

Governance



44

Corporate governance report

94

Remuneration report

Message from our Chairman on corporate governance

Ensuring ESG remains front of mind.

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We will use our expertise, experience and global reach to help our customers enhance their resilience and to intensify their focus on the green agenda.

Michel M. Liès
Chairman of the Board of Directors



Message from our Chairman on corporate governance

Dear Shareholder

During these turbulent times, sound and stable corporate governance processes and good decision-making is more important than ever for our organization. During the COVID-19 pandemic, our focus remains on creating sustainable value for our stakeholders.

Building a better way

The pandemic has turned into an economic crisis that will have major social consequences for years to come. It poses the ultimate stresstest for Zurich's environmental, social and governance (ESG) response.

As governments, businesses and individuals focus on rebuilding economies, balance sheets, or simply paying the rent, ESG concerns must remain at the forefront of all of our minds.

ESG considerations and economic revival are not mutually exclusive; rather they go hand in hand. We believe we can restore economies in a way that decarbonizes industry, maintains prosperity, and decreases inequality at the same time. That's why Zurich is maintaining its current course. We remain committed to the UN Business Ambition for 1.5°C Pledge, an initiative aimed at limiting average global temperature increases to 1.5°C above pre-industrial levels.

We've integrated ESG in our investment decisions for many years. Furthermore, our impact investment portfolio has grown to USD 5.8 billion as of Q4 2020 – exceeding the USD 5 billion target for our impact investment portfolio set three years ago. We have also committed to utilize 100 percent renewable power across all global operations by the end of 2022 and continue to deliver other operational sustainability initiatives in property, technology and sourcing and procurement across the Group.

And we want to go even further. We'll use our expertise, experience and global reach to help our customers enhance their resilience and intensify their focus on the green agenda by highlighting the risks associated with climate change and the opportunities of a 1.5°C future.

We'll challenge customers to rethink their use of carbon-intensive fossil fuels. We'll develop insurance and risk management solutions for new technologies, business models and approaches that will help customers achieve an unprecedented transition to a climate-neutral economy.

Focusing on digital

As more people work from home and shop online for products and services, staying safe and secure in the digital realm is growing in significance.

Our global Data Commitment – a pledge to use our customers' data responsibly and securely – has never been more important.

The growth in digitalization is also a test of our work sustainability credentials. As the world changes, skills in specialist areas such as robotics, data science and cyber security will be required.

To meet these needs, we are focused on the long-term upskilling of our employees to enable them to enhance and develop their careers.

Changes to our Board and Executive Committee

There were no changes to the Board in 2020. The Board proposes to shareholders the re-election of all current members at the Annual General Meeting on April 7, 2021, and the election of Sabine Keller-Busse as a new member of the Board.

Ericson Chan became Group Chief Information and Digital Officer and member of the Executive Committee (ExCo) in October 2020. At the same time, Laurence Maurice assumed the role of Chief Executive Officer (CEO) Latin America (LatAm) and became a member of the ExCo. She succeeds Claudia Dill, who decided to step down from the role as of September 2, 2020.

Jack Howell has led the new Global Business Platforms unit since the start of 2021. He was succeeded in his previous role as CEO Asia Pacific by Tulsi Naidu, former CEO UK and newly appointed member of the ExCo. Kristof Terryn, former Group Chief Operating Officer, succeeded Kathleen Savio as CEO North America in January of this year.

These appointments are an important step toward embracing a digital future and further enhancing and broadening diversity within our executive team. Such diversity reflects the global nature of our business as well as our customer and employee base.

Our stakeholder community

The response to the pandemic demonstrates that governments, businesses and individuals across the world have the power, flexibility, and speed to deal with a global crisis. With the same determination and solidarity, we can confront climate change, leverage the opportunities of a green recovery, and tackle inequality in our society.

Above all, we want to encourage the world to build a better way and create a brighter future.

Thank you for your continued trust, support and engagement.

Michel M. Liès
Chairman of the Board of Directors

Key governance developments in 2020 and changes in 2021 – at a glance

Board of Directors

No new Board member has been elected nor has any existing Board member retired in 2020.

The Board proposes to shareholders that they re-elect all current members at the AGM on April 7, 2021 and that they elect Sabine Keller-Busse as a new member of the Board.

Executive Committee

New appointments

Ericson Chan
Group Chief Information and Digital Officer (Group CIDO)
(as of October 1, 2020)

Laurence Maurice
CEO Latin America (LatAm)
(as of October 1, 2020)

Changes effective January 1, 2021

Kristof Terryn
CEO North America¹

Tulsi Naidu
CEO Asia Pacific (APAC)

Jack Howell
CEO Global Business Platforms

Resignations

Claudia Dill
Former CEO LatAm
(as of September 2, 2020)

¹ Kathleen Savio, former CEO North America and former member of the ExCo, has been appointed to the newly created role of Group Chief Transformation Officer.

Corporate governance report

Contents

Introduction	45
Group structure	47
Board of Directors	50
Executive Committee	66
Group Management	68
Governance, controls and assurance at Zurich Insurance Group	76
External auditors	77
Group Audit	79
Group Compliance	80
Stakeholders	81
Shareholders	81
Employees	84
Customers	85
Communities – our role in society	87
Capital structure	88
Changes of control and defense measures	90
Risk management and internal control framework	90

Corporate governance report (continued)

Introduction

The Zurich Insurance Group, consisting of Zurich Insurance Group Ltd and its subsidiaries (the Group or Zurich), is committed to effective corporate governance for the benefit of its shareholders, customers, employees and other stakeholders based on the principles of fairness, transparency and accountability. Structures, rules and processes are designed to enable proper conduct of business by defining the powers and responsibilities of its corporate bodies and employees.

This report describes the Group's approach to the key elements of corporate governance within the Group. It includes the information required under the following rules, with which Zurich complies:

- Directive on Information Relating to Corporate Governance of the SIX Exchange Regulation (as of March 20, 2018).
- Swiss Code of Best Practice for Corporate Governance (Swiss Code of Best Practice), issued in 2002 by *economiesuisse*, as amended in October 2007 and in August 2014.

The shares of Zurich Insurance Group Ltd are listed on the SIX Swiss Exchange. Certain Group companies have listed debt issued under its Euro Medium-Term Note Programme and other financial instruments.

Zurich is subject to insurance group supervision by the Swiss Financial Market Supervisory Authority FINMA (FINMA). The Joint Committee of the European Supervisory Authorities has also designated the Group as an insurance group and not as an insurance conglomerate because of the small size of its non-insurance activities. The Swiss Insurance Supervision Act (ISA) requires Swiss insurance companies and groups to establish and maintain strong governance and risk management systems as well as effective internal control systems that are appropriate to their business activities. It prescribes the calculation of a risk-based solvency margin on a Group-wide basis and at legal entity level pursuant to the Swiss Solvency Test (SST). Amongst others, all material intra-group transactions must be reported to FINMA. In addition to the group supervision exercised by FINMA and its insurance supervision of the legal entities Zurich Insurance Company Ltd, Zurich Life Insurance Company Ltd, Zurich Reinsurance Company Ltd and Orion Legal Expenses Insurance Ltd, the insurance subsidiaries and remaining financial services entities of the Group are supervised by the respective local supervisory authorities.

The principles of corporate governance and the standards described above are incorporated and reflected in a number of corporate documents, in particular the Articles of Association, the Organizational Rules and the Charter of the Committees of the Board of Directors of Zurich Insurance Group Ltd (www.zurich.com/en/about-us/corporate-governance/corporate-documents). The Governance, Nominations and Sustainability Committee of the Board of Directors of Zurich Insurance Group Ltd regularly reviews the Group's corporate governance against best practice standards and ensures compliance with corporate governance requirements.

This report essentially follows the recommended structure outlined in the Directive on Information Relating to Corporate Governance of the SIX Exchange Regulation. The information on compensation, shareholdings and loans to Board members and members of the ExCo is contained in a separate report, the remuneration report (see [pages 92 to 125](#)), which supplements this corporate governance report and also includes the information as required by the Circular 2010/1 on remuneration schemes (minimum standards for remuneration schemes of financial institutions) issued by FINMA on October 21, 2009 as amended on June 1, 2012, December 3, 2015 and September 22, 2016, as well as the Ordinance Against Excessive Compensation (Ordinance AEC) of November 20, 2013.

An effective structure is in place providing for cooperation between the Board of Directors of Zurich Insurance Group Ltd, management and internal control functions. This structure establishes checks and balances and is designed to provide for institutional independence of the Board from the Group Chief Executive Officer (Group CEO) and the Executive Committee (ExCo) which together are responsible for managing the Group on a day-to-day basis.

Corporate governance report (continued)

Remuneration Governance

The Board is responsible for the design and implementation of Zurich's Remuneration Rules¹, which include the overall remuneration philosophy, principles, system and practices. To support the Board in performing these duties, the Board has established a Remuneration Committee. On an annual basis, the Remuneration Committee evaluates Zurich's Remuneration Rules and the remuneration architecture, including the incentive plans which are discretionary and can be terminated or modified at any time. The Remuneration Committee proposes any amendments to the Board as required.

The Remuneration Committee and the Board receive independent advice from the executive compensation practices at Alvarez & Marsal. The Remuneration Committee reviews their mandates and fees, and evaluates ongoing performance. Alvarez & Marsal do not provide any other services to the Group.

At Remuneration Committee and Board meetings where decisions are made on the individual remuneration of either the Chairman, the Group CEO or other members of the ExCo, those individuals are not present. See [pages 62 and 63](#) for further details on the Remuneration Committee and its responsibilities.

The remuneration approval framework is set out as follows:

A strong governance framework ensuring alignment of interest with Shareholders

Remuneration governance

Topic	Recommended by	Board approval	Shareholders' approval
Remuneration architecture	Board Remuneration Committee Board Risk & Investment Committee ¹		
Relevant chapters within the Organizational Rules	Board Remuneration Committee		
Zurich Remuneration Rules	Board Remuneration Committee		
Remuneration Report ²	Board Remuneration Committee		Consultative vote
Board of Directors remuneration	Board Remuneration Committee		Binding vote
Group CEO remuneration	Board Remuneration Committee		Binding vote ³
ExCo remuneration	Group CEO		Binding vote
Total variable remuneration ⁴	Board Remuneration Committee		
STIP pool funding	Board Remuneration Committee ⁵		
LTIP vesting level	Board Remuneration Committee ⁵		

¹ On recommendation of Group CEO.

² Remuneration report addresses remuneration architecture, rules and disclosures.

³ The Group CEO remuneration is approved in aggregate with the ExCo remuneration.

⁴ The elements that make up the total amount of variable remuneration are outlined in the remuneration report.

⁵ Based on the performance achievements of the predefined metrics, an overall qualitative assessment and a risk assessment by Group Risk Management.

Corporate governance report (continued)

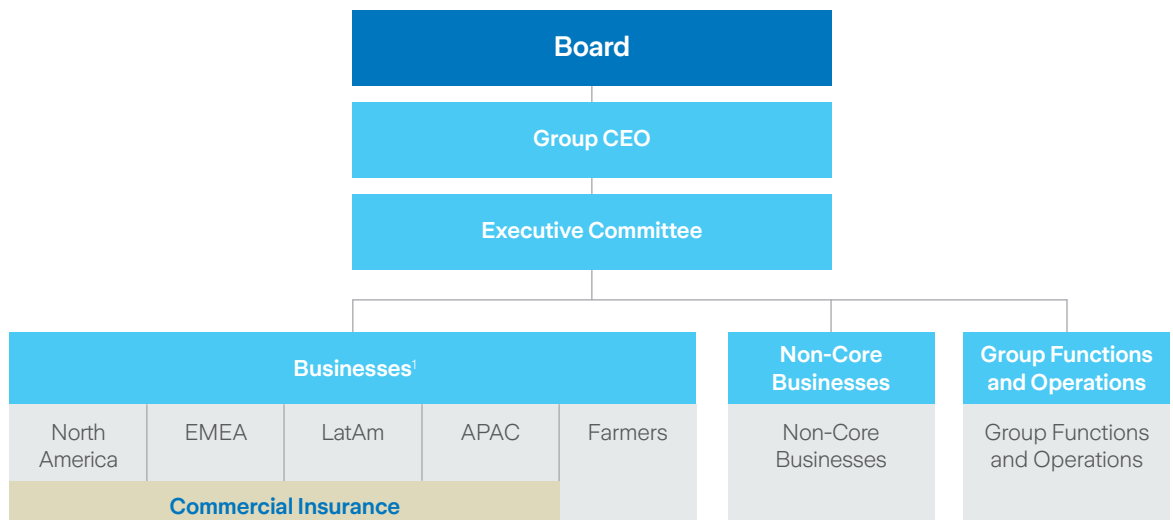
Group structure

Operational Group structure

Zurich Insurance Group Ltd, the Group's holding company, is a Swiss corporation organized in accordance with the laws of Switzerland and registered offices at Mythenquai 2, 8002 Zurich. Zurich's business is focused on providing best-in-class property and casualty, and life insurance products and services to individuals, small businesses, mid-sized and large companies.

The following chart shows the operational Group structure on December 31, 2020.

