

**VOTING RESULTS**
**4<sup>th</sup> ANNUAL GENERAL MEETING OF SWISS RE LTD**

 TUESDAY, 21 APRIL 2015
 

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**1 Annual Report, annual and consolidated financial statements for the 2014 financial year**
**1.1 Consultative vote on the Compensation Report**

Votes validly cast	173 659 906	
Absolute majority	86 829 954	
Yes-votes	153 931 054	88.64%
No-votes	18 286 933	10.53%
Abstention	1 441 919	0.83%

**1.2 Approval of the Annual Report, annual and consolidated financial statements for the 2014 financial year**

Votes validly cast	173 967 156	
Absolute majority	86 983 579	
Yes-votes	172 074 550	98.91%
No-votes	1 046 394	0.60%
Abstentions	846 212	0.49%

**2 Allocation of disposable profit**

Votes validly cast	173 978 160	
Absolute majority	86 989 081	
Yes-votes	173 065 482	99.48%
No-votes	151 477	0.08%
Abstentions	761 201	0.44%

**3 Withholding tax exempt repayments 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 4.25 per share and a prior reclassification into other reserves**

Votes validly cast	173 969 627	
Absolute majority	86 984 814	
Yes-votes	173 072 756	99.48%
No-votes	200 318	0.12%
Abstention	696 553	0.40%

**3.2 Special dividend by way of a withholding tax exempt repayment of legal reserves from capital contributions of CHF 3.00 per share and a prior reclassification into other reserves**

Votes validly cast	173 985 774	
Absolute majority	86 992 888	
Yes-votes	173 054 674	99.47%
No-votes	231 782	0.13%
Abstentions	699 318	0.40%

**4 Approval of the aggregate amount of variable short-term compensation for the members of the Group Executive Committee for the financial year 2014**

Votes validly cast	173 820 620	
Absolute majority	86 910 311	
Yes-votes	156 438 932	90.00%
No-votes	15 894 210	9.14%
Abstentions	1 487 478	0.86%

**5 Discharge of the members of the Board of Directors**

Votes validly cast	171 802 170	
Absolute majority	85 901 086	
Yes-votes	168 824 165	98.27%
No-votes	1 593 523	0.93%
Abstentions	1 384 482	0.80%

**6 Elections**

**6.1 Board of Directors and Chairman of the Board of Directors**

**6.1.1 Re-election of Walter B. Kielholz as member of the Board of Directors and re-election as Chairman of the Board of Directors in the same vote**

Votes validly cast	173 943 604	
Absolute majority	86 971 803	
Yes-votes	167 535 599	96.32%
No-votes	5 069 648	2.91%
Abstentions	1 338 357	0.77%

### 6.1.2 Re-election of Mathis Cabiallavetta

Votes validly cast	173 884 126	
Absolute majority	86 942 064	
Yes-votes	166 544 675	95.78%
No-votes	6 299 469	3.62%
Abstentions	1 039 982	0.60%

### 6.1.3 Re-election of Raymond K.F. Ch'ien

Votes validly cast	173 902 713	
Absolute majority	86 951 357	
Yes-votes	121 067 780	69.62%
No-votes	51 766 588	29.77%
Abstentions	1 068 345	0.61%

### 6.1.4 Re-election of Renato Fassbind

Votes validly cast	173 831 127	
Absolute majority	86 915 564	
Yes-votes	170 944 121	98.34%
No-votes	1 886 078	1.09%
Abstentions	1 000 928	0.57%

### 6.1.5 Re-election of Mary Francis

Votes validly cast	173 898 665	
Absolute majority	86 949 333	
Yes-votes	172 196 179	99.03%
No-votes	703 463	0.40%
Abstentions	999 023	0.57%

### 6.1.6 Re-election of Rajna Gibson Brandon

Votes validly cast	173 788 811	
Absolute majority	86 894 406	
Yes-votes	171 935 924	98.93%
No-votes	848 655	0.49%
Abstentions	1 004 232	0.58%

### 6.1.7 Re-election of C. Robert Henrikson

Votes validly cast	173 884 982	
Absolute majority	86 942 492	
Yes-votes	170 796 697	98.23%
No-votes	2 021 323	1.16%
Abstentions	1 066 962	0.61%

### 6.1.8 Re-election of Hans Ulrich Maerki

Votes validly cast	173 891 191	
Absolute majority	86 945 596	
Yes-votes	171 116 035	98.41%
No-votes	1 775 619	1.02%
Abstentions	999 537	0.57%

### 6.1.9 Re-election of Carlos E. Represas

Votes validly cast	173 807 578	
Absolute majority	86 903 790	
Yes-votes	170 868 763	98.31%
No-votes	1 886 101	1.09%
Abstentions	1 052 714	0.60%

