporate Solutions impacted the results in 2022. The previous years' business performance in 2023 also showed losses, especially in L&H Re, with significant adverse assumption and experience updates. This led to performance factors ranging from 74.8% (iptiQ) to 109.9% (Corporate Solutions).



**Illustrative example of realised performance for the VAI 2020 (awarded 2021)**

Granted and realised VAI are shown on the right for a grant of CHF 100 000 on the VAI 2020 (awarded 2021). For illustrative purposes, this example considers only the Group performance factor.



**Long-term incentive: LSP**

**Purpose**

The purpose of the Leadership Share Plan (LSP) is to provide an incentive for Swiss Re’s senior management (including the members of the Group EC) to achieve sustainable company performance over the long term. The LSP is a discretionary, forward-looking instrument awarded to incentivise decision-making that is also in the shareholders’ interest. The design of the LSP aims to:

- Direct participants’ energies on earnings, capital efficiency and Swiss Re’s position against peers, all of which are critical to sustain shareholder value creation.
- Focus participants’ attention on long-term forward-looking business growth.
- Attract and retain individuals with exceptional skills.
- Provide competitive compensation that rewards long-term performance.

**Design**

Grant levels are determined based on multiple factors including the role being performed and market benchmarks. The size of the LSP pool is reviewed each year in the context of sustainable business performance, affordability and market competitiveness, and funded as part of the Group’s total variable compensation pool.

For Group EC members and other key executives, the award value is split into two underlying Performance Share Units (PSUs) at the grant date. For other eligible employees, the award value is either split into 50% PSUs and 50% Share Units (SUs), or granted in 100% SUs. A valuation by HCM International Ltd (HCM) is used to determine the number of PSUs to be granted. The number of SUs is determined using the average of the closing share prices of 30 trading days prior to the date of grant, as SUs are not subject to performance conditions. The SUs granted under the LSP are entitled to a dividend equivalent accrued annually during the vesting period and without reinvestment.

The vesting period, during which performance is measured, is three years. For LSP awards granted to Group EC members and other key executives, the duration of the LSP is five years, comprising a three-year vesting and performance measurement period and an additional two-year holding period.

At the end of the three-year (performance) measurement period, PSUs and SUs will be settled in shares where legally permissible. For the full three-year vesting period, forfeiture conditions apply. Additionally, clawback provisions apply in a range of events as defined in the LSP plan rules.

Swiss Re also allows for LSP participants to have shares sold or automatically settled on a net basis as applicable, to cover statutory tax and social security liabilities that may arise.

**Impact of accounting standard transition on the in-flight plan cycles**

As a result of the transition from US GAAP to IFRS as of 1 January 2024, and the decommissioning of Economic Value Management (EVM), Swiss Re’s proprietary integrated economic valuation and steering framework, the Compensation Committee was faced with a necessary revision of the KPIs and associated targets under the in-flight Group incentive plans. As the original KPIs will no longer be reported, the Compensation Committee has sought to identify the closest available replacements. Where needed, targets were adjusted in a purely mechanical way to ensure that these remain as challenging as intended and are not affected (either positively or negatively) by the transition to IFRS; HCM and PwC (PwC as part of their ongoing advisor role to the Compensation Committee) commented on the reasonableness of the principles and methodology that were adopted without performing an in-depth financial recalculation. The changes are summarised in the table below.