Operational Group structure as of December 31, 2020



¹ Businesses also includes the Global Business Platforms unit since January 1, 2021.

The Group pursues a customer-centric strategy and is managed by regions, and in addition, Farmers in the U.S. and Commercial Insurance globally. The ExCo is headed by the Group CEO. Six members of the ExCo represent the Group's businesses: the CEOs of the regions (CEO North America, CEO Europe, Middle East & Africa (EMEA) and Bank Distribution, CEO Latin America (LatAm), CEO Asia Pacific (APAC)), the CEO of Farmers Group, Inc. and the CEO of Commercial Insurance. Four members of the ExCo represent Group functions: the Group Chief Financial Officer (Group CFO), the Group Chief Investment Officer (Group CIO), the Group Chief Risk Officer (Group CRO) and the Group Chief Information and Digital Officer (Group CIDO). The Group CFO is also responsible for Group Reinsurance.

As of October 1, 2020, the Group Chief Operating Officer (Group COO) role was redefined to Group Chief Information and Digital Officer (Group CIDO) role and Ericson Chan was appointed to this role and became a member of the ExCo. This role covers the planning, development and operation of the technology functions and online ecosystems including responsibility for all of Zurich's IT operations and services. Group-level Underwriting and Claims functions are transferred to the remit of the CEO Commercial Insurance and Life Technical Functions to the remit of the CEO EMEA and Bank Distribution. For further information on the ExCo see [pages 66 to 75](#).

The Group's operating structure reflects the businesses operated by the Group and how these are strategically managed to offer different products and services to specific customer groups. The Group's reportable segments for 2020 comprised:

- **Regions (EMEA, North America, LatAm and APAC):** segments through which the Group provides a variety of property and casualty and life products to retail and commercial customers as well as reinsurance propositions. **Commercial Insurance** brings together corporate and commercial insurance expertise worldwide under a single umbrella.
 - **Property & Casualty** is the business through which the Group provides a variety of motor, home and commercial products and services for individuals, as well as for small, mid-sized and large businesses.
 - The **Life business** pursues a strategy with market-leading propositions in unit-linked and protection products as well as fee-based solutions managed through three global pillars (Bank Distribution, Corporate Life & Pensions and Other Retail) to develop leading positions in its target markets.

Corporate governance report (continued)

- **Farmers** provides, through Farmers Group, Inc. (FGI) and its subsidiaries, certain non-claims services and ancillary services to the Farmers Exchanges as attorney-in-fact. FGI receives fee income for providing services to the Farmers Exchanges, which are owned by their policyholders and managed by Farmers Group, Inc. a wholly owned subsidiary of the Group. Farmers also includes all reinsurance assumed from the Farmers Exchanges by the Group. Farmers Exchanges are prominent writers of personal and small commercial lines of business in the U.S.
- **Group Functions and Operations** comprise the Group's Holding and financing and headquarters activities. Certain alternative investment positions not allocated to business operating segments are included within Holding and Financing.
- **Non-Core Businesses** include insurance and reinsurance businesses that the Group does not consider core to its operations and that are therefore mostly managed to achieve a beneficial run-off. Non-Core Businesses are mainly situated in the U.S., Bermuda and the UK.

A detailed review of the results of the businesses as reported for 2020 can be found in the financial review starting on [page 182](#). An overview of the Group's business activities is also available within the Group overview section of this Report. Additionally, we will provide information about our business throughout the year on our Group website, including on the 'about us' pages (www.zurich.com/en/about-us).

A list of the Group's significant subsidiaries can be found on [pages 301 to 302](#). Further information on the share listing of Zurich Insurance Group Ltd, can be found under the following link: www.zurich.com/investor-relations/our-shares/registered-share-data.

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Board of Directors

A diverse and independent Board.

Our Board is well positioned to support management in its efforts to deliver on strategic priorities. In addition, it is committed to addressing the needs of all stakeholders and has a strong focus on environmental, social and governance (ESG) integration.



Michel M. Liès
Chairman

Nationality: Luxembourg

Committee membership:

Governance, Nominations and Sustainability Committee (Chairman), Remuneration Committee

Other directorships within the Group:

Zurich Insurance Company Ltd

Read more:
Page 54



Christoph Franz
Vice-Chairman

Nationality: Swiss and German

Committee membership:

Remuneration Committee (Chairman), Governance, Nominations and Sustainability Committee

Other directorships within the Group:

Zurich Insurance Company Ltd

Read more:
Page 54



Joan Amble
Member of the Board of Directors

Nationality: U.S.

Committee membership:

Risk and Investment Committee

Other directorships within the Group:

Zurich Insurance Company Ltd

Read more:
Page 54



Catherine Bessant
Member of the Board of Directors

Nationality: U.S.

Committee membership:

Remuneration Committee, Audit Committee

Other directorships within the Group:

Zurich Insurance Company Ltd

Read more:
Page 55

Board of Directors (continued)



Dame Alison Carnwath
 Member of the Board of Directors
Nationality: British
Committee membership: Audit Committee (Chairman), Governance, Nominations and Sustainability Committee, Risk and Investment Committee
Other directorships within the Group: Zurich Insurance Company Ltd

[Read more:](#)
Page 55



Kishore Mahbubani
 Member of the Board of Directors
Nationality: Singapore
Committee membership: Remuneration Committee, Risk and Investment Committee
Other directorships within the Group: Zurich Insurance Company Ltd

[Read more:](#)
Page 56



Michael Halbherr
 Member of the Board of Directors
Nationality: Swiss
Committee membership: Risk and Investment Committee
Other directorships within the Group: Zurich Insurance Company Ltd

[Read more:](#)
Page 55



Jasmin Staiblin
 Member of the Board of Directors
Nationality: German
Committee membership: Remuneration Committee
Other directorships within the Group: Zurich Insurance Company Ltd

[Read more:](#)
Page 57



Jeffrey Hayman
 Member of the Board of Directors
Nationality: U.S.
Committee membership: Risk and Investment Committee (Chairman), Governance, Nominations and Sustainability Committee, Audit Committee
Other directorships within the Group: Zurich Insurance Company Ltd

[Read more:](#)
Page 56



Barry Stowe
 Member of the Board of Directors
Nationality: U.S.
Committee membership: Audit Committee
Other directorships within the Group: Zurich Insurance Company Ltd

[Read more:](#)
Page 57



Monica Mächler
 Member of the Board of Directors
Nationality: Swiss
Committee membership: Governance, Nominations and Sustainability Committee, Audit Committee
Other directorships within the Group: Zurich Insurance Company Ltd

[Read more:](#)
Page 56

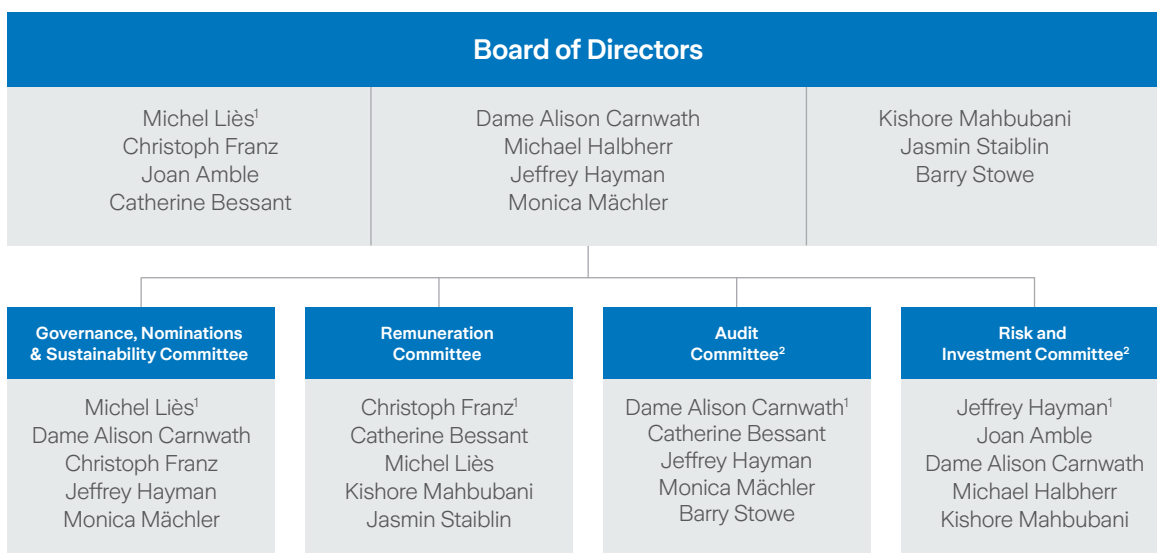
Corporate governance report (continued)

Board of Directors

The Board, under the leadership of the Chairman, is responsible for determining the overall strategy of the Group, including a strong commitment to sustainability. It holds the ultimate decision-making authority for Zurich Insurance Group Ltd, except for decisions on matters reserved for the shareholders.

Board of Directors and its Committees

as of December 31, 2020



¹ Chairman of Board or Board Committee, respectively.

² To facilitate an ongoing exchange of information between the Risk and Investment Committee and the Audit Committee, the Chairman of the Audit Committee is a member of the Risk and Investment Committee and at least one member of the Risk and Investment Committee is a member of the Audit Committee. The Chairman of the Board regularly participates in both the Audit Committee and Risk and Investment Committee meetings as a guest.

Elections

The members of the Board are elected by the shareholders at the AGM on an annual basis. Directors are elected by an absolute majority of the votes represented (art. 17 and 21 of the Articles of Association). The Board constitutes itself in its first meeting after the AGM, except for the Chairman and the members of the Remuneration Committee who, as required by the Ordinance AEC, are elected individually by the shareholders. The term of office of a Board member ends after completion of the next AGM.

All Directors of Zurich Insurance Group Ltd are also members of the Board of Directors of Zurich Insurance Company Ltd. Mr. Liès also serves as Chairman of that board. None of the Directors have further board memberships within the Group.

Honorary Chairman

Fritz Gerber, the long-standing Honorary Chairman of Zurich Insurance Group Ltd and of Zurich Insurance Company Ltd, passed away on May 10, 2020. He was appointed to this position in recognition of his leadership and extraordinary service to these companies and this appointment did not confer Board membership of director's duties or rights, nor did it entitle him to any directors' fees. With the passing of Fritz Gerber, the role of a Honorary Chairman no longer exists.

Corporate governance report (continued)

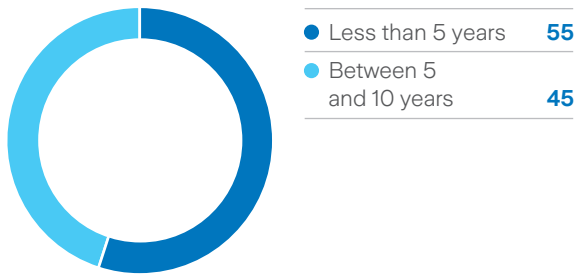
Board Composition

Diversity is a key factor for success in today's fast-changing global environment. Zurich's Board consists of individuals with different geographic and cultural backgrounds and experience, mirroring our international footprint and bringing local cultural perspective as well as regional networks. Its diverse set of knowledge and skills enable Board members not only to ensure a viable strategy and initiatives of the Group going forward and its sound management and control, but also to consider the views of all of Zurich stakeholders. Zurich's Board is one of the most gender diverse in Switzerland with 45 percent women. It represents an age span from 50 to 72 years. The Board can draw on this diverse group of individuals to carry out its responsibilities and tasks, while taking into account a full range of current business and stakeholder needs.

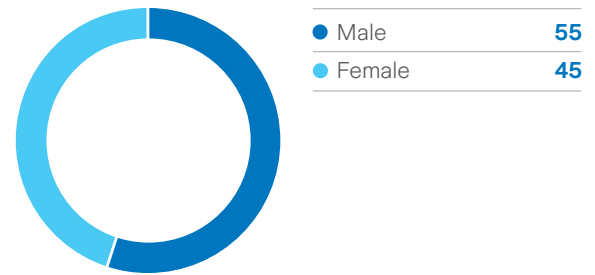
As of December 31, 2020, the Board comprised members of six different nationalities. Board members' business experience covers a broad range of industries and jurisdictions, giving the Board profound collective knowledge of international business practices, different customer perspectives, employee needs, shareholder considerations and community and public interests. The Board also benefits from the broad cultural, educational and professional backgrounds of its members, which include insurance and financial services, macroeconomics, manufacturing, engineering, IT and technology, audit, compliance, legal, regulatory and sustainability know-how as well as experience in management and operations.