### 6.1.10 Re-election of Jean-Pierre Roth

Votes validly cast	173 812 507	
Absolute majority	86 906 254	
Yes-votes	171 082 882	98.43%
No-votes	1 759 768	1.01%
Abstentions	969 857	0.56%

### 6.1.11 Re-election of Susan L. Wagner

Votes validly cast	173 888 137	
Absolute majority	86 944 069	
Yes-votes	169 816 918	97.66%
No-votes	3 042 599	1.75%
Abstentions	1 028 620	0.59%

### 6.1.12 Election of Trevor Manuel

Votes validly cast	173 838 081	
Absolute majority	86 919 041	
Yes-votes	171 736 980	98.79%
No-votes	993 884	0.57%
Abstentions	1 107 217	0.64%

### 6.1.13 Election of Philip K. Ryan

Votes validly cast	173 855 515	
Absolute majority	86 927 758	
Yes-votes	171 436 276	98.61%
No-votes	1 274 064	0.73%
Abstentions	1 145 175	0.66%

## 6.2 Compensation Committee

### 6.2.1 Re-election of Renato Fassbind

Votes validly cast	173 848 270	
Absolute majority	86 924 136	
Yes-votes	170 667 238	98.17%
No-votes	2 146 511	1.23%
Abstentions	1 034 521	0.60%

### 6.2.2 Re-election of C. Robert Henrikson

Votes validly cast	173 832 410	
Absolute majority	86 916 206	
Yes-votes	169 897 352	97.74%
No-votes	2 849 278	1.64%
Abstentions	1 085 780	0.62%

### 6.2.3 Re-election of Hans Ulrich Maerki

Votes validly cast	173 826 874	
Absolute majority	86 913 438	
Yes-votes	169 794 863	97.68%
No-votes	3 024 706	1.74%
Abstentions	1 007 305	0.58%

#### 6.2.4 Re-election of Carlos E. Represas

Votes validly cast	173 756 397	
Absolute majority	86 878 199	
Yes-votes	170 062 711	97.87%
No-votes	2 652 436	1.53%
Abstentions	1 041 250	0.60%

#### 6.3 Re-election of the Independent Proxy

Votes validly cast	173 859 197	
Absolute majority	86 929 599	
Yes-votes	172 743 694	99.36%
No-votes	282 254	0.16%
Abstentions	833 249	0.48%

#### 6.4 Re-election of the Auditor

Votes validly cast	173 835 874	
Absolute majority	86 917 938	
Yes-votes	168 923 668	97.17%
No-votes	4 117 920	2.37%
Abstentions	794 286	0.46%

### 7 Approval of Compensation

#### 7.1 Approval of the maximum aggregate amount of compensation for the members of the Board of Directors for the term of office from the Annual General Meeting 2015 to the Annual General Meeting 2016

Votes validly cast	173 650 514	
Absolute majority	86 825 258	
Yes-votes	150 626 397	86.74%
No-votes	21 460 146	12.36%
Abstentions	1 563 971	0.90%

#### 7.2 Approval of the maximum aggregate amount of fixed compensation and variable long-term compensation for the members of the Group Executive Committee for the financial year 2016

Votes validly cast	173 679 075	
Absolute majority	86 839 538	
Yes-votes	156 957 401	90.37%
No-votes	15 076 073	8.68%
Abstentions	1 645 601	0.95%

## 8 Amendments of the Articles of Association

### 8.1 Renewal of the authorised capital and amendment of Art. 3b of the Articles of Association: Authorised capital

Votes validly cast	173 730 231	
Qualified majority	115 820 154	
Yes-votes	164 506 906	94.69%
No-votes	8 324 233	4.79%
Abstentions	899 092	0.52%

### 8.2 Amendment of Art. 3a of the Articles of Association: Conditional capital for Equity-Linked Financing Instruments

Votes validly cast	173 670 515	
Qualified majority	115 780 344	
Yes-votes	165 186 516	95.11%
No-votes	7 533 633	4.34%
Abstentions	950 366	0.55%

### 8.3 Amendment of Art. 7 cipher 4 of the Articles of Association: Powers of Shareholders' Meeting

Votes validly cast	173 712 614	
Absolute majority	86 856 308	
Yes-votes	171 771 282	98.88%
No-votes	1 034 529	0.60%
Abstentions	906 803	0.52%

### 8.4 Deletion of Art. 33 of the Articles of Association: Transitional provision – External mandates, credits and loans

Votes validly cast	173 570 225	
Absolute majority	86 785 113	
Yes-votes	172 312 648	99.28%
No-votes	279 648	0.16%
Abstentions	977 929	0.56%

## 9 Approval of the Share Buy-back Programme

Votes validly cast	173 655 816	
Absolute majority	86 827 909	
Yes-votes	170 939 018	98.44%
No-votes	1 722 327	0.99%
Abstentions	994 471	0.57%