Plans	KPIs adjustment and impact	Target adjustments
<b>LSP 2022 granted in April 2022: 2024 performance tranche</b>	<ul style="list-style-type: none"> <li>• ENW growth is substituted with the IFRS substance value growth (Group net income plus change in Contractual Service Margin (CSM; post tax) divided by sum of the opening balance of Shareholder’s Equity and CSM, post tax).</li> <li>• US GAAP Return on Equity (ROE) is substituted with IFRS ROE.</li> <li>• Target levels are based on the estimated impact of adopting IFRS while ensuring comparable performance stretch and achievability.</li> </ul>	<p><b>IFRS substance value growth (vs original ENW growth target)</b></p> <p>0% for growth at 0% (unchanged)                      100% for growth of 8% (from ENW growth of 10%)                      150% for growth at 12% (from ENW growth of 15%)</p> <p><b>ROE</b></p> <p>20% at ROE of 5% (unchanged)                      100% at ROE of 13% (from 12%)                      150% at ROE of 16% (from 15%)</p>
<b>LSP 2023 granted in April 2023: 2024 and 2025 performance tranches</b>	<ul style="list-style-type: none"> <li>• US GAAP Return on Adjusted Equity (ROAE) is substituted with IFRS ROE.</li> <li>• Target levels are based on the estimated impact of adopting IFRS while ensuring comparable performance stretch and achievability.</li> </ul>	<p><b>ROE</b></p> <p>10% at ROE of 6% (from 5%)                      100% at ROE of 16% (from 14%)                      150% at ROE of 22% (from 20%)</p>
<b>VAI 2021 (awarded 2022): 2024 performance tranche</b>	<ul style="list-style-type: none"> <li>• EVM previous business profit margin is substituted with the adjusted IFRS underwriting development.</li> <li>• Performance achievements will be disclosed upon vesting.</li> </ul>	Out of scope

**2023 LSP grants and PSU KPIs**

The LSP 2023 granted in April 2023 is based on two KPIs: Return on (adjusted) Equity (ROAE/ROE) and relative TSR.

**Measure: US GAAP ROAE/IFRS ROE**

The performance condition for the first component of the PSU measures the return generated from common shareholders' equity. For the 2023 performance tranche, this will be based on ROAE under US GAAP, which is the net income attributable to common shareholders divided by the average shareholders' equity adjusted for unrealised gains/losses as published in Swiss Re's audited consolidated financial statements.

The 2024 and 2025 performance tranches will be based on ROE under IFRS defined as Group net income divided by the average of the opening and closing reported

shareholders' equity as published in Swiss Re's audited consolidated financial statements.

In both cases, the vesting between threshold, target and maximum is linear.

**Measure: relative TSR**

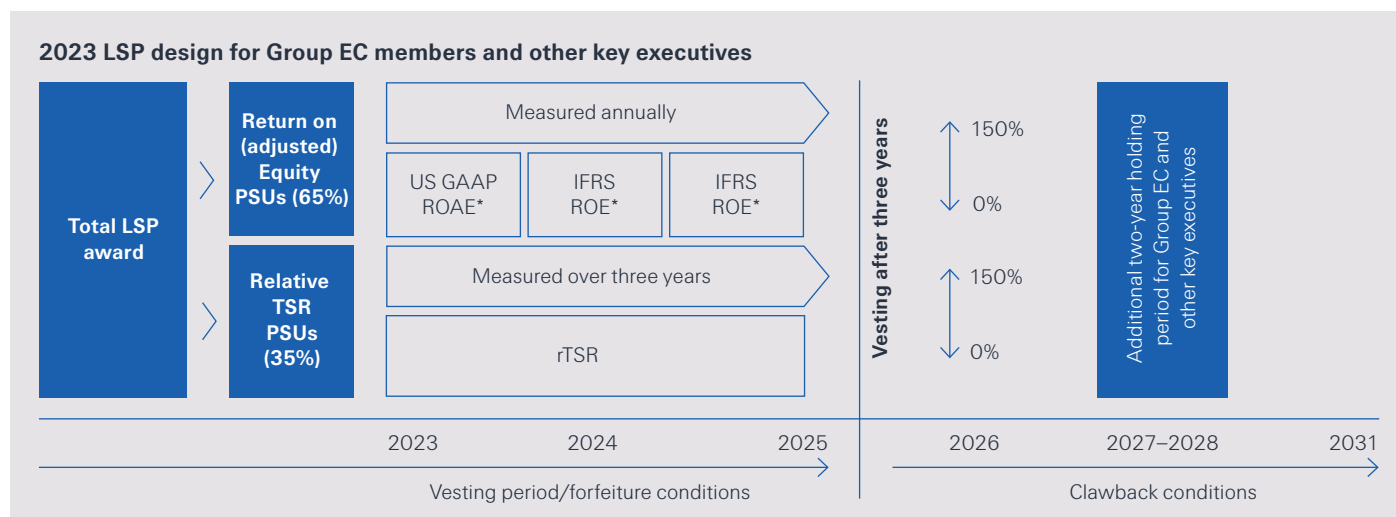
The second PSU performance condition is relative TSR measured over three years relative to the TSR of the pre-defined peer group for the same period. This peer group consists of companies that are similar in scale and have a global footprint or a similar business mix to Swiss Re. The peer group, which is set at the beginning of the plan period, includes Allianz SE, American International Group Inc, Aviva PLC, AXA SA, Chubb Limited, Everest Re Group Ltd, Hannover Rueck SE, MetLife Inc, Muenchener Rueckversicherungs-Gesellschaft AG, Reinsurance Group of