The average length of tenure was 4.4 years:

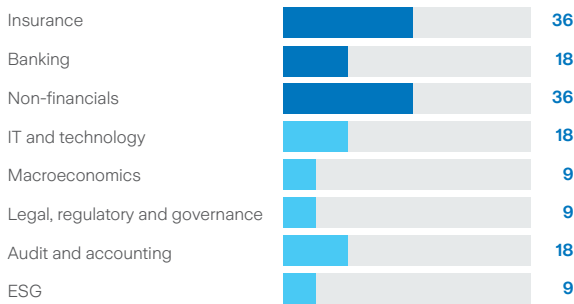
Board by length of tenure
%, as of December 31, 2020



Board by gender
%, as of December 31, 2020



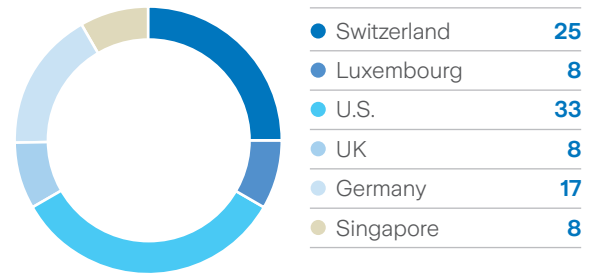
Board by background, experience, skills and knowledge
%, as of December 31, 2020



● Sector ● Specialization

Board members are allocated to one or more nationality, sectors and/or specialization areas based on their individual profile.

Board by nationality
%, as of December 31, 2020



Corporate governance report (continued)

Biographies

Michel M. Liès

Chairman

Born: 1954

Skills and experience

Michel Liès has 40 years' experience in global insurance and reinsurance, life insurance, and property and casualty insurance. He has held a number of positions in the industry, including Group CEO of Swiss Re. He began his career at the reinsurer in 1978, working first in the life market in Latin America before moving to Europe in 1983, where he held a number of senior positions within Swiss Re's life businesses. In 1994, he moved into Swiss Re's non-life sector, with responsibility for southern Europe and Latin America. From 1998 he served as Swiss Re's Head of Latin America Division until 2000, when he was appointed Head of the Europe Division of its Property & Casualty Business Group. In 2005, he became Swiss Re's Head Client Markets with responsibility for client relationships worldwide, and was appointed a member of the reinsurer's Group Executive Committee. From 2011 to 2012, Mr. Liès served as Swiss Re's Chairman of Global Partnerships, which works with governments, international development bodies and non-governmental organizations (NGOs) to mitigate and address global risks and increase resilience. He was appointed Swiss Re's Group CEO in February 2012 and served in that role until his retirement from Swiss Re in 2016. He became Chairman of the boards of Zurich Insurance Group Ltd and Zurich Insurance Company Ltd in April 2018.

Committee membership

Governance, Nominations and Sustainability Committee (Chairman), Remuneration Committee

Other directorships within the Group

Zurich Insurance Company Ltd

External appointments

Mr. Liès is chairman of Avenir Suisse, a member of the board of the Institute of International Finance (IIF), and a trustee board member of The Swiss Institute of International Studies. He is also a member of the European Financial Services Round Table and a member of the board of trustees of the Lucerne Festival. He also serves as a member of the steering committee of the Insurance Development Forum.

Educational background

Mr. Liès holds a master's degree in mathematics from the Swiss Federal Institute of Technology in Zurich (ETH). In 1991, he completed the Stanford Executive Program at Stanford University in the U.S. He completed the Senior Executive Program at Harvard University in 1996.

Christoph Franz

Vice-Chairman

Born: 1960

Skills and experience

Christoph Franz started his professional career in 1990 at Deutsche Lufthansa AG. From 1994 until 2003, he held different executive functions at Deutsche Bahn AG, including as member of the executive board and CEO of the passenger transport division. In 2004, he became CEO of Swiss International Air Lines Ltd, and in 2009 he was promoted to the role of deputy chairman of the executive board of Deutsche Lufthansa AG and CEO Passenger Airlines. From 2011 to 2014, Mr. Franz was chairman of the executive board and CEO of Deutsche Lufthansa AG. He became a member of the boards of Zurich Insurance Group Ltd and Zurich Insurance Company Ltd in April 2014. He was elected Vice-Chairman in April 2018.

Committee membership

Remuneration Committee (Chairman), Governance, Nominations and Sustainability Committee

Other directorships within the Group

Zurich Insurance Company Ltd

External appointments

Mr. Franz was elected chairman of the board of Roche Holding Ltd in March 2014. He is also a member of the board of directors of Chugai Pharmaceuticals Ltd (controlled by Roche Holding Ltd), and of Stadler Rail Ltd. Mr. Franz serves as a member of the board of trustees of Ernst-Goehner-Foundation, of Avenir Suisse, of the Swiss Study Foundation and of the Lucerne Festival and is a member of the advisory board of the University of St. Gallen (HSG). He was named as an honorary professor of business administration at the University of St. Gallen in May 2017. In September 2017, the International Committee of the Red Cross (ICRC) appointed Mr. Franz as a member of its Assembly, the organization's top governing body, and in May 2018 he was elected to the Assembly Council.

Educational background

Mr. Franz studied industrial engineering at the Technical University Darmstadt (Germany) and completed his studies with a Ph.D. in economic sciences (Dr. rer. pol.) at the same university. He also studied at the Ecole Centrale de Lyon (France) and conducted post-doctorate research at the University of California, Berkeley.

Joan Amble

Member of the Board of Directors

Born: 1953

Skills and experience

Joan Amble has substantial financial industry experience. She started her professional career as an accountant with Ernst & Ernst (currently Ernst & Young) in 1977. From 1984 to 1989, she served at the Financial Accounting Standards Board (FASB), specializing in pensions, derivatives and other financial instruments. She then spent 14 years with the General Electric Company (GE) in various leadership roles, including CFO GE Real Estate, COO and CFO GE Capital Markets, and as vice president and chief accounting officer GE Financial Services. From 2004 to May 2011, Ms. Amble served as executive vice president and principle accounting officer, and until the end of 2011 as executive vice president, Finance, of the American Express Company. In December 2011, Ms. Amble completed a four-year term as a member of the Financial Accounting Standards Advisory Council (FASAC). She has been a member of the boards of Zurich Insurance Group Ltd and of Zurich Insurance Company Ltd since April 2015.

Committee membership

Risk and Investment Committee

Other directorships within the Group

Zurich Insurance Company Ltd

External appointments

Ms. Amble is a member of the board of Sirius XM Satellite Radio, where she chairs the audit committee. In addition, she is a member of the board and the audit committee at Booz Allen Hamilton. In January 2015, Ms. Amble was appointed to the Public Company Accounting Oversight Board's Standing Advisory Group, which advises on the development of auditing and professional practice standards. Since October 2016, Ms. Amble has been an independent adviser to the Control and Risk Committee of the Executive Committee of the U.S. affiliate of Société Générale S.A., a French multinational banking and financial services company. She is also involved in developing women in business, including as chair emeritus and co-founder of W.O.M.E.N in America, Inc. and through her various speaking engagements. Ms. Amble also participates in director and other forums and speaks on corporate governance and corporate culture.

Educational background

Ms. Amble received a Bachelor of Science in accounting from The Pennsylvania State University, and later became a certified public accountant (currently inactive).

Corporate governance report (continued)

Biographies (continued)

Catherine Bessant

Member of the Board of Directors

Born: 1960

Skills and experience

Catherine Bessant is chief operations and technology officer at Bank of America and a member of the Bank of America's executive management team. Since joining Bank of America in 1982 as a corporate banker, she has held numerous senior leadership positions within that company: president of Global Product Solutions and Global Treasury Services; chief marketing officer; president of Consumer Real Estate and Community Development Banking; national Small Business Segment executive; and market president of Bank of America, Florida. Prior to being appointed to her current position, Ms. Bessant served as president of Global Corporate Banking. Ms. Bessant has led Bank of America's Global Technology and Operations since 2010. In that role she is responsible for end-to-end technology and operating services, including business continuity and information security efforts across the company, and overseeing nearly 95,000 employees and contractors in more than 35 countries. Recognized for her multi-sector leadership, Ms. Bessant was inducted into the Most Powerful Women in Banking Hall of Fame by American Banker in 2020 after ranking as No. 1 of the "25 Most Powerful Woman in Banking" for three consecutive years. She became a member of the boards of Zurich Insurance Group Ltd and Zurich Insurance Company Ltd in March 2017.

Committee membership

Remuneration Committee, Audit Committee

Other directorships within the Group

Zurich Insurance Company Ltd

External appointments

Ms. Bessant is on the board of trustees for the Urban Institute, is an independent member of the USA Field Hockey board of directors, serves on the advisory board of the Ross School of Business at the University of Michigan and is a member of the President's Council of Advisors on Science and Technology in the U.S. She previously served 16 years on the board of directors of Florida Blue, formerly Blue Cross Blue Shield of Florida, including serving as lead independent director.

Educational background

Ms. Bessant holds a Bachelor of Business Administration from the University of Michigan Ross School of Business.

Dame Alison Carnwath

Member of the Board of Directors

Born: 1953

Skills and experience

Dame Alison Carnwath has substantial financial industry experience. She began her career with Peat Marwick Mitchell, now KPMG, where she practiced as a chartered accountant from 1975 to 1980. From 1980 to 1982, she worked as a corporate financier for Lloyds Bank International. From 1982 to 1993, she was assistant director, then director, at J. Henry Schroder Wagg & Co in London and New York. From 1993 to 1997, Dame Alison was a senior partner at the financial advisory firm Phoenix Partnership. The firm was taken over by Donaldson, Lufkin & Jenrette (DLJ) in late 1997; she continued working for DLJ until 2000. Dame Alison has held several board offices. From 2000 to 2005, she was the chairman of the board of Vitec Group plc; from 2001 to 2006, a director of Welsh Water; from 2004 to 2007, of Friends Provident plc; from 2004 to 2007, of Gallaher Group; and from 2007 to 2010, she was the independent chairman of MF Global Inc. She also served on the boards of directors of Barclays from 2010 to 2012, and of Man Group plc from 2001 to 2013. From 2008 to July 2018, she was chairman of the board of Land Securities Group plc. She has been a member of the boards of Zurich Insurance Group Ltd and Zurich Insurance Company Ltd since March 2012.

Committee membership

Audit Committee (Chairman), Governance, Nominations and Sustainability Committee, Risk and Investment Committee

Other directorships within the Group

Zurich Insurance Company Ltd

External appointments

Dame Alison has been a senior advisor of Evercore Partners since 2011. She has been a member of the board of PACCAR Inc. since 2005 and since September 2013 a member of the advisory council of the St. George's Society of New York. Since May 2014, she has been a member of the supervisory board of BASF SE and Chairman of the Audit Committee of BASF SE. In May 2018, she was appointed as independent non-executive director and member of the Audit Committee of BP plc.

Educational background

Dame Alison graduated in economics and German from the University of Reading. She was awarded honorary doctorates (LLB) from the University of Reading and the University of Exeter.

Michael Halbherr

Member of the Board of Directors

Born: 1964

Skills and experience

Michael Halbherr has extensive experience in the technology industry, serving as an investor, active board member and advisor for young, aspiring companies in many different areas including digital mapping, mobility technology, mobile operating systems, and industrial applications. He held leadership roles in Nokia Corporation from 2006 to 2014, including serving from 2011 to 2014 as member of Nokia's leadership team and later as CEO of HERE BV, a fully owned Nokia company and a leading company in automotive location technologies. From 2001 to 2006, he served as CEO of gate5, a Berlin-based mobile phone software startup, which Nokia acquired in 2006. From 2000 to 2001, he was a managing director at Europeatweb, an investor into gate5 and venture arm of Groupe Arnault. Prior to that, he was a manager at the Boston Consulting Group (BCG) from 1994 to 2000, in the company's Zurich and Boston offices, where he was an active member of BCG's technology practice. He began his career at the Laboratory for Computer Science at Massachusetts Institute of Technology (MIT), where he worked as a visiting scientist and post-doctoral researcher from 1992 to 1994 with a focus on programming paradigms for massively parallel computers. He joined the boards of Zurich Insurance Group Ltd and Zurich Insurance Company Ltd in April 2019.

Committee membership

Risk and Investment Committee

Other directorships within the Group

Zurich Insurance Company Ltd

External appointments

Mr. Halbherr is a non-executive director and chairman of German Bionic Systems GmbH in Augsburg, Trafi Ltd. in Vilnius, FATMAP Ltd. in Berlin, and a strategic advisor of Zeotap GmbH. He is chairman of the board of trustees of the Institute for Mobility Research (ifmo), a research facility of the BMW Group.

Educational background

Mr. Halbherr holds a Ph.D. in electrical engineering from the Swiss Federal Institute of Technology (ETH) in Zurich.

Corporate governance report (continued)

Biographies (continued)

Jeffrey Hayman

Member of the Board of Directors

Born: 1960

Skills and experience

Mr. Hayman began his career as a claims representative in the property and casualty department of Travelers Companies in the U.S. in 1983, where he later held several positions. In 1998, he joined AIG as regional vice president, personal lines at AIU Far East in Japan. Beginning in 2003, he held various leadership positions within AIG, including as chairman of AIU Insurance Company in Japan and president and CEO of AIU Far East Holdings, Japan and Korea. From 2009 to 2011, Mr. Hayman served as senior vice president and chief administrative officer, and from 2011 to 2013 as executive vice president and CEO, Global Consumer Insurance, at AIG. In 2013, he served as president of international insurance operations at Starr Companies. He then became an independent consultant and advisor. He has been a member of the boards of Zurich Insurance Group Ltd and of Zurich Insurance Company Ltd since March 2016.

