

Swiss Re



AGM briefing call

George Quinn, Group CFO

Chris Bitzer, Head of Group Human Resources

Felix Horber, Company Secretary

Zurich, 18 March 2013





Today's agenda

- Introduction George Quinn, Group CFO
- Update on compensation framework Chris Bitzer, Head Group HR
- Dividend proposal George Quinn, Group CFO
- Elections, capital structure and e-voting Felix Horber, Company Secretary
- Questions & answers



Introduction

George Quinn, Group CFO



Adoption of "Minder-initiative" on executive pay in Switzerland (I)

Next steps

- No legal changes for upcoming AGM on 10 April 2013
- Swiss Federal Council to issue ordinance to implement initiative by 3 March 2014
- Ordinance will become effective 1 January 2014 or 1 January 2015 (still unclear)
- Ordinance is subject to transitional periods (not yet determined)
- Initiative ultimately to be implemented by federal law

Adoption of "Minder-initiative" on executive pay in Switzerland (II)

Conclusions

- Adoption of the initiative will substantially strengthen shareholders' rights but also increases their responsibilities, i.e. your right to vote becomes even more important
- We will continue to engage in active dialogue with our shareholders as we have done for many years
- We will build on this to address the requirements of the "Minder-initiative"



Overview

Focus of this call is on four distinct AGM agenda topics

1. Annual Report, annual and consolidated financial statements for the 2012 financial year

1.1 Consultative vote on the compensation report

1.2 Approval of the Annual Report, annual and consolidated financial statements for the 2012 financial year

2. Allocation of disposable profit

3. Withholding tax exempt repayment of legal reserves from capital contributions

3.1 Ordinary dividend by way of a withholding tax exempt repayment of legal reserves from capital contributions of CHF 3.50 per share and a prior reclassification into other reserves

3.2 Special dividend by way of a withholding tax exempt repayment of legal reserves from capital contributions of CHF 4.00 per share and a prior reclassification into other reserves

4. Discharge of the members of the Board of Directors

5. Elections

5.1 Board of Directors

5.1.1 Re-election of Walter B. Kielholz

5.1.2 Re-election of Malcolm D. Knight

5.1.3 Re-election of Carlos E. Represas

5.1.4 Re-election of Jean-Pierre Roth

5.1.5 Election of Mary Francis

5.2 Re-election of the Auditor

6. Capital structure

6.1 Amendment of Art. 3a of the Articles of Association (conditional capital for Equity-Linked Financing Instruments)

6.2 Renewal and amendment of the authorised capital as per Art. 3b of the Articles of Association

6.3 Cancellation of the authorised capital as per Art. 3c of the Articles of Association



Update on compensation framework

Chris Bitzer, Head of Group Human Resources



Recap of recent key changes to Swiss Re's compensation framework

Performance Management (PM)

- Two-dimensional assessment of individual performance: “What” and “How” weighted equally
 - What: Target performance set and assessed by manager
 - How: Desired behaviours defined, multi-rater feedback, manager assessment

Target Annual Performance Incentive (TAPI)

- Group API Funding is now determined by a 3 step process beginning with a financial, qualitative and overall assessment
- TAPI implemented for all Swiss Re employees
- API awarded for achieved objectives and desired behaviours
 - Absolute TAPI set up front for each employee
 - Multiple factors considered, including market benchmarks and individual API history
 - Payout based on both individual and business performance

Leadership Performance Plan (LPP)

- Replaces previous LTI
- LPP with time horizon of three years
- Two components with distinct characteristics:
 - Restricted Share Unit (RSU): unleveraged, with ROE performance condition, locked in annually
 - Performance Share Unit (PSU): leveraged, with relative TSR performance, determined after three years
- Lower risk profile but remains contingent on performance
- Change from face value grant to fair value grant