America Inc, RenaissanceRe Holdings Ltd, SCOR SE and Zurich Insurance Group Ltd.

Vesting starts at the 35th percentile, 50% vests at the 50th percentile and the vesting is capped at 150% at the 90th percentile. For TSR values between the above-mentioned percentiles, the vesting percentage will be determined on a linear basis.

Payout for a negative absolute TSR over the performance period is capped at 100%, subject to the Compensation Committee's right to assess the circumstances and decide on the performance multiple accordingly.

The 2023 LSP grant was based on a grant valuation share price of CHF 94.46 (average closing price of 30 trading days prior to the grant date, ie 20 February 2023–31 March 2023).



\* 2023 performance tranche is based on US GAAP Return on adjusted Equity and 2024–2025 performance tranches are based on IFRS Return on Equity.

**2024 outlook**

For grants to be made as of 2024, the Board of Directors decided to continue measuring the LSP performance against two KPIs: IFRS ROE and relative TSR.

**Performance outcomes for the LSP 2021**  
LSP 2021 awards granted in April 2021 were split into three equal underlying components of PSUs with the key metrics ROE, absolute ENW and rTSR. For ROE PSUs and ENW PSUs, the performance is assessed at the end of each year over the three-year performance period and one third of the PSUs is locked in within a range of 0–150%. For rTSR PSUs the performance

is only assessed once, at the end of the three-year period, with a vesting range of 0–150%. For the LSP 2021, the performance outcome for the ROE condition was below target during 2021 and 2022, and above the target during 2023, resulting in an average PSU performance factor of 70.3%. For the ENW condition, the target was met for the years 2021 and 2023, while the performance

was below target for the year 2022, resulting in an average performance of 73%. With respect to the rTSR condition, Swiss Re’s position relative to peers was above the 50th percentile, resulting in a PSU performance factor of 57% for the three-year period of the LSP 2021. The combined performance factor was 64.9%.

LSP 2021: performance against targets

Measure	Performance period	Performance measure	Allocation value per unit in CHF	Performance tranche	Target	Result	Final performance factor
<b>ROE</b>	At the end of each year, the performance is assessed and one third of the ROE PSUs is locked in within a range of 0% to 150% <sup>1</sup> .	0% for an ROE at the risk-free rate, up to 150% for an ROE above the risk-free rate plus 10.5%.	91.69	2021	8.46%	5.7%	Average performance factor: 70.3%
				2022	10.00%	2.6%	
				2023	10.97%	22.3%	
<b>ENW</b>	At the end of each year, the performance is assessed and one third of the ENW PSUs is locked in within a range of 0% to 150% <sup>1</sup> .	0% for an ENW growth at 0%, up to 150% for an ENW growth at 15%.	94.41	2021	10.0%	10.6%	Average performance factor: 73%
				2022	10.0%	-5.8%	
				2023	10.0%	11.3%	
<b>relative TSR</b>	Measured over three years.	50% vesting at the 50th percentile and capped at 150% vesting at the 75th percentile.	50.81	2021–2023	TSR positioning relative to peers	53.2% (57.5th percentile)	57%

<sup>1</sup> Remains subject to forfeiture conditions.