Committee membership

Risk and Investment Committee (Chairman), Governance, Nominations and Sustainability Committee, Audit Committee

Other directorships within the Group

Zurich Insurance Company Ltd

External appointments

None

Educational background

Mr. Hayman holds an MBA in finance from the University of Hartford, Barney School of Business and Public Administration, West Hartford, and a bachelor's degree in arts, economics and political science from Saint Olaf College, Northfield. He is a chartered life underwriter and a chartered financial consultant.

Monica Mächler

Member of the Board of Directors

Born: 1956

Skills and experience

Monica Mächler has substantial legal, regulatory and governance expertise in a national and international context. She served as vice-chair of the board of directors of the integrated Swiss Financial Market Supervisory Authority (FINMA) from 2009 to 2012, having been the director of the Swiss Federal Office of Private Insurance from 2007 to 2008. From 2010 to 2012, Ms. Mächler chaired the Technical Committee of the International Association of Insurance Supervisors (IAIS). She assumed the roles of Group General Counsel and Head of the Board Secretariat of Zurich Insurance Group from 1999 to 2006 and was appointed a member of the Group Management Board in 2001 after joining in 1990. During the years 1985 to 1990, she was in private practice specializing in banking and business law. Ms. Mächler has been a member of several Swiss federal expert commissions on regulatory projects and regularly speaks, lectures and publishes on matters related to international business law and regulation, and their impact. From May 2012 until May 2018, she was a member of the supervisory board of directors of Deutsche Börse AG. She has been a member of the boards of Zurich Insurance Group Ltd and of Zurich Insurance Company Ltd since April 2013.

Committee membership

Governance, Nominations and Sustainability Committee, Audit Committee

Other directorships within the Group

Zurich Insurance Company Ltd

External appointments

Ms. Mächler has been a member of the board of directors of Cembra Money Bank AG since April 2015. She also chairs the advisory board of the International Center for Insurance Regulation at the Goethe University Frankfurt am Main and serves on the boards of the Stiftung für schweizerische Rechtspflege and of the Europa Institut at the University of Zurich.

Educational background

Ms. Mächler earned her J.D. at the University of Zurich's Law School and complemented her studies by attending programs on UK, U.S. and private international law. She is admitted to the bar of the Canton of Zurich.

Kishore Mahbubani

Member of the Board of Directors

Born: 1948

Skills and experience

Kishore Mahbubani began his career in 1971 as a diplomat with the Singapore Foreign Service, where he served until 2004, with postings in Cambodia, Malaysia, Washington D.C. and New York. He served two postings as Singapore's ambassador to the UN and as president of the UN Security Council in January 2001 and May 2002. Mr. Mahbubani was permanent secretary of the Singapore Foreign Ministry from 1993 to 1998. He served as founding dean at the Lee Kuan Yew School of Public Policy of the National University of Singapore (NUS) from 2004 until the end of 2017. In July 2019, he became a Distinguished Fellow at the Asia Research Institute (ARI) of NUS. He has spoken and published extensively on geopolitical and economic issues. In 2013, the Financial Times chose one of his books, 'The Great Convergence: Asia, the West and the Logic of One World,' as one of the best books of the year on economics. His latest book, 'Has China Won?,' published in the U.S. in April 2020, was described by Martin Wolf as "an excellent and important book." He has been a member of the Boards of Zurich Insurance Group Ltd and of Zurich Insurance Company Ltd since April 2015.

Committee membership

Remuneration Committee, Risk and Investment Committee

Other directorships within the Group

Zurich Insurance Company Ltd

External appointments

In September 2017, he was appointed non-executive chairman of the board of Aggregate Asset Management. Since January 2016, he has been an independent director of the board of Wilmar International Limited, Singapore. In addition, he has served on boards and councils of several institutions in Singapore, Europe and North America, and is currently a member of Yale's President's Council on International Activities (PCIA) and the World Economic Forum's Global Agenda Council on China. He was named a member of the American Academy of Arts and Sciences in April 2019.

Educational background

Mr. Mahbubani graduated with a first-class honors degree in philosophy from the University of Singapore and an M.A. in philosophy from Dalhousie University, Canada, where he was also awarded an honorary doctorate.

Corporate governance report (continued)

Biographies (continued)

Jasmin Staiblin

Member of the Board of Directors

Born: 1970

Skills and experience

Jasmin Staiblin brings to her role extensive knowledge of how business sectors transform and the growing importance of digitalization and sustainability as a competitive differentiator. She is recognized as one of Europe's top experts in the field of energy and served as CEO of Alpiq, a leading Swiss energy services provider and electricity producer in Europe, until December 31, 2018. She began her career in 1997 at the ABB Group, the Swedish-Swiss global technology company. She served in various global functions as a member of the management team for ABB's power technologies division. She held the position of CEO of ABB Switzerland from 2006 to 2012. In 2013, she became CEO of Alpiq Holding Ltd. She joined the boards of Zurich Insurance Group Ltd and Zurich Insurance Company Ltd in April 2019.

Committee membership

Remuneration Committee

Other directorships within the Group

Zurich Insurance Company Ltd

External appointments

Ms. Staiblin is a board member of Rolls-Royce plc, London; NXP Semiconductors N.V., Eindhoven; Georg Fischer Ltd., Schaffhausen; Ammann Group Holding AG, Langenthal.

Educational background

Ms. Staiblin studied physics and electrical engineering at the Karlsruhe Institute of Technology, Germany and the Royal Institute of Technology in Stockholm, Sweden. She completed her studies with a degree in physics and has a Master of Science in electrical engineering.

Barry Stowe

Member of the Board of Directors

Born: 1957

Skills and experience

Barry Stowe has extensive business experience and knowledge gained through executive roles in the insurance industry in North America and Asia. Between 2006 and 2018, he was a member of the board of directors and the group executive committee of Prudential plc. From 2015 to 2018, he served as chairman and CEO of Jackson Holdings Ltd, a subsidiary of Prudential plc, and from 2006 to 2015, as CEO of Prudential Corporation Asia. From 1995 to 2006, he held senior executive positions at American International Group (AIG), including serving as president of AIG Life Companies Accident & Health Worldwide based in Hong-Kong from 2001 to 2006. From 1992 to 1995, he served as president of NISUS, a subsidiary of Pan-American Life Insurance Group. From 1980 to 1992, he held several positions at Willis Corroon Group plc in the U.S., an insurance and reinsurance brokerage services company. He joined the boards of Zurich Insurance Group Ltd and of Zurich Insurance Company Ltd in April 2019.

Committee membership

Audit Committee

Other directorships within the Group

Zurich Insurance Company Ltd

External appointments

Mr. Stowe is co-chair of the Retirement Income Institute in Washington, D.C., vice-chair of Cheekwood Estate & Gardens in Nashville, Tennessee, and a member of the Tennessee Business Leadership Council.

Educational background

Mr. Stowe has a Bachelor of Arts in politics and classical studies from Lipscomb University in Nashville, Tennessee.

Corporate governance report (continued)

Independence of the members of the Board of Directors

Zurich considers the independence of its Board members an essential feature of good corporate governance. Zurich's independence criteria comply with applicable laws and reflect best-practice standards such as the SIX Exchange Regulation Directive on Information relating to Corporate Governance and the Swiss Code of Best Practice.

The Governance, Nominations and Sustainability Committee reviews Board members' independence status annually and reports its findings to the Board for final determination. In particular, the Governance, Nominations and Sustainability Committee checks the following independence criteria before recommending a new Board member for election and, thereafter, for re-election on an annual basis. It confirms that:

- no Board member, member of their immediate family, or any other related party, received – either directly or indirectly – any consulting or advisory fee or other compensation and/or material benefits from a member of the Zurich Insurance Group other than in their capacity as Board or Committee member in 2020 or the past three years;
- no Board members or any member of their immediate family, is or was employed by a member of Zurich Insurance Group in 2020 or the past three years.

Based on the recommendation of the Governance, Nominations and Sustainability Committee the Board determined that, as of February 10, 2021, the Board consisted entirely of Directors who were non-executive, independent from the management. For further information on the Group's independence policy, please see art. 16.6 of the Annex to the Organizational Rules (www.zurich.com/en/about-us/corporate-governance/corporate-documents).

Board members are also subject to rules and regulations to avoid conflicts of interest and prevent any misuse of insider information.

External mandates

In line with the Ordinance AEC, art. 33 of Zurich's Articles of Association (www.zurich.com/en/about-us/corporate-governance/corporate-documents) has rules on the number of mandates members of the Board and of the ExCo are permitted to hold, as shown in the table below.

At the AGM on April 1, 2020, the shareholders approved a change of the art. 33 para 1 of Zurich's Articles of Association as follows:

- members of the Board of Directors may not hold more than eight additional mandates, of which not more than three in listed companies.
- members of the Group Executive Committee may not hold more than four additional mandates, of which not more than one in a listed company.

Art. 33, para. 1, of the Articles of Association sets forth the following, generally applicable, maximum limits:

	Board of Directors	Executive Committee
Additional mandates for listed and non-listed companies (maximum in total)	8 maximum	4 maximum
Maximum of mandates for listed companies (included in total maximum)	3 maximum	1 maximum

Exempted from this general limit are the following categories of mandates (art. 33, para. 2, of the Articles of Association):

	Board of Directors	Executive Committee
Mandates for Group subsidiaries	No limit	
Mandates on behalf of the Group	5 maximum	5 maximum
Mandates for associations, charitable organizations, foundations or pension funds	5 maximum	5 maximum

Multiple mandates for different companies under unified control are counted as a single mandate. The maximum limits set forth in the Articles of Association do not discharge the members of the Board or ExCo from their duties to act with due care and protect Group interests. As in the past, additional mandates may be assumed only where, upon assuming such mandates, time and resources remain available to perform the office held in the Group.

Corporate governance report (continued)

Size of Board and tenure

The Articles of Association require in art. 21 that the Board shall consist of not less than seven and not more than thirteen members. According to the Group's Organizational Rules (art. 4.4), in general, the maximum tenure of Board members may not exceed 12 years, although exceptions may be made under special circumstances (www.zurich.com/en/about-us/corporate-governance/corporate-documents).

Internal organizational structure

The Board is chaired by the Chairman, or in his absence, by the Vice-Chairman. The Vice-Chairman is appointed by the Board. The Board also appoints its secretary.

Board meetings

The Board is required to meet at least six times each year. During 2020 it held 12 meetings (of which eleven were partly attended by tele-/videoconference and seven were held over two days). One meeting was fully dedicated to the discussion of strategy. Five meetings lasted four or more hours during the course of a day and five meetings lasted less than three hours on average. In addition, the Board approved no circular resolutions.

In 2020, average attendance at Board meetings was 99.24percent. In fulfillment of their duties, the members of the Board spent additional time participating in Board committee meetings and preparing for meetings.

During 2020, in view of the challenges posed by COVID-19 and the changed working environment, the format of Board meetings was changed to virtual meetings. In addition, several informal exchanges between Board members, in some instances with management participation, were facilitated.

as of December 31, 2020

	Board of Directors	Governance, Nominations and Sustainability Committee	Remuneration Committee	Risk and Investment Committee	Audit Committee
No. of meetings held	12	7	5	7	7
No. of members	11	5	5	5	5
Meeting attendance, in %	99.24	100	100	100	97.14

Meeting attendance individualized

Joan Amble	12/12	-	-	7/7	-
Catherine Bessant	12/12	-	5/5	-	7/7
Dame Alison Carnwath	12/12	7/7	-	7/7	7/7
Christoph Franz	11/12	7/7	5/5	-	-
Michael Halbherr	12/12	-	-	7/7	-
Jeffrey Hayman	12/12	7/7	-	7/7	7/7
Michel M. Liès	12/12	7/7	5/5	-	-
Monica Mächler	12/12	7/7	-	-	7/7
Kishore Mahbubani	12/12	-	5/5	7/7	-
Jasmin Staiblin	12/12	-	5/5	-	-
Barry Stowe	12/12	-	-	-	6/7

Corporate governance report (continued)

Board

The Board is responsible for the ultimate management of Zurich Insurance Group Ltd and of the Group as a whole, as well as for the supervision of management. In particular, it is responsible for taking actions in the following areas:

- **Group strategy:** The Board approves the Group strategic plan and the overall Group targets upon the recommendation of the Group CEO and receives reports by the Group CEO on the implementation of and progress toward the Group Strategy.
- **Finance:** The Board approves the financial and operating plan annually and establishes guidelines for capital allocation and financial planning. Above certain thresholds, the Board approves major lending and borrowing transactions. It discusses the dividend policy and the Board's proposal for dividend. Within its authority the Board also makes resolutions on capital increases and the certification of capital increases and respective amendments to the Articles of Association.
- **Reporting:** The Board reviews and approves the Annual Report, the half year financial reporting of the Group, the Group's updates for the first three and nine months of the year, as well as the financial condition report. In addition, the Board approves the sustainability report.
- **Structure and organization of the Group:** The Board determines and regularly reviews the basic principles of the Group's structure and major changes in the Group's management organization, including major changes to Group functions. In this respect, the Board discusses the Group's corporate governance framework, its remuneration system and adequate controls and assurance. The Board also adopts and regularly reviews the Group's Code of Conduct, compliance and risk management. Further, as part of its duty to convene the shareholders' meeting, it approves and submits proposals to the shareholders' meeting.
- **Business Development:** Above certain thresholds, the Board regularly discusses and approves acquisitions and disposals of businesses and assets, investments, new businesses, mergers, joint ventures, co-operations and restructuring of business units or books of businesses.
- **Sustainability:** The Board approves the Group's sustainability strategy and objectives, including targets having a material impact on the Group. The Board also sets the Group's values and standards to ensure that the expectations of stakeholders are met.
- **Risk management:** The Board approves the Group's key risk management principles and procedures including, in particular, the Group's risk appetite and risk tolerance. It also approves the Own Risk and Solvency Assessment (ORSA) as well as the Group's Recovery Plan.