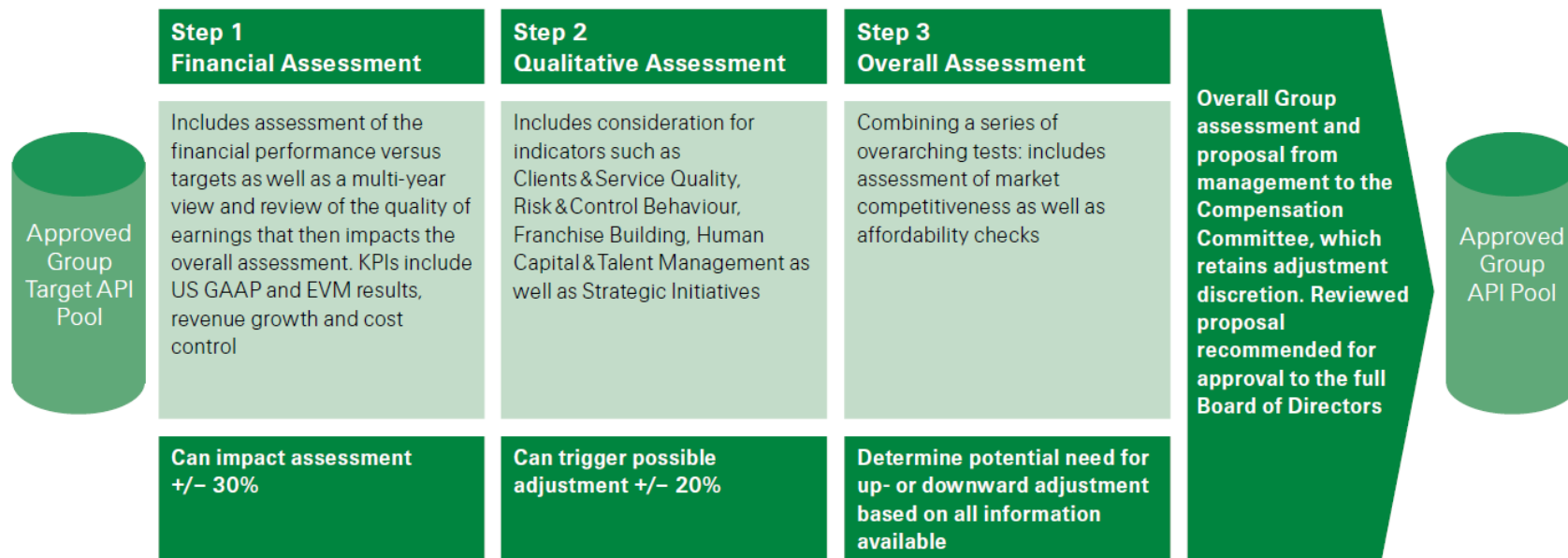


Building on the direction of the last years we focused in 2012 on implementation and additional improvements:

- Full transparency of fixed and performance-driven compensation elements, including illustration of deferral elements at different levels within the organisation
- Target API and two dimensional matrix successfully applied for the first time in performance year 2012
- Three-step process based on business performance to determine overall Group API pool; creating a clear and transparent link between business performance and compensation
- The approach building on financial, qualitative and context assessment to derive a holistic picture of performance proved to be very beneficial
- Further disclosure on aggregate Group EC Target APIs and Target LPP awards



Swiss Re's enhanced Group API funding process





Business metrics and compensation moves

More than 70% of the Group EC's compensation is variable

USDm (unless otherwise stated)	2010	2011	change	2012	change
US GAAP Net income	863	2 626	204%	4 201	60%
EVM profit	1 327	-1 704	-	4 152	-
Dividend payments to shareholders (CHF) ²	2.75	3.00	9%	3.50	17%
Financial Strength Rating (Standard Poor's)	A+	AA-		AA-	
Total equity	26 906	31 287	16%	34 026	9%
Number of employees	10 362	10 788		11 193	
Aggregate compensation for all employees (CHF)	1 884	1 775	-6%	2 032	14%
Group EC members ³	8	9		16	
Aggregate Group EC compensation (CHF) ¹	40	35	-13%	50	43%

Total Compensation 2012

	Fixed	Variable/performance-related	of which deferred
All employees	69%	31%	23%
Group EC ¹	28%	72%	63%
Group CEO	25%	75%	70%

¹ Including CEO

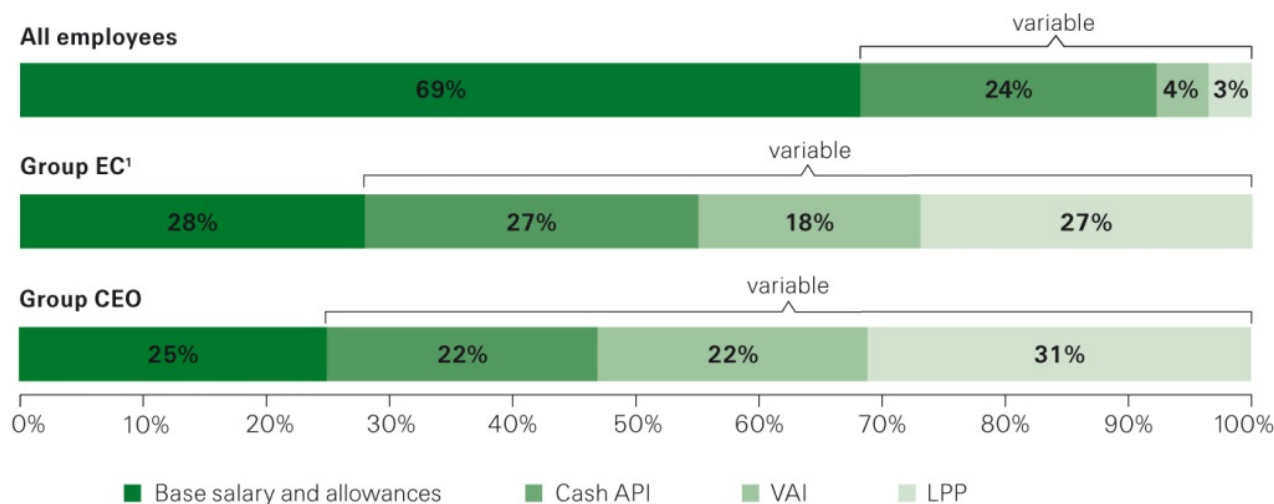
² Dividend payments are made in April of the following year. For 2012 a special dividend of CHF 4.00 is proposed. Distributions made in the form of Swiss withholding tax exempt distributions out of legal reserves from capital contributions

³ Represents incumbents and not positions; four new Group EC positions were created in 2012 (see page 110 in Annual Report 2012 for more information)



Pay for performance

For senior executives a large part of compensation is deferred; 40% of aggregate BoD compensation in blocked shares



Aggregate compensation for the members of the Board of Directors

The aggregate compensation for members of the Board of Directors was:

CHF thousands	2011	2012
Fees and allowances in cash	7 047	7 429
Fees in blocked shares	4 678	4 862
Total	11 725	12 291

¹ Including CEO



Dividend proposal

George Quinn, Group CFO



Withholding tax exempt repayment of legal reserves from capital contributions

- Strong capital position allows Swiss Re to continue to pay an attractive dividend and take advantage of business growth opportunities
- Therefore the BoD proposes to the AGM
 - To increase regular dividend to CHF 3.50 per share and pay out a special dividend of CHF 4.00 per share
 - Both dividends to be paid in the form of withholding tax exempt distributions of legal reserves from capital contributions; such reserves totalling CHF 7.8bn as at 31 December 2012 (as confirmed by the Swiss Federal Tax Authority)

Swiss Re's dividend policy

- **Highest priority on growing our regular dividend** with long-term earnings; at a minimum we aim to maintain the regular dividend
- **Business growth** where it meets our profitability requirements



Elections, capital structure and e-voting

Felix Horber, Company Secretary

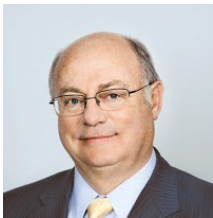


Elections to the Board of Directors (I)

Four members up for re-election; one election of a new member



Re-election of Walter B. Kielholz, BoD member since 1998
Chairman of the BoD since 2009
Chairman of the Chairman's and Governance Committee
Swiss Re's CEO 1997 - 2002



Re-election of Malcolm D. Knight, BoD member since 2010
Member of the Audit Committee and
Member of the Finance and Risk Committee
General Manager of the Bank for Int. Settlements 2003 - 2008



Re-election of Carlos E. Represas, BoD member since 2010
Member of the Compensation Committee
Chairman of the Board of Nestlé Group Mexico from 1983 - 2010



Elections to the Board of Directors (II)

Four members up for re-election; one up for election



Re-election of Jean-Pierre Roth, BoD member since 2010

Member of the Investment Committee

Chairman of the Governing Board of the Swiss National Bank
2001 - 2009



Election of Mary Francis, British citizen

Senior Independent Director of Centrica plc and

Senior Advisor to Chatham House

Formerly Board member with the Bank of England, Aviva plc,
Alliance & Leicester plc, Cable & Wireless Communications plc
and St Modwen Properties plc

Director General of the Association of British Insurers

1999 - 2005



Capital structure

Three capital motions with subsequent amendment of Articles of Association

The Board of Directors proposes:

■ Authorised capital

- Renew existing authorised capital including limits (up to 85 million shares with a sublimit of 35 million shares where Board of Directors may limit or withdraw subscription rights of existing shareholders); new proposed expiry date 10 April 2015
- Cancel authorised capital for the exchange of shares

■ Conditional capital

- No changes in conditional capital for equity-linked financing instruments of up to 50 million shares
- Adjust the limit of total shares issued from authorised and conditional capital without subscription rights / advance subscription rights of existing shareholders from 74.14 million to 74 million shares for formal reasons, with alignment of the expiry date of the limitation provision with the expiry date of the authorised capital (10 April 2015)



E-voting

Introduction of e-voting for AGM 2013

- Swiss Re among the first Swiss listed companies to introduce an online platform where shareholders can register and provide voting instructions electronically before AGM takes place (see: www.sherpany.com/swissre)
- Shareholders get instructions together with AGM invitation
- Shareholders may instruct independent or corporate proxy online



Questions & answers



Corporate calendar & contacts

Corporate calendar

10 April 2013	149th Annual General Meeting	Zurich
02 May 2013	First Quarter 2013 results	Conference call
24 June 2013	Investors' Day	Zurich
08 August 2013	Second Quarter 2013 results	Conference call
07 November 2013	Third Quarter 2013 results	Conference call

Investor Relations contacts

Hotline

+41 43 285 4444

E-mail

Investor_Relations@swissre.com

Eric Schuh

+41 43 285 4708

Ross Walker

+41 43 285 2243

Chris Menth

+41 43 285 3878

Simone Lieberherr

+41 43 285 4190

Simone Fessler

+41 43 285 7299

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

- further instability affecting the global financial system and developments related thereto, including as a result of concerns over, or adverse developments relating to, sovereign debt of euro area countries;
- further deterioration in global economic conditions;
- Swiss Re’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 Swiss Re’s financial strength or otherwise;
- the effect of market conditions, including the global equity and credit markets, and the level and volatility of equity prices, interest rates, credit spreads, currency values and other market indices, on Swiss Re’s investment assets;
- changes in Swiss Re’s investment result as a result of changes in its investment policy or the changed composition of its investment assets, and the impact of the timing of any such changes relative to changes in market conditions;
- uncertainties in valuing credit default swaps and other credit-related instruments;
- possible inability to realise amounts on sales of securities on Swiss Re’s balance sheet equivalent to their mark-to-market values recorded for accounting purposes;
- 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;
- the possibility that Swiss Re’s hedging arrangements may not be effective;
- the lowering or loss of one of the financial strength or other ratings of one or more Swiss Re companies, and developments adversely affecting Swiss Re’s ability to achieve improved ratings;
- the cyclical nature of the reinsurance industry;
- uncertainties in estimating reserves;
- uncertainties in estimating future claims for purposes of financial reporting, particularly with respect to large natural catastrophes, as significant uncertainties may be involved in estimating losses from such events and preliminary estimates may be subject to change as new information becomes available;
- the frequency, severity and development of insured claim events;
- acts of terrorism and acts of war;
- mortality, morbidity and longevity experience;
- policy renewal and lapse rates;
- extraordinary events affecting Swiss Re’s clients and other counterparties, such as bankruptcies, liquidations and other credit-related events;
- current, pending and future legislation and regulation affecting Swiss Re or its ceding companies, and the interpretations of legislation or regulations by regulators;
- legal actions or regulatory investigations or actions, including those in respect of industry requirements or business conduct rules of general applicability;
- changes in accounting standards;
- significant investments, acquisitions or dispositions, and any delays, unexpected costs or other issues experienced in connection with any such transactions;
- changing levels of competition; and
- operational factors, including the efficacy of risk management and other internal procedures in managing the foregoing risks.

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

This communication is not intended to be a recommendation to buy, sell or hold securities and does not constitute an offer for the sale of, or the solicitation of an offer to buy, securities in any jurisdiction, including the United States. Any such offer will only be made by means of a prospectus or offering memorandum, and in compliance with applicable securities laws.