The LSP 2021 grant was based on a grant valuation share price of CHF 89.90 (average closing price of 30 trading days prior to the grant date, ie 18 February 2021–31 March 2021). Vesting of LSP 2021

will occur after the publication of this report with the closing share price as of 31 March 2024. Assuming a grant size of CHF 100 000 and applying the year-end 2023 share price of CHF 94.56 with the

performance factors as shown in the table above would result in a realised value of CHF 84 348. The table below gives an overview of the achievements against targets for the previous plan years.

Plan year	Performance period remaining as of 31 December 2023	ROE component: performance factor for the three-year period	TSR component: performance factor for the three-year period	ENW component: performance factor for the three-year period	Combined performance factor (based on CHF 100 000 grant value, excluding share price development)
LPP 2014	Closed	99.7%	81.0%	not applicable	90.4%
LPP 2015	Closed	66.7%	0.0%	not applicable	31.8%
LPP 2016	Closed	32.3%	0.0%	not applicable	13.8%
LPP 2017	Closed	1.67%	0.0%	not applicable	0.7%
LPP 2018	Closed	1.67%	146.0%	not applicable	66.3%
LPP 2019	Closed	17.3%	0.0%	not applicable	8.8%
LPP 2020	Closed	20.3%	0.0%	33.3%	14.5%
<b>LSP 2021</b>	–	<b>70.3%</b>	<b>57.0%</b>	<b>73.0%</b>	<b>64.9%</b>
LSP 2022	1 year			to be determined in 2025	
LSP 2023	2 years			to be determined in 2026	

**Global Share Participation Plan**

Through the Global Share Participation Plan (GSPP), Swiss Re offers its employees an opportunity to directly participate in the long-term success of the Group. During a

one-year contribution period, employees can purchase shares for up to a maximum of CHF 21 000 (capped at 10% of base salary). After the three-year vesting period, Swiss Re provides a 30% match on the number of

shares held by employees. During the vesting period, matching shares are subject to forfeiture provisions. The GSPP has the same core design in all locations.

**2023 DSP, LSP and GSPP termination/forfeiture and clawback provisions**

Termination reason	DSP	LSP	GSPP
<b>Voluntary resignation</b>	Unvested awards are forfeited as of the date of termination of the employment relationship.	Unvested awards are forfeited as of the date of termination of the employment relationship.	Matching share awards are forfeited as of the date of termination of the employment relationship.
<b>Redundancy</b>	Unvested awards shall vest on the regular vesting date.	Unvested awards shall vest on the regular vesting date, subject to performance.	Matching share awards shall vest immediately.
<b>Retirement</b>	Unvested awards shall vest on the regular vesting date.	Unvested awards shall vest on the regular vesting date, subject to performance.	Matching share awards shall vest immediately.
<b>Termination for cause</b>	Unvested awards are forfeited as of the date of termination of the employment relationship.	Unvested awards are forfeited as of the date of termination of the employment relationship.	Matching share awards are forfeited as of the date of termination of the employment relationship.
<b>Health/disability</b>	Unvested awards shall vest on the regular vesting date.	Unvested awards shall vest on the regular vesting date, subject to performance.	Matching share awards shall vest immediately.
<b>Death</b>	Unvested awards shall vest immediately.	Unvested awards shall vest immediately using the performance factors as presented during the latest Compensation Committee meeting.	Matching share awards shall vest immediately.
<b>Mutual agreement</b>	Unvested awards may vest at Swiss Re's sole discretion, taking into account the underlying reason for termination (treatment is aligned with that of the underlying reason as listed in this table).	Unvested awards may vest at Swiss Re's sole discretion, taking into account the underlying reason for termination (treatment is aligned with that of the underlying reason as listed in this table).	Unvested awards may vest at Swiss Re's sole discretion, taking into account the underlying reason for termination (treatment is aligned with that of the underlying reason as listed in this table).

If there are any differences between the treatment of any provision as defined in the applicable plan rules and such treatment under applicable mandatory local law or regulation, such mandatory local law or regulation will prevail.