Additional information on the Board's responsibilities can be found in the articles 5.3 to 5.7 of the Organizational Rules of Zurich Insurance Group Ltd (www.zurich.com/en/about-us/corporate-governance/corporate-documents).

Activities 2020: In 2020, the Board specifically focused on the following:

- delivery on strategic priorities for strategic cycle 2020–2022, in particular with a view to commercial and retail business, new business models and brand, as well as the impact of COVID-19 on priorities, e.g., due to changed retail customer behavior
- implementation of the sustainability strategy and its inclusion into business objectives
- changes in Executive Committee as proposed by the Group CEO in alignment with strategic priorities
- close monitoring of financial and business exposures during COVID-19, impact on employees and operations
- succession of Board members
- impact of Brexit and implementation measures to be taken by the Group
- risk management and internal control framework, enabling integrated view of risks and assurance customer trends, structural industry changes and new technologies
- merger and acquisition and investment transactions
- Board self-assessment and resulting recommendations
- regulatory and legal environment.

Corporate governance report (continued)

Board assessment

At least annually, the Board reviews, on the basis of an assessment conducted by the Governance, Nominations & Sustainability Committee of the Board (which includes an appraisal by an external expert at least every three years), its own performance, as well as the performance of each of the Committees. Such a review seeks to determine whether the Board and the Committees function effectively and efficiently and whether any changes should be made to the membership of the Board and the Committees. The annual board self-assessment includes, in particular, the review of the profile of the Board members and the assessment of their availability to devote time to their mandate with the Board and its Committees (also with a view to the type and number of mandates carried out with other companies) (see Nomination Principles in article 15 ff. of the Annex to the Organizational Rules under www.zurich.com/en/about-us/corporate-governance/corporate-documents).

In its self-assessment in 2020, the Board focused in particular on the adequacy of its composition, culture, its adaptability during the COVID-19 crisis and the prioritization of topics. Based on a report of the results, the Board has determined appropriate steps to address the matters discussed.

Committees of the Board of Directors

The Board may establish committees for specific topics, terms of reference and rules with respect to delegated tasks, responsibilities and reporting to the Board. Except for the Remuneration Committee, the Board constitutes such committees from among its members at its own discretion.

The committees assist the Board in performing its duties. They discuss and propose matters to the Board in order that it may take appropriate actions and pass resolutions unless they are authorized to take resolutions in specific areas on their own. In 2020, committee meetings lasted over an hour and 40 minutes on average.

The Board has the following standing committees:

Audit Committee

Key tasks and responsibilities:

- serves as a focal point for communication and oversight regarding financial accounting and reporting, internal control, actuarial practice, and financial and regulatory compliance
- reviews the Group's auditing process (including establishing the basic principles relating to and making proposals for the audit of Zurich Insurance Group Ltd and the Group)
- at least annually, reviews the standards of internal control, including activities, plans, organization and quality of Group Audit and Group Compliance
- reviews annual and half-year consolidated financial statements of the Group, the Group's updates for the first three months and first nine months and the Financial Condition Report of the Group.

Activities 2020: During 2020, the following topics were in particular focus in the Audit Committee's discussions:

- annual and half-year reporting with a strong focus on accounting and reserving matters, as well as the Group's updates for the first three months and first nine months
- regular assessment of the financial position of the Group in view of COVID-19, its impact on financial operations and on performance versus the financial plan
- the effectiveness of the internal control framework, including internal controls over financial reporting (ICFR)
- the annual Group Audit plan, Group Audit findings and management implementation of improvement actions
- an assessment of the impact of COVID-19 on compliance risk and how the Group addresses fraud risk
- the work of the external auditors, the external auditor's findings on key judgments and estimates in financial statements as well as the transition to the new auditor to be proposed to shareholders for election at the Annual General Meeting 2021
- the annual Group Compliance Plan, activities to support management managing compliance risks, compliance policy updates and enhancements, compliance findings, the result of the annual Code of Conduct training, as well as evolving regulatory expectations
- legal and regulatory matters.

The Audit Committee meets at least four times per year.

Corporate governance report (continued)

Governance, Nominations & Sustainability Committee

Key tasks and responsibilities:

- supports the Board, in line with the Group's commitment to good corporate governance, sustainable business conduct and value creation, by establishing best practices in corporate governance across the Group with a view to ensuring that the shareholders' and other important stakeholders' rights are fully protected
- assists the Board in setting an appropriate tone at the top to promote key values and behaviors, and to ensure a sound and open culture throughout the organization
- develops and proposes guidelines to the Board for corporate governance and reviews them
- ensures compliance with corporate governance disclosure requirements and legal and regulatory requirements
- is entrusted with succession planning for the Board, the Group CEO and members of the ExCo. It makes proposals to the Board on the composition of the Board, the appointment of the Chairman, the Vice-Chairman, the Group CEO and members of the ExCo. Final decisions for nominations and appointments are made by the Board, subject to shareholder approval, where required. When identifying and proposing candidates as new Board members, preserving and increasing the Board's diversity is a key consideration. Apart from specific qualifications, every candidate should possess integrity, be of good standing, and be capable and available to fulfill his or her duty of care by serving, in close collaboration with the other Board members, the best interests of the Group's stakeholders (see Nomination Principles in article 15 ff. of the Annex to the Organizational Rules under www.zurich.com/en/about-us/corporate-governance/corporate-documents)
- reviews the system for management development and supervises progress made in succession planning
- reviews and proposes to the Board for approval the Group's sustainability strategy and objectives, including targets having a material impact on the Group.

Activities 2020: During 2020, the following topics were in particular focus in the Governance, Nominations & Sustainability Committee's discussions:

- changes in ExCo as proposed by the Group CEO in alignment with strategic priorities
- driving and monitoring the implementation of the sustainability strategy and its three pillars of changing climate, confidence in digital society and work sustainability in the business, including key initiatives such as aligning with a 1.5°C future
- non-financial disclosure standards and best practices in the industry
- succession of Board members
- executive management succession planning
- review of corporate governance documents and recommendation of changes to the Board
- developments affecting corporate governance, including changes to Swiss and international laws, regulations and trends
- review of corporate governance report and sustainability highlights report and recommendation to the Board for approval
- corporate governance roadshow.

The Governance, Nominations & Sustainability Committee meets at least twice per year.

Remuneration Committee

Key tasks and responsibilities:

- regularly evaluates the Group's remuneration architecture and system, as well as Zurich's remuneration rules, and proposes amendments to the Board, which is responsible for the design, implementation and monitoring of the Group's remuneration framework (further details of the Group's remuneration framework, including the remuneration philosophy are set out in the remuneration report on [pages 92 to 125](#))
- reviews and proposes to the Board annually the terms of remuneration of the members of the Board
- based on Zurich's remuneration rules, reviews and proposes to the Board the terms and conditions of employment of the Group CEO and reviews those of other members of the ExCo, as proposed by the Group CEO, including the annual review of performance objectives and performance against these objectives, proposing respective amendments to the Board, as appropriate, for approval
- liaises with the Group CEO on other important matters related to employment, salary and benefits
- reviews the performance achievements of the predefined performance metrics related to short-term and long-term incentive plans (STIP and LTIP), as well as conducting a qualitative assessment of the performance, before reviewing and proposing to the Board the amount of the total variable remuneration pool
- reviews and makes proposals to the Board on the amounts of Board and ExCo remuneration to be submitted for approval at the AGM
- discusses the regulatory environment and risk management aspects regarding remuneration, and prepares the remuneration report annually in accordance with applicable laws and regulations.

Corporate governance report (continued)

Activities 2020: During 2020, the following topics were in particular focus in the Remuneration Committee's discussions:

- performance of the Group, the countries and the ExCo, as well as the approval of the STIP awards and the LTIP vesting level for the period ending December 31, 2019
- approval of the amount of total variable remuneration for 2019
- the regulatory environment regarding remuneration, as well as external developments and the implications for Zurich
- the Ordinance AEC, including the proposed maximum amounts of total remuneration for the Board and the ExCo for the shareholder votes at the AGM on April 1, 2020, and subsequently the results of the votes
- together with the Risk and Investment Committee, risk management aspects of the Group's remuneration architecture, as well as key activities with respect to identified key risk taker (KRT) positions, for example the risk-based assessment of KRTs
- the remuneration report and the Board of Directors report on the approval of the remuneration for the Board of Directors and the ExCo
- Zurich's remuneration rules, which were approved by the Board of Directors
- the annual Corporate Governance Roadshow
- compensation and remuneration structures of the Board and the ExCo, including share ownership in line with guidelines
- activities of the Group Pensions Committee
- the performance and incentive architecture for 2020 and looking ahead into 2021.

The Remuneration Committee meets at least twice per year.

Risk and Investment Committee

Key tasks and responsibilities:

Supports the Board to ensure sound risk and investment management for the Group and assists the Board to fulfill its duty to:

- oversee the Group's risk profile, and the Group's enterprise-wide risk management framework
- set an appropriate risk management and control framework
- oversee the Group's investment process

In particular, the responsibilities of Risk and Investment Committee include:

- Risk tolerance and risk governance framework:
 - overseeing the Group's risk tolerance, including agreed limits that the Board regards as acceptable for ZIG and the Group to bear, the aggregation of agreed limits across the Group, the measurement of adherence to agreed risk limits and the Group's risk tolerance in relation to anticipated capital levels
 - overseeing the Group's enterprise-wide risk governance framework (embracing policies, models, methodologies, reporting, systems, processes and people)
 - overseeing the impact of risk on economic and regulatory capital requirements
- Risk management and controls:
 - reviewing the Company's and the Group's general policies and procedures, and satisfying itself that effective systems of risk management are established and maintained
 - receiving periodic reports from the risk management function and assessing whether all 'significant' risk matters (as defined in the Zurich Risk Policy) are being appropriately addressed by ExCo members in a timely manner
 - reviewing and proposing to the Board for approval the Group ORSA report as well as the Group Recovery Plan
- Investments:
 - overseeing the investment process
 - reviewing and recommending for approval to the Board investments above pre-defined threshold
 - monitoring developments in the macroeconomic environment
 - receiving updates on the Group's annual strategic asset allocation, the market risk consumption relative to allocated market risk capital and limit and major market risk drivers, updates on the accounting investment result, the economic investment return relative to liabilities, and updates on the performance of asset managers.

Corporate governance report (continued)

Activities 2020: During 2020, the following topics were in particular focus in the Risk and Investment Committee's discussions:

- Enterprise Risk Management update, including quarterly risk reports, strategic risk assessment (Group TRP), and regular scenario analysis discussions
- Group Risk Appetite and Tolerance Statement 2021
- the Group's ORSA, including self-assessment of the effectiveness of the risk management system
- Group Recovery Plan 2021
- regular discussion of macroeconomic developments and impact on investment performance
- approach to managing accumulation risk
- updates on information security, data commitment, security and technology, third parties and resilience
- customer-facing conduct update
- P&C reserving update
- deep dive on investment operations and accounting
- updates from economic and regulatory capital perspectives, including disclosure
- model validation results 2019 and the plan for 2020
- credit and country risk update and semi-annual derivative report
- update on own insurance
- Group Risk Management (GRM) strategy update as well as regional risk updates
- reinsurance strategy update
- remuneration architecture and update on key risk takers.

For further information on risk governance, see the risk review on [pages 128 to 158](#). The Risk and Investment Committee meets at least four times per year.

Information and control instruments vis-à-vis the ExCo

The Board supervises management and monitors its performance through reporting and controlling processes. It is regularly informed of developments relevant to the Group and is provided with timely information in a form and of a quality appropriate to the discharge of its duties in accordance with the standards of care set out in Article 717 of the Swiss Code of Obligations.

The Group CEO and other executives provide information and updates through regular reports to the Board. These include reports on key performance indicators and other Group-relevant financial data, existing and emerging risks, and updates on developments in important markets and on industry peers and other significant events. The Group CEO attends Board meetings ex officio. Members of the ExCo are regularly invited by the Board or Board Committees to attend meetings. Other executives also attend meetings from time to time at the invitation of the Board or Board Committees. Most Board and Board Committees meetings include private sessions of the Board and its committees without the participation of management members. During 2020, the Chairman of the Board regularly met with the Group CEO. The Chairman meets from time to time with other ExCo members and management outside regular Board meetings. The other members of the Board do so as well, meeting with the Group CFO and the Group CRO in particular.

The Group has an information and financial reporting system. The annual plan for the Group, which includes a summary of financial and operational metrics, is reviewed by the ExCo in detail and approved by the Board. Full-year forecasts are revised, if necessary, to reflect changes in sensitivities and risks that may affect the results of the Group. Action is taken, where appropriate, when variances arise. This information is reviewed regularly by the ExCo and the Board.

The Group has adopted and implemented a coordinated, formal and consistent approach to risk management and control. Information concerning the Group's risk management and internal control processes is included in the risk review starting on [page 128](#). The internal audit function, the external auditors and the compliance function also assist the Board in exercising its controlling and supervisory duties. Information on these functions' major areas of activity is set out on [pages 77 to 80](#).

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Executive Committee

An Executive Committee focused on a new strategic cycle.

Our Executive Committee is well prepared for the new strategic cycle and is accelerating the digital transformation of our global business to meet the rapidly changing needs of consumers. At the same time, it's committed to helping Zurich become one of the most socially and environmentally responsible businesses in the world.



Mario Greco
Group Chief Executive Officer
Nationality: Italian

 [Read more:](#)
Page 72



Urban Angehrn
Group Chief Investment Officer
Nationality: Swiss

 [Read more:](#)
Page 72



Ericson Chan
Group Chief Information and Digital Officer
Nationality: Chinese (Hong Kong SAR)

 [Read more:](#)
Page 72



Jeff Dailey
CEO of Farmers Group, Inc.
Nationality: U.S.

 [Read more:](#)
Page 73

Executive Committee (continued)



Peter Giger
Group Chief Risk Officer
Nationality: Swiss

[Read more:](#)
Page 73



George Quinn
Group Chief Financial Officer
Nationality: British

[Read more:](#)
Page 74



Jack Howell
CEO Asia Pacific
Nationality: U.S.

[Read more:](#)
Page 73



Kathleen Savio
CEO North America
Nationality: U.S.

[Read more:](#)
Page 75



Alison Martin
CEO EMEA (Europe, Middle East & Africa) and Bank Distribution
Nationality: British

[Read more:](#)
Page 74



James Shea
CEO Commercial Insurance
Nationality: Canadian

[Read more:](#)
Page 75



Laurence Maurice
CEO Latin America
Nationality: French

[Read more:](#)
Page 74



Kristof Terryn
Group Chief Operating Officer
Nationality: Belgian

[Read more:](#)
Page 75

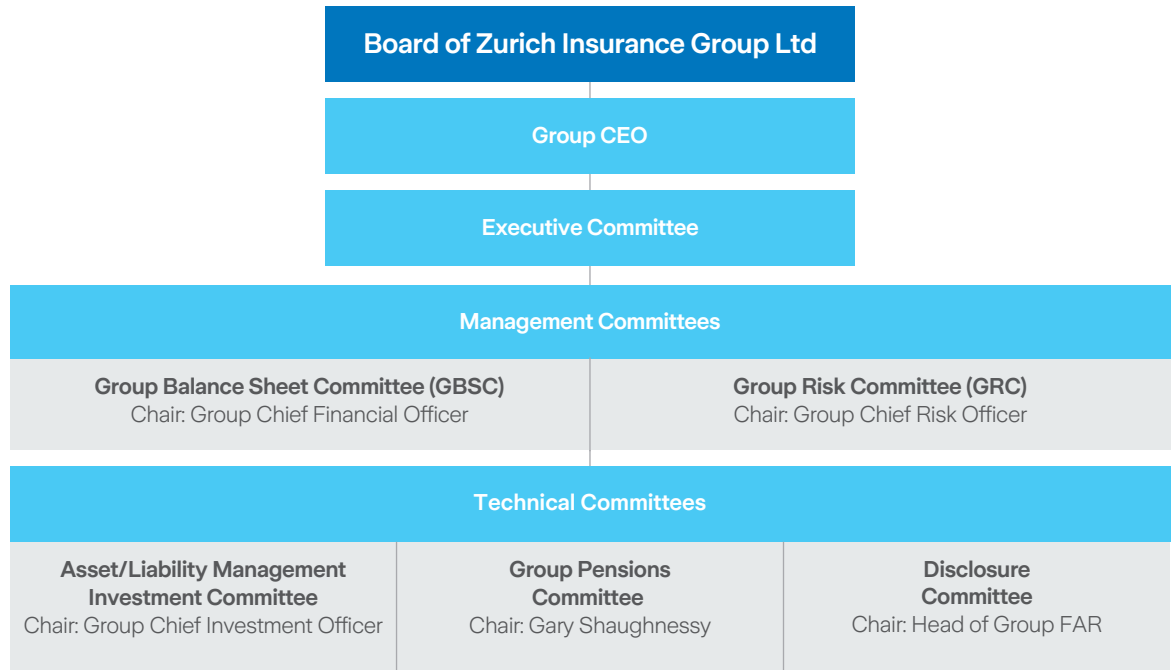
Corporate governance report (continued)

Group Management

Executive Committee

Group Management

as of December 31, 2020



Subject to the powers reserved for the Board (see [page 60](#)), the Board has delegated management of the Group to the Group CEO and, under the Group CEO's supervision, to the ExCo and its members. The ExCo serves the Group CEO as the core management team in matters of Group-wide strategic, financial and business-policy relevance. The Group CEO is the most senior executive officer in the Group and has responsibility and accountability for the Group's management and performance. The Group CEO represents the overall interests of the Group toward third parties to the extent such interests are not represented by the Board. The Group CEO is responsible for developing and implementing the strategic and financial plans approved by the Board. The Group CEO has specific powers and duties pertaining to strategic, financial and organizational matters and manages, supervises and coordinates the activities of the members of the ExCo and of his other direct reports.

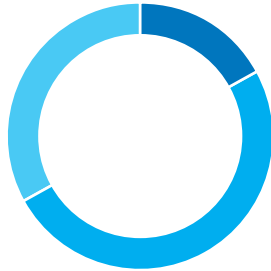
Corporate governance report (continued)

ExCo Composition

As of December 31, 2020, the ExCo included members of eight nationalities. ExCo members' business experience covers a broad range of jurisdictions, giving the ExCo profound collective knowledge of international business practices.

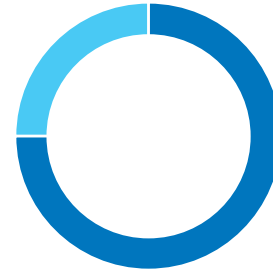
The average length of tenure was 4 years:

Executive Committee by length of tenure %, as of December 31, 2020



● Less than 1 years	17
● Between 1 and 5 years	50
● More than 5 years	33

Executive Committee by gender %, as of December 31, 2020



● Male	75
● Female	25

Executive Committee by nationality %, as of December 31, 2020



● Switzerland	17
● Italy	8
● U.S.	25
● UK	17
● Canada	8
● Belgium	8
● France	8
● China (Hong Kong S.A.R.)	8

Changes to the ExCo in 2020

Claudia Dill, former CEO LatAm, decided to step down from her role as CEO LatAm as of September 2, 2020 (please see her biography in the Annual Report 2019, page 71 under the following link: www.zurich.com/investor-relations/results-and-reports). As of October 1, 2020, Laurence Maurice was appointed as CEO LatAm and Ericson Chan was appointed as Group Chief Information and Digital Officer.

Changes to the ExCo since January 1, 2021

Kristof Terry, former Group COO, was appointed CEO North America as of 1 January 2021, succeeding Kathleen Savio who stepped down from the ExCo as of the same date. Tulsi Naidu, former CEO UK, was appointed CEO APAC and became a member of the ExCo as of January 1, 2021 (please see her biography under the following link: www.zurich.com/about-us/corporate-governance/tulsi-naidu), succeeding Jack Howell who took over the role of CEO Global Business Platforms as of January 1, 2021, remaining a member of the ExCo in this capacity.

Corporate governance report (continued)

Management committees

The following cross-functional committees have been established for key areas to facilitate the coordination and alignment of recommendations to the Group CEO for approval on specific subjects.

Group Balance Sheet Committee (GBSC)

Members: Group CFO (Chairman), Group CEO, Group CRO, Group CIO. The Group General Counsel attends the meetings ex officio but is not a voting member.

Key tasks and responsibilities: The GBSC acts as a cross-functional advisory body for matters that could materially affect the financial position of the Group as a whole. The Committee issues recommendations to the Group CEO.

The Committee has oversight of all of the main levers of the balance sheet, including but not limited to transactions, capital management, reinsurance, asset and liability management, dividend and share buyback programs, liquidity, leverage, rating agencies and other balance sheet-related matters and topics as measured by the Internal Economic Capital Model, including Zurich Economic Capital Model (Z-ECM), Risk-Based Capital (RBC) and related models, such as the Swiss Solvency Test (SST) and Solvency II.

Oversight is exercised through regular review of plans, policies and specific transactions related to these areas and recommending appropriate actions to the Group CEO and, where appropriate, to the relevant decision-making bodies and management committees of the Group.

Core topics are:

- capital management on capital allocations and lending and borrowing decisions
- rating management strategy and target ratings management
- balance sheet planning on liquidity, solvency, investment and asset/liability management strategies and associated capital allocation, including changes to investment strategy
- business development matters on corporate transactions with third parties, internal restructuring, investments, including real estate, and entry into new types of business and markets
- material Group reinsurance strategy and reinsurance programs
- other topics and matters that may have a material impact on the balance sheet of the Group as determined by the chairman.

The Group Risk Committee (GRC)

Members: Group CRO (Chairman), Group CFO, Group CIO, Group COO¹, Group General Counsel. The Head of Group Audit and the Group Chief Compliance Officer are invited ex officio to attend the meetings, but are not voting members.

Key tasks and responsibilities: The GRC's main function is to review and provide recommendations to the Group CEO on activities related to the Group's overall risk profile, including insurance, financial markets, credit, operational and strategic risks.

The GRC reviews and recommends on topics such as:

- the overall Group risk appetite, risk tolerance and risk limits, including exceptions to limits over specified thresholds
- requests to enter new lines of insurance business or types of insurance coverage that would have a significant impact on the risk profile of the Group
- requests for exemptions from the Zurich Risk Policy (ZRP) for a particular transaction or product in case of a ratings or credit trigger
- the Group's TRP assessment and related actions
- changes to the Group Policy Framework and the ZRP, and exceptions to limits as required by the ZRP
- regulatory developments affecting the risk management of the Group and the Group's regulatory reporting
- prospective changes to capital models and methodologies that have a significant impact on economic solvency ratios
- the Group's model validation policy, and validation findings related to capital models and significant valuation models, including remedial actions
- market and credit risk internal model consumption relative to the Group's capital allocation, including remedial actions
- any significant deviations from established target solvency levels by subsidiaries, including remedial actions if needed.

¹ Group COO replaced by CEO EMEA and Bank Distribution and CEO Commercial Insurance as of January 1, 2021.

Corporate governance report (continued)

Technical committees

In addition to management committees, the Group's governance structure provides for committees of a more technical nature to support further aspects of Zurich's business activities; these include:

The Asset/Liability Management Investment Committee, chaired by the Group CIO, acts as a cross-divisional body and has primary responsibility for monitoring and reviewing the Group's asset/liability management and the strategic asset allocation of Zurich's invested assets.

The Group Pensions Committee, chaired by Gary Shaughnessy, is responsible for developing, reviewing and advising on the Group governance framework in matters related to pension and post-employment benefit arrangements. It provides oversight and guidance in the areas of market, demographic and reputational risk. It reports to and makes recommendations to the GBSC on material pension-related matters, and reports regularly to the Remuneration Committee.

The Disclosure Committee, chaired by the Head of Group Financial Accounting and Reporting (FAR), is responsible for reviewing all external communications and disclosures that contain information material to the financial position and/or performance of the Group. In particular, it reviews half-year and year-end IFRS financial results as well as the updates for the first three and nine months of the Group and related documents, e.g., related news releases and analysts' information. It reviews other external communications that contain material information as to the financial position and performance of the Group, proposals from Group Compliance regarding projects that have an impact on the Group and respective dealing restrictions as well as controls and procedures regarding the effectiveness of the Group's internal controls over financial reporting. It makes recommendations to the Group CFO.

Management contracts

Zurich Insurance Group Ltd has not transferred key parts of management by contract to other companies (or individuals) not belonging to (or employed by) the Group.

Corporate governance report (continued)

Biographies

Mario Greco

Group Chief Executive Officer

Born: 1959

Skills and experience

Mario Greco joined Zurich in March 2016 as Group Chief Executive Officer and member of the Executive Committee. Mr. Greco started his professional career in management consulting, working in McKinsey & Company's Milan office from 1986 until 1994, where he became a partner in 1992 and subsequently a partner leader in the insurance segment. In 1995, he joined RAS (Allianz Group) in Milan as head of the claims division. He became general manager in charge of the insurance business the following year. In 1998, he was appointed managing director and in 2000, he became the company's CEO. At the end of 2004, Mr. Greco joined Allianz AG's executive board, with responsibility for France, Italy, Spain, Portugal, Greece and Turkey. In April 2005, he joined the Sanpaolo IMI Group in Milan as CEO of EurizonVita and in October 2005, he was appointed CEO of Eurizon Financial Group. From 2007 to 2012, he served at Zurich, first as CEO Global Life and from 2010, as CEO General Insurance. In 2012, he was appointed CEO of Generali.

External appointments

Mr. Greco is chairman of the Pan-European Insurance Forum and a member of the board of directors of the Swiss-American Chamber of Commerce. He is also a member of the International Advisory Council of Bocconi University, a member of the advisory board of the Department of Economics at the University of Zurich and a member of the EMBA X advisory board at the University of St. Gallen.

Educational background

Mr. Greco holds a bachelor's degree in economics from the University of Rome and a master's degree in international economics and monetary theory from Rochester University.

Urban Angehrn

Group Chief Investment Officer

Born: 1965

Skills and experience

Urban Angehrn joined the Executive Committee as Group Chief Investment Officer in July 2015. Before taking his current position, he served as Head of Alternative Investments and prior to that, from 2010 to 2012, as Head of Strategy Implementation in Investment Management. He joined Zurich in 2007 as Regional Investment Manager for Europe. Before joining Zurich, he held various positions in capital markets-related roles in the insurance and investment banking industries, including as Head of Allocation & Strategy in asset management at the Winterthur Group. He also served as an adviser to Swiss institutional clients in the use of derivatives, and held positions in derivatives marketing and fixed income sales at Credit Suisse and J.P. Morgan.

External appointments

Mr. Angehrn is the Chairman of the Board of Trustees of the Zurich Insurance Group Swiss Pension Plan. He is also a member of the advisory board of the Department of Banking and Finance at the University of Zurich.

Educational background

Mr. Angehrn holds a Ph.D. in mathematics from Harvard University and a Master of Science in theoretical physics from the Swiss Federal Institute of Technology in Zurich (ETH).

Ericson Chan

Group Chief Information and Digital Officer

Born: 1966

Skills and experience

Ericson Chan has an extensive background in technology leadership prior to joining Zurich as Group Chief Information and Digital Officer and as a member of the Executive Committee in October 2020. From 2016 to 2020, he was CEO of Ping An Technology where he helped to transform Ping An Group's business model and online ecosystems through digital services, including a range of Fintech products and online platforms. Between 1998 and 2016, he held several technology and operations leadership roles at Standard Chartered Bank in Hong Kong, Shanghai and Singapore, including Chief Information Officer for North Asia, Head of Corporate & Investment Banking Operations in China and Global Head of Consumer Banking Technology. He also has six years of HealthTech experience in the U.S.

External appointments

Mr. Chan is a member of the Hong Kong Monetary Authority Financial Infrastructure Advisory Committee and a member of the Board of the Centre for Finance, Technology and Entrepreneurship in London. He is the Chairman of the board of the Jane Goodall Institute in Hong Kong and is an Advisory Board member at the University of Wisconsin School of Business.

Educational background

Mr. Chan graduated from the University of Wisconsin-Madison with a Bachelor of Science degree in computer science and has an MBA from Edgewood College in Madison, Wisconsin.

Corporate governance report (continued)

Biographies (continued)

Jeff Dailey

CEO of Farmers Group, Inc.

Born: 1957

Skills and experience

Jeff Dailey began his career in 1980 with Mutual Service Insurance Company. He also worked for Progressive Insurance Company. He went on to form Reliant Insurance Company, an auto insurance start-up owned by Reliance Group Holdings, which was sold to Bristol West Holdings, Inc. in 2001. From 2001 until 2003 Mr. Dailey was Chief Operating Officer (COO) of Bristol West Holdings, Inc. and, in 2003 he was named President and COO of Bristol West Holdings, Inc., in conjunction with the firm's initial public offering (IPO) on the New York Stock Exchange. In 2006, he became CEO of Bristol West Holdings, Inc. Mr. Dailey joined Farmers Group, Inc. in 2007 as Vice President when Farmers acquired Bristol West Holdings, Inc., and he was promoted in 2008 to Executive Vice President of Personal Lines. In January 2011, he was promoted to the position of President and COO of Farmers Group, Inc. He became a member of the Board of Farmers Group, Inc. in February 2011 and has been its Chairman since October 2015. Mr. Dailey was appointed to his current role of CEO of Farmers Group, Inc. and became a member of the Executive Committee in January 2012.

External appointments

Mr. Dailey is a member of The Institutes Board of Trustees and serves on the advisory board of Team Rubicon, a disaster relief organization that brings together military veterans, first responders, medical professionals and technology experts.

Educational background

Mr. Dailey graduated from the University of Wisconsin-Madison with a bachelor's degree in economics and has an MBA from the University of Wisconsin-Milwaukee.

Peter Giger

Group Chief Risk Officer

Born: 1964

Skills and experience

Peter Giger has extensive experience in insurance and reinsurance, including in areas of finance, risk, strategy, underwriting and regulatory management. Prior to being appointed as Zurich's Group Chief Risk Officer and member of the Executive Committee, effective October 1, 2019, he served for four years from 2014 to 2018 as the head of the Swiss Financial Market Supervisory Authority FINMA's insurance division. During that time he also served as FINMA's deputy CEO and a member of its executive team. While at FINMA, he represented Switzerland in international organizations, instituted standard operating procedures and guidelines, and was instrumental in consolidating Swiss Solvency Test modeling. From 2002 to 2014, he held executive leadership roles at Zurich, including CFO General Insurance from 2010 to 2014. Prior to that, he headed Structured Finance at Swiss Re from 1999 to 2002. Mr. Giger began his career at Zurich, holding a series of management positions between 1992 and 1999.

External appointments

Peter Giger became a member of the Swiss Federal Institute of Technology (ETH) Risk Center's advisory board in February 2020. He has been a member of the CRO Forum since October 2019.

Educational background

Mr. Giger has a doctorate in business administration from the University of Zurich, and a master's degree in business administration, specializing in IT, from the University of St. Gallen.

Jack Howell

CEO Asia Pacific

Born: 1970

Skills and experience

Jack Howell has more than 25 years' experience in the financial services sector, of which more than 15 have been in various senior leadership positions for insurance companies in Asia. Prior to his appointment at Zurich, Mr. Howell was the regional officer for Asia for Assicurazioni Generali based in Hong Kong. He joined Generali from Prudential plc Group, where he briefly served as CEO and President Director for PT Prudential Life Assurance, Indonesia, and for almost six years as CEO of Prudential Vietnam Assurance. Before Prudential, he held various positions in AIG in the Philippines, Hong Kong and New York, co-founded a boutique investment bank called TwentyTen, and spent several years as a consultant, including in The Boston Consulting Group. Mr. Howell joined Zurich in September 2016 as CEO for Asia Pacific and became a member of the Executive Committee in October 2016.

External appointments

None.

Educational background

Mr. Howell holds an MBA from the University of Chicago and a Bachelor of Science in quantitative economics from Tufts University in Massachusetts.

Corporate governance report (continued)

Biographies (continued)

Alison Martin

CEO EMEA (Europe, Middle East & Africa) and Bank Distribution

Born: 1974

Skills and experience

Alison Martin has extensive management, financial and commercial experience within the insurance sector. She was appointed Chief Executive Officer Europe, Middle East & Africa (EMEA) and Bank Distribution in July 2019 and is responsible for Sustainability at Zurich Insurance Group. Prior to that, she served as Group Chief Risk Officer from January 2018 to September 2019. A qualified accountant, Ms. Martin began her career at PwC, where from 1995 to 2003 she worked with insurance clients in audit and advisory roles. She then served in leading executive positions at Swiss Re, starting in 2003 as Finance Director, Life & Health. Starting in January 2011, she served as Group Managing Director of Swiss Re's Life & Health Products Division. She was appointed Swiss Re's Head of Life & Health Business Management in 2013, a position she held until joining Zurich as Group Chief Risk Officer-designate and a member of the Executive Committee in October 2017.

External appointments

In June 2019, Alison Martin became a Councillor of the British-Swiss Chamber of Commerce.

Educational background

Ms. Martin earned a bachelor's degree in law, with honors, from the University of Birmingham in 1995. In 1998, she qualified with the Institute of Chartered Accountants in England and Wales as an associate member, and in 2010 she completed the Chartered Financial Analyst investment management certificate.

Laurence Maurice

CEO Latin America

Born: 1965

Skills and experience

Laurence Maurice has extensive experience in the insurance industry and in organizational transformation. Before joining as CEO Latin America and as member of the Executive Committee in October 2020, she served for five years as Allianz Partners' CEO of Spain and Head of Southern Europe. During that time, she revamped strategy while supporting her company's global transformation. Before this, she spent seven years as Global CFO at Allianz Global Assistance and seven years as Brazil and then Latam Regional CFO for Allianz Seguros. After beginning her career at PwC, she held positions as Head of Business Division and Head of International Internal Audit at Allianz France.

External appointments

None.

Educational background

Ms. Maurice holds an engineering degree from SupAgro Montpellier and a master's degree in audit from ESCP Europe.

George Quinn

Group Chief Financial Officer

Born: 1966

Skills and experience

George Quinn started his career at KPMG 1988 in London, where he held several positions working with the insurance and reinsurance industry. He joined Swiss Re in 1999 as Group Chief Accounting Officer based in Zurich and later served as Chief Financial Officer (CFO) for Swiss Re Group's financial services. Mr. Quinn became the regional CFO for Swiss Re Americas based in New York in 2005. In March 2007, he became Swiss Re Group's CFO. Mr. Quinn joined Zurich in May 2014 as Group CFO and is a member of the Executive Committee.

External appointments

Mr. Quinn is a member of the finance chapter of the Swiss-American Chamber of Commerce.

Educational background

Mr. Quinn holds a degree in engineering from the University of Strathclyde. He is also a member of the Institute of Chartered Accountants in England and Wales.

Corporate governance report (continued)

Biographies (continued)

Kathleen Savio

CEO North America

Born: 1965

Skills and experience

Kathleen Savio is Chief Executive Officer for Zurich North America, a position she has held since January 2018. She became a member of the Executive Committee in October 2017. She has more than 25 years of experience working across several disciplines at Zurich. From 2012 through 2017, she served as Zurich North America's Head of Alternative Markets, which delivers products and services to customers through multiple distribution channels, including direct, program administrators, crop agents, captive consultants and brokers. Prior to that appointment, Ms. Savio held the position of Chief Administrative Officer for North America Commercial. Before assuming that role, she led Corporate Marketing and Communications for North America Commercial, as well as Strategic Initiatives for Marketing and Distribution. She also has held roles in product underwriting and corporate marketing and within key business units. She joined Zurich in 1991.

External appointments

Ms. Savio is a board member and serves on the Executive Committee of the American Property Casualty Insurance Association (APCIA). She is also a board member for The Institutes and sits on the NYU Stern Center for Sustainable Business Advisory Board. She is a member of The Chicago Network, an organization of Chicago's leading professional women.

Educational background

Ms. Savio earned a master's degree in communication and a bachelor's degree in speech communication from Illinois State University. She is also a graduate of the Harvard Business School Advanced Management Program and has participated in executive management programs at Northwestern University's Kellogg School of Management.

James Shea

CEO Commercial Insurance

Born: 1965

Skills and experience

James Shea began his insurance career at AIG in 1994 as a financial lines underwriter in New York. He joined the American International Underwriters (AIU) division in 1996, where he held several senior underwriting and general management positions. These included senior vice president of International Financial Lines, regional president for Central Europe and the Commonwealth of Independent States and managing director of AIG UK. In 2011, he was appointed president of Global Specialty Lines and in 2012 his role was expanded to CEO of Commercial Insurance for AIG in Asia Pacific. Most recently he was President of Global Financial Lines based in New York. During his career, he has worked in Canada, the U.S., UK, France, Japan and Singapore. Mr. Shea joined Zurich in September 2016 as CEO Commercial Insurance and as a member of the Executive Committee, effective October 2016.

External appointments

None.

Educational background

Mr. Shea holds a bachelor's degree in political science from McGill University, Canada.

Kristof Terryn

Group Chief Operating Officer

Born: 1967

Skills and experience

Kristof Terryn began his career in 1993 in the banking industry, where he worked in capital markets. In 1997, he joined McKinsey & Company where he held various positions within the financial services practice in Brussels and Chicago. He joined Zurich in 2004 in the Finance department. In 2007, he became Chief Operating Officer (COO) for the Global Corporate business division and in January 2009 was named COO for General Insurance. Mr. Terryn became a member of the Executive Committee in 2010 upon his appointment as Group Head Operations. In September 2013, he was appointed CEO Global Life, and after becoming CEO General Insurance in October 2015, continued to serve as CEO Global Life on an ad interim basis until the end of December 2015. He was appointed Group Chief Operating Officer effective July 2016.

External appointments

None.

Educational background

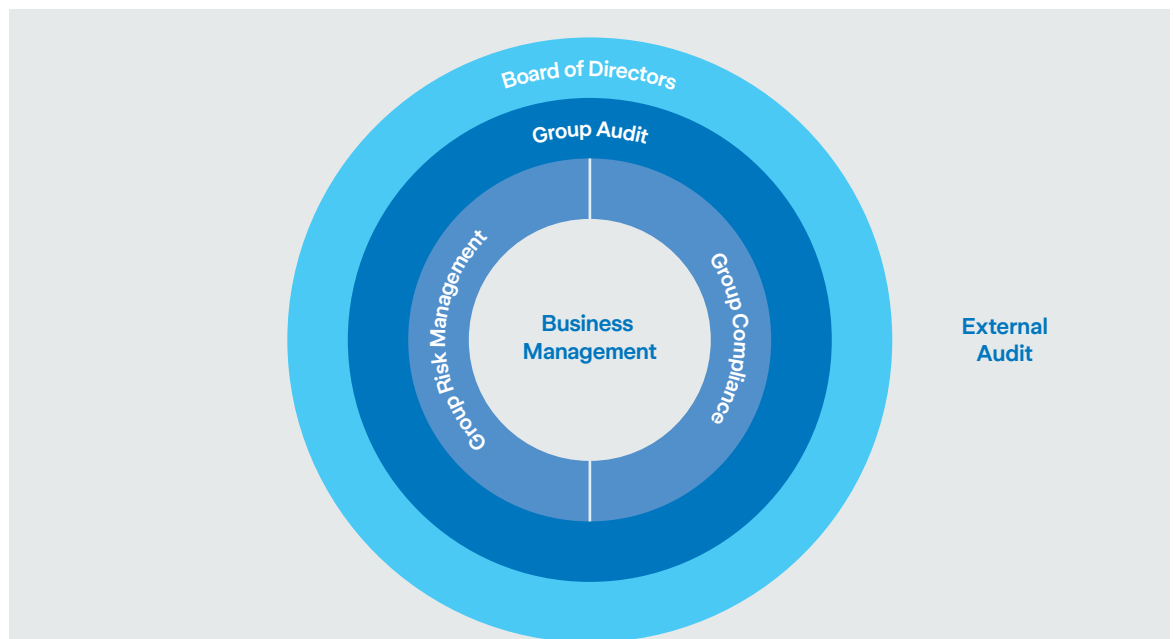
Mr. Terryn holds a law degree and a degree in economics from the University of Leuven, Belgium, as well as an MBA from the University of Michigan.

Corporate governance report (continued)

Governance, controls and assurance at Zurich Insurance Group

At Zurich, various governance and control functions help to ensure that risks are identified, and appropriately managed and internal controls are in place and operating effectively. The Board is ultimately responsible for the supervision of these activities. Although each governance and control function maintains its distinct mandate and responsibilities, the functions are closely aligned and cooperate with each other through a regular exchange of information, planning and other activities. This approach supports management in its responsibilities and provides confidence that risks are appropriately addressed and that adequate mitigation actions are implemented.

Three lines of defense at Zurich Insurance Group as of December 31, 2020



Zurich uses the three-lines-of-defense model in its approach to governance and enterprise risk management. Zurich's three-lines-of-defense approach runs through Zurich's governance structure, so that risks are clearly identified, assessed, owned, managed and monitored.

1st line: Business Management

The first line of defense consists of business management and all functions except Group Risk Management, Group Compliance and Group Audit. The first line takes risks and is responsible for day-to-day risk management (i.e. risks are identified and monitored, mitigation actions are implemented and internal controls are in place and operating effectively).

2nd line: Group Risk Management and Group Compliance

The second line of defense consists of the two control functions, Group Risk Management and Group Compliance. Group Risk Management is responsible for Zurich's enterprise risk management framework. The Group CRO regularly reports risk matters to the Group CEO, senior management committees and the Risk and Investment Committee of the Board. Group Compliance is responsible for providing assurance to management that compliance risks within its mandate are appropriately identified and managed. The Group Chief Compliance Officer regularly provides reports to the Audit Committee and has an additional reporting line to the Chairman of the Audit Committee and appropriate access to the Chairman of the Board.

3rd line: Group Audit

The third line of defense consists of the assurance function Group Audit. Group Audit is responsible for auditing risk management, control and governance processes. The Head of Group Audit reports functionally to the Chairman of the Audit Committee and administratively to the Group CEO, and meets regularly with the Chairman of the Board and the Chairman of the Audit Committee and attends each meeting of the Audit Committee.

Board

The Board is ultimately responsible for the supervision of the control and assurance activities.

External Audit

External audit is responsible for auditing the Group's financial statements and for auditing Zurich's compliance with specific regulatory requirements. The Audit Committee regularly meets with the external auditors.

Corporate governance report (continued)

External auditors

Duration of the mandate and term of office of the auditor-in-charge

PricewaterhouseCoopers AG (PwC), Birchstrasse 160, in 8050 Zurich, is Zurich Insurance Group Ltd's external auditor.

PwC assumes all auditing functions which are required by law and by the Articles of Association of Zurich Insurance Group Ltd. The external auditors are appointed by the shareholders of Zurich Insurance Group Ltd annually. At the Annual General Meeting on April 1, 2020, PwC was re-elected by the shareholders of Zurich Insurance Group Ltd.

PwC and its predecessor organizations, Coopers & Lybrand and Schweizerische Treuhandgesellschaft AG, have served as external auditors of Zurich Insurance Group Ltd and its predecessor organizations since May 11, 1983.

Alex Finn of PwC is the Global Relationship Partner and lead auditor since the business year 2018. Mark Humphreys, audit engagement partner, co-signs the auditors' report for 2020 and is the auditor in charge for the statutory audit work since 2014. Ray Kunz is the auditor in charge for the regulatory audit work since 2017.

The Group has updated its policy on the rotation of the external audit mandate to adopt best practices adopted by the European Union and as a result will rotate its external auditor in 2021. The Group will thereafter tender its external audit mandate every ten years. In 2018, in accordance with this policy and in order to allow the greatest amount of flexibility and time for a smooth transition to the selected audit firm, the Group ran a competitive, transparent and fair tender process and selected Ernst & Young Ltd to replace PwC as of financial year 2021.

The Board proposes that Ernst & Young Ltd be elected at the Annual General Meeting on April 7, 2021 as external auditor for the financial year 2021. Ernst & Young Ltd fulfills all necessary requirements under the Swiss Federal Act on the Admission and Oversight of Auditors and has been admitted as a registered auditing company by the Federal Audit Oversight Authority.

Audit fees

Total audit fees (including expenses and value added taxes) charged by PwC in the year 2020 amounted to USD 44.3 million (USD 43.8 million in 2019).

External audit fees are reviewed annually by the Group's Audit Committee. Once the fees are agreed, they are further allocated to the countries and reporting units via a global allocation process with the allocations communicated to local CFOs and FAR Controllers. As the year comes to a close, actual fees charged are reviewed and agreed with the local CFOs. At all levels – Group and local – there is a clear understanding of the basis for the current year fee including the impacts of changes in scope or other factors. Unplanned overruns are reviewed and agreed with the business (responsible CFO or audit contact).

Non-audit fees

Total fees (including expenses and value added taxes) in the year 2020 for additional services, such as tax advice, audit-related services (primarily for the Market Consistent Embedded Value (MCEV) review, non-audit assurance engagements and actuarial regulatory reviews) and other services were USD 12.9 million (USD 19.4 million in 2019).

The Group has a comprehensive policy covering non-audit services. The Group's policy specifies definitions of allowable and non-allowable non-audit services as well as approval limits for non-audit service mandates at the local and Group level. The Group's external auditor tracks non-audit services and reports semi-annually to the Head of Group FAR and the Audit Committee the extent of non-audit services provided worldwide.

Corporate governance report (continued)

Non-audit fees were as follows:

Audit and non-audit fee amounts	in USD millions, as of December 31	
	2020	2019
Total audit fees	44.3	43.8
Total non-audit fees	12.9	19.4
– Tax advice	0.7	1.6
– Audit-related, including MCEV	5.9	4.7
– Other	6.3	13.1

Supervision and control over the external audit process

The Audit Committee regularly meets with the external auditors. During 2020, the Audit Committee met with the external auditors eight times. The external auditors regularly have private sessions with the Audit Committee without management present. Based on written reports, the Audit Committee and the external auditors discuss the quality of the Group's financial and accounting function and any recommendations that the external auditors may have. Topics considered during such discussions include strengthening of internal financial controls, applicable accounting principles and management reporting systems. In connection with the audit, the Audit Committee obtains from the external auditors a timely report relating to the audited financial statements of Zurich Insurance Group Ltd and the Group.

The Audit Committee oversees the work of the external auditors. It reviews, at least annually, the qualification, performance and independence of the external auditors and reviews any matters that may impair their objectivity and independence. The review is based on a written report by the external auditors describing the firm's internal quality control procedures, any material issues raised and all relationships between the external auditors and the Group and/or its employees that could be considered to bear on the external auditors' independence. The Audit Committee evaluates the performance of the external auditors during their audit examination. It elicits the comments of management regarding the auditors' performance (based on criteria such as their understanding of Zurich's business, technical knowledge and expertise, etc.) and the quality of the working relationship (responsiveness of the external auditors to the needs of Zurich Insurance Group Ltd and the Group and the clarity of communication). The Audit Committee reviews, prior to the commencement of the annual audit, the scope and general extent of the external audit and suggests areas requiring special emphasis.

The Audit Committee proposes the external auditors to the Board for appointment by the shareholders and is responsible for approving the audit fees. A proposal for fees for audit services is submitted to management by the external auditors and validated, before it is submitted to the Audit Committee for approval. The proposal is mainly based on an analysis of existing reporting units and expected changes to the legal and operational structure during the year.

The Audit Committee has approved a written policy on the use of external auditors for non-audit services, which sets out the rules for providing such services and related matters (including a list of prohibited services). Allowable non-audit services may include tax advice, comfort and consent letters, certifications and attestations, and due diligence and audit support in proposed transactions, to the extent that such work complies with applicable legal and regulatory requirements and does not compromise the independence or objectivity of the external auditors. To avoid conflicts of interest, all allowable non-audit services need pre-approval from the Audit Committee (Chairman), the Group CFO, the Group Head of Financial Accounting and Reporting or the local CFO, depending on the level of the expected fee. This policy further requires, among other things, an engagement letter specifying the services to be provided.

Corporate governance report (continued)

Group Audit

The Group's internal audit function (Group Audit) is tasked with providing independent and objective assurance to the Board, the Audit Committee, the Group CEO and management and to the boards and audit committees of subsidiary companies. This is accomplished by developing a risk-based plan, which is updated continuously as the risks faced by the business change. The plan is based on the full spectrum of business risks including concerns and issues raised by the Audit Committee, management and other stakeholders. Group Audit executes the plan in accordance with defined operating standards, which incorporate and comply with the International Standards for the Professional Practice of Internal Auditing, issued by the Institute of Internal Auditors (IIA). Key issues raised by Group Audit are communicated to the responsible management function, the Group CEO and the Audit Committee using a suite of reporting tools.

The Audit Committee, boards and audit committees of subsidiary companies and Group CEO are regularly informed of important audit findings, including adverse opinions, mitigation actions and attention provided by management. Group Audit is responsible for ensuring that issues identified by Group Audit, that could have an impact on the Group's operations are brought to the attention of the Audit Committee and appropriate levels of management and that timely follow-up action occurs. This is supported by the attendance of the Head of Group Audit at each meeting of the Audit Committee. In addition, the Head of Group Audit meets with the Chairman of the Audit Committee each month.

Group Audit is authorized to review all areas of the Group and has unrestricted access to all Group activities, accounts, records, property and personnel necessary to fulfill its duties. In the course of its work, Group Audit takes into consideration the work of other assurance functions. In particular, Group Audit coordinates its activities with the external auditors, sharing risk assessments, work plans, audit reports and updates on audit actions. Group Audit and the external auditors meet regularly at all levels of the organization to optimize assurance provision and efficiency.

The Audit Committee assesses the independence of Group Audit and reviews its activities, plans and organization, the quality of its work and its cooperation with the external auditors. As required by the Institute of Internal Auditors' (IIA) International Standards, the Internal Audit function is quality reviewed at least every five years by an independent qualified assessor. This review was conducted most recently in 2016 and 2017 and reported to the Audit Committee in February 2017. The results confirmed that Group Audit's practices conform to all IIA Standards.

The Audit Committee approves the Group Audit Plan annually, and reviews reports from the function on its activities and significant risk, control and governance issues, at least three times per year. The Head of Group Audit reports functionally to the Chairman of the Audit Committee and administratively to the Group CEO and meets regularly with the Chairman of the Board and the Chairman of the Audit Committee. Group Audit has no operational responsibilities for the areas it reviews and, to ensure independence, all Group Audit staff report (via audit managers) to the Head of Group Audit. In some instances, country audit managers also have a reporting line to the local CEO to comply with regulatory requirements.

Corporate governance report (continued)

Group Compliance

The Group is committed to comply with all applicable laws, regulations and internal requirements, professional and industry standards and its stated corporate values.

Group Compliance is a control function responsible for:

- enabling the business to manage its compliance risks
- being a trusted advisor
- providing independent challenