

Dear Madam,

dear Sir,

we are writing to you regarding to your proposed 'Benchmark Voting Policy Changes for the Annual General Meeting (AGM) season 2023' and appreciate the opportunity to comment.

Hannover Re is one of the worlds largest reinsurance companies and stock-listed in Germany since 1994 and since 2022 part of the DAX. About 50% of our stocks are in free-float and therefore your recommendations have a significant influence on the voting at our AGM.

We are concerned that the following aspect is to be taken into consideration when deciding on how to vote on proposals regarding virtual-only AGMs: „*Assurance that virtual-only meetings will only be convened in the case of extraordinary circumstances that necessitate restrictions on physical attendance.*”

We support the arguments which you have received from DIRK, the German Investor Relations Association. In addition to those arguments, we have not seen any change in the representation of the shareholders at our AGM in the past 8 years. This means we had in those years always a representation of 75-81% of shares during the AGM, irrespective of holding a virtual or in-person AGM. Form this perspective and the very positive feedback we received from investors during or after the virtual AGMs, we take away, that investors are in general indifferent regarding the format of the AGM.

As stated above, we are supporting the DIRK arguments, which are the following:

In 2022, a new legislation for annual shareholder meetings (AGMs) has been introduced in Germany, specifically enabling issuers to hold virtual-only AGMs if shareholders agree. This legislation – which has been consulted with investors as well as corporate representatives over an extensive period of time – guarantees all shareholder rights at virtual-only as at in-person AGMs. The German legislator deliberately decided not to tie the virtual-only AGM to any specific occasions.

During the past two years the following could be observed:

- Investors overwhelmingly approved the last authorization for the virtual-only AGM: An average of 87% of DAX40 shareholders voted in favour of an authorization in the Articles of Association that allows virtual-only AGMs to be held.
- Many issuers did not ask for the legally permissible duration of five years for the authorization to hold virtual AGMs, but – in line with investors’ request – opted for a two year period, instead.
- Issuers did not abuse this authorization, but handled it responsibly:
 - Many issuers did not make use of the authorization. Rather, in many cases, in-person AGMs were held, even though a virtual-only AGM was authorized.
 - The format of a virtual AGM and the technologies used to host it, have improved significantly over the last few years.
 - Issuers respond to feedback from investors on the design of the virtual-only AGM. As a result of criticism, hardly any provision is made for questions to be submitted in advance.
- Virtual AGMs are easier to access, are more barrier-free and facilitate the participation of foreign investors better than in-person AGMs.
- Amongst other positive sustainability effects, CO2 emissions will decrease significantly due to a decline of logistics, technical equipment and travel activities.
- The format is constantly being further improved. This is only possible, if virtual-only AGMs take place and innovations can be tested.

In our view, there is no need for strict specifications in voting recommendations in order to implement investors' wishes. Rather, voting recommendations should be open to technology so as not to impede or exclude progress.

Due to your great influence as the largest proxy advisor, we believe it is your responsibility to consider all aspects when deciding on new voting guidelines.

We kindly ask to reconsider this issue of requiring an **assurance that virtual-only meetings will only be convened in the case of extraordinary circumstances that necessitate restrictions on physical attendance**

Once again, thank your for the opportunity to comment on your proposal and looking forward to hearing your decision.

Hannover RE