# Additional compensation disclosures

## Aggregate compensation of the Swiss Re Group

As of 31 December 2023, the Group had 14 719 regular employees worldwide (compared with 14 408 on 31 December 2022). The total compensation of the Group for 2023 amounted to CHF 2 176 million (compared with CHF 2 048 million in 2022), whereof CHF 2 053 million has been or will be paid in cash (compared with CHF 1 962 million in 2022) and CHF 123 million has been granted in share-based awards (compared with CHF 86 million in 2022).

The value of all outstanding deferred compensation for all employees at 31 December 2023 amounted to CHF 299 million (compared with CHF 283 million in 2022), whereof CHF 68 million will be payable in cash (compared with CHF 106 million in 2022) and CHF 232 million in shares (compared with CHF 176 million in 2022). The figure for outstanding deferred compensation is determined based on the value at grant for both cash-based and share-based compensation.

In 2023, an increase of expenses amounting to CHF 13 million was recognised for compensation in previous financial years, whereas in 2022 an increase of expenses amounting to CHF 2 million was recognised for compensation in previous financial years.

Category	Performance year 2022 <sup>1,2</sup>		Performance year 2023 <sup>1,2</sup>	
	Number of employees	Values (in CHF millions)	Number of employees	Values (in CHF millions)
Base salaries <sup>3</sup>	14 408	1 383	14 719	1 373
Pensions and benefits	14 408	285	14 719	258
Cash Annual Performance Incentive <sup>4</sup>	14 355	271	14 341	392
Deferred compensation awards				
– Cash Deferral Plans <sup>5</sup>	152	3	2	0.1
– Deferred Share Plan	202	15	443	34
Long-term variable compensation				
– Granted in units subject to performance conditions <sup>6</sup>	241	36	217	35
– Granted in units not subject to performance conditions <sup>7</sup>	916	35	1 105	54
Other payments				
– Severance payments <sup>8</sup>	159	12	438	24
– Sign-on payments <sup>9</sup>	247	8	256	6
<b>Total<sup>10</sup></b>		<b>2 048</b>		<b>2 176</b>
<b>Of which total variable incentive compensation</b>	14 410	360	<b>14 363</b>	<b>515</b>

<sup>1</sup> Includes compensation on actual FTE basis for regular employees (excludes contractors) per 31 December. For 2023 also excluded are 534 AccuQuote employees with a total compensation of CHF 19.2 million (base salaries CHF 12 million and pension and benefits CHF 1.2 million for 279 employees as of 31 December 2023 and variable cash-based arrangement of CHF 6 million for 508 employees active at any point during 2023). For 2022 also excluded are 428 AccuQuote employees with a total compensation of CHF 19 million (base salaries CHF 14 million and pension and benefits CHF 0.6 million for 319 employees as of 31 December 2022 and variable cash-based arrangement of CHF 4 million for 389 employees active at any point during 2022).

<sup>2</sup> Foreign currency conversions calculated using December 2023 year-to-date FX rates for 2023 figures and December 2022 year-to-date FX rates for 2022 figures (where relevant).

<sup>3</sup> Includes base salaries and role-based allowances (if any).

<sup>4</sup> Includes cash Annual Performance Incentive and similar variable cash-based arrangements.

<sup>5</sup> Includes separate cash variable compensation schemes for two lines of business in 2022 and one line of business in 2023.

<sup>6</sup> Includes the Leadership Share Plan and only for 2022 also a separate share-based variable compensation scheme for one region.

<sup>7</sup> Includes Share Units and Dividend Equivalent units under the Leadership Share Plan and One-off Award Plan.

<sup>8</sup> Severance payments in the table above include i) payments under standard severance packages; ii) other payments that are over and above what is contractually or legally required; and iii) voluntary supplementary departure payments, but exclude similar legally permitted payments or garden leave which are aligned with local market practice for comparable positions in respect of amount, nature or duration. No severance payments were made to members of the Group EC.

<sup>9</sup> Based on values at vesting/payment.

<sup>10</sup> Amounts are gross before deduction of employee social security contributions. Additional and not included are company contributions to social security systems paid by Swiss Re in line with applicable laws, which amounted to CHF 238 million in 2023 and CHF 218 million in 2022; for AccuQuote amounted to CHF 0.9 million in 2023 and CHF 0.8 million in 2022.

**Key Risk Taker compensation**

Swiss Re's Key Risk Takers are executives in core risk-taking positions who decide on business and people strategies, approve budgets and can materially influence financial results or expose Swiss Re to significant operational or reputational risks.

As per 31 December 2023, Swiss Re identified 151 individuals (including 11 members of the Group EC), who qualify as Key Risk Takers. In addition to the members of the Group EC, this group consists of Business Unit EC members, other key executives and roles with core

risk-taking authority. The list of Key Risk Takers is reviewed on a regular basis by Group Risk Management and Human Resources.

Category	Performance year 2022 <sup>1,2</sup>		Performance year 2023 <sup>1,2</sup>	
	Number of employees	Values (in CHF millions)	Number of employees	Values (in CHF millions)
Base salaries <sup>3</sup>	168	60	140	49
Pensions and benefits	168	17	140	13
Cash Annual Performance Incentive <sup>4</sup>	163	30	137	36
Deferred compensation awards				
– Cash Deferral Plans <sup>5</sup>	2	0.2	1	0.1
– Deferred Share Plan	105	9	127	17
Long-term variable compensation				
– Granted in units subject to performance conditions <sup>6</sup>	157	18	133	16
– Granted in units not subject to performance conditions <sup>7</sup>	155	13	128	14
Other payments				
– Severance payments <sup>8</sup>	0	0	0	0
– Sign-on payments <sup>9</sup>	14	2	6	1
<b>Total<sup>10</sup></b>		<b>149</b>		<b>146</b>

<sup>1</sup> Disclosure excludes members of the Group EC who were in office during the reporting year. Group EC compensation is disclosed separately in the table on page 123.

<sup>2</sup> Foreign currency conversions calculated using December 2023 year-to-date FX rates for 2023 figures and December 2022 year-to-date FX rates for 2022 figures (where relevant). Reported figures include Key Risk Takers who were in office as of 31 December of the reporting year and are full-year amounts.

<sup>3</sup> Includes base salaries and role-based allowances (if any).

<sup>4</sup> Includes cash Annual Performance Incentive and similar variable cash-based arrangements.

<sup>5</sup> Includes separate cash variable compensation schemes for two lines of business in 2022 and one line of business in 2023.

<sup>6</sup> Includes the Leadership Share Plan and only for 2022 also a separate share-based variable compensation scheme for one region.

<sup>7</sup> Includes Share Units and Dividend Equivalent units under the Leadership Share Plan and One-off Award Plan.

<sup>8</sup> Severance payments in the table above include i) payments under standard severance packages; ii) other payments that are over and above what is contractually or legally required; and iii) voluntary supplementary departure payments, but exclude similar legally permitted payments or garden leave which are aligned with local market practice for comparable positions in respect of amount, nature or duration.

<sup>9</sup> Based on values at vesting/payment.

<sup>10</sup> Amounts are gross before deduction of employee social security contributions. Additional and not included are company contributions to social security systems paid by Swiss Re in line with applicable laws, which amounted to CHF 5 million in 2023 and CHF 7 million in 2022.





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# Report of the statutory auditor

**To the General Meeting of Swiss Re Ltd, Zürich**

## **Report on the Audit of the Compensation Report**

### **Opinion**

We have audited the Compensation Report of Swiss Re Ltd (the Company) for the year ended 31 December 2023. The audit was limited to the information pursuant to Art. 734a-734f of the Swiss Code of Obligations (CO) in the tables marked “audited” on **pages 114 to 115, 117 to 118, 120, 123 and page 125** of the Compensation Report.

In our opinion, the information pursuant to Art. 734a-734f CO in the accompanying Compensation Report complies with Swiss law and the Company’s articles of association.

### **Basis for Opinion**

We conducted our audit in accordance with Swiss law and Swiss Standards on Auditing (SA-CH). Our responsibilities under those provisions and standards are further described in the “Auditor’s Responsibilities for the Audit of the Compensation Report” section of our report. We are independent of the Company in accordance with the provisions of Swiss law and the requirements of the Swiss audit profession, and we have fulfilled our other ethical responsibilities in accordance with these requirements.

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

### **Other Information**

The Board of Directors is responsible for the other information. The other information comprises the information included in the annual report, but does not include the tables marked “audited” in the Compensation Report, the consolidated financial statements, the stand-alone financial statements and our auditor’s reports thereon.

Our opinion on the Compensation Report does not cover the other information and we do not express any form of assurance conclusion thereon.

In connection with our audit of the Compensation Report, our responsibility is to read the other information and, in doing so, consider whether the other information is materially inconsistent with the audited financial information in the Remuneration Report or our knowledge obtained in the audit or otherwise appears to be materially misstated.

If, based on the work we have performed, we conclude that there is a material misstatement of this other information, we are required to report that fact. We have nothing to report in this regard.

#### **Board of Directors' Responsibilities for the Compensation Report**

The Board of Directors is responsible for the preparation of a Compensation Report in accordance with the provisions of Swiss law and the Company's articles of association, and for such internal control as the Board of Directors determines is necessary to enable the preparation of a Compensation Report that is free from material misstatement, whether due to fraud or error. The Board of Directors is also responsible for designing the compensation system and defining individual compensation packages.

#### **Auditor's Responsibilities for the Audit of the Compensation Report**

Our objectives are to obtain reasonable assurance about whether the information pursuant to Art. 734a-734f CO is free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with Swiss law and SA-CH will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of this Compensation Report.

As part of an audit in accordance with Swiss law and SA-CH, we exercise professional judgement and maintain professional skepticism throughout the audit. We also:

- Identify and assess the risks of material misstatement in the Compensation Report, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.
- Obtain an understanding of internal control relevant to the audit in order to design 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.
- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made.

We communicate with the Board of Directors or its relevant committee regarding, among other matters, the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in internal control that we identify during our audit.



We also provide the Board of Directors or its relevant committee with a statement that we have complied with relevant ethical requirements regarding independence, and to communicate with them all relationships and other matters that may reasonably be thought to bear on our independence, and where applicable, actions taken to eliminate threats or safeguards applied.

KPMG AG

Dr. Frank Pfaffenzeller  
Licensed Audit Expert  
Auditor in Charge

Elina Monsch  
Licensed Audit Expert

Zurich, 12 March 2024

KPMG AG, Badenerstrasse 172, CH-8036 Zurich

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# Cautionary note on forward-looking statements

Certain statements and illustrations contained herein are forward-looking. These statements (including as to plans, objectives, targets, and trends) and illustrations provide current expectations of future events based on certain assumptions and include any statement that does not directly relate to a historical fact or current fact.

Forward-looking statements typically are identified by words or phrases such as “anticipate”, “target”, “aim”, “assume”, “believe”, “continue”, “estimate”, “expect”, “foresee”, “intend” and similar expressions, or by future or conditional verbs such as “will”, “may”, “should”, “would” and “could”. These forward-looking statements involve known and unknown risks, uncertainties and other factors, which may cause Swiss Re’s (the “Group”) actual results of operations, financial condition, solvency ratios, capital or liquidity positions or prospects to be materially different from any future results of operations, financial condition, solvency ratios, capital or liquidity positions or prospects expressed or implied by such statements or cause the Group to not achieve its published targets. Such factors include, among others:

- macro-economic events or developments including inflation rates, increased volatility of, and/or disruption in, global capital, credit, foreign exchange and other markets and their impact on the respective prices, interest and exchange rates and other benchmarks of such markets;
- elevated geopolitical risks or tensions which may consist of conflicts arising in and between, or otherwise impacting, countries that are operationally and/or financially material to the Group or significant elections that may result in domestic and/or regional political tensions as well as contributing to or causing macro-economic events or developments as described above;
- the frequency, severity and development of, and losses associated with, insured claim events, particularly natural catastrophes, human-made disasters, pandemics, social inflation litigation, acts of terrorism or acts of war, including the ongoing war in Ukraine as well as conflicts in the Middle East, and any associated governmental and other measures such as sanctions, expropriations and seizures of assets as well as the economic consequences of the foregoing;
- the Group’s adherence to standards related to environmental, social and governance (“ESG”), sustainability and corporate social responsibility (“CSR”) matters and ability to fully achieve goals, targets, ambitions or stakeholder expectations related to such matters;
- the Group’s ability to achieve its strategic objectives;
- legal actions or regulatory investigations or actions, including in respect of industry requirements or business conduct rules of general applicability, the intensity and frequency of which may also increase as a result of social inflation;
- central bank intervention in the financial markets, trade wars or other protectionist measures relating to international trade arrangements, adverse geopolitical events, domestic political upheavals or other developments that adversely impact global economic conditions;

- mortality, morbidity and longevity experience;
- the cyclicity of the reinsurance sector;
- the Group's ability to maintain sufficient liquidity and access to capital markets, including sufficient liquidity to cover potential recapture of reinsurance agreements, early calls of debt or debt-like arrangements and collateral calls due to actual or perceived deterioration of the Group's financial strength or otherwise;
- the Group's inability to realise amounts on sales of securities on the Group's balance sheet equivalent to their values recorded for accounting purposes;
- the Group's inability to generate sufficient investment income from its investment portfolio, including as a result of fluctuations in the equity and fixed income markets, the composition of the investment portfolio or otherwise;
- changes in legislation and regulation or the interpretations thereof by regulators and courts, affecting the Group or its ceding companies, including as a result of comprehensive reform or shifts away from multilateral approaches to regulation of global operations;
- matters negatively affecting the reputation of the Group, its board of directors or its management;
- the lowering, loss or giving up of one of the financial strength or other ratings of one or more companies in the Group, and developments adversely affecting its ability to achieve improved ratings;
- uncertainties in estimating reserves, including differences between actual claims experience and underwriting and reserving assumptions, including in Life & Health and in Property & Casualty Reinsurance due to higher costs caused by pandemic-related or inflation and supply chain issues;
- changes in our policy renewal and lapse rates and their impact on the Group's business;
- the outcome of tax audits, the ability to realise tax loss carryforwards and the ability to realise deferred tax assets (including by reason of the mix of earnings in a jurisdiction or deemed change of control), which could negatively impact future earnings, and the overall impact of changes in tax regimes on the Group's business model;
- changes in accounting estimates or assumptions that affect reported amounts of assets, liabilities, revenues or expenses, including contingent assets and liabilities as well as changes in accounting standards, practices or policies, including the Group's decision to transition from US GAAP to IFRS beginning 1 January 2024;
- strengthening or weakening of foreign currencies;
- reforms of, or other potential changes to, benchmark reference rates;
- failure of the Group's hedging arrangements to be effective;
- significant investments, acquisitions or dispositions, and any delays, unforeseen liabilities or other costs, lower-than-expected benefits, impairments, ratings action or other issues experienced in connection with any such transactions;
- extraordinary events affecting the Group's clients and other counterparties, such as bankruptcies, liquidations and other credit-related events;
- changing levels of competition in the markets and geographies in which the Group competes;
- the effects of business disruption due to terrorist attacks, cyberattacks, natural catastrophes, public health emergencies, hostilities or other events;
- limitations on the ability of the Group's subsidiaries to pay dividends or make other distributions; and
- operational factors, including the efficacy of risk management or the transition to IFRS as well as other internal procedures in anticipating and managing the foregoing risks.

These factors are not exhaustive. The Group operates in a continually changing environment and new risks emerge continually. Readers are cautioned not to place undue reliance on forward-looking statements. The Group undertakes no obligation to publicly revise or update any forward-looking statements, whether as a result of new information, future events or otherwise.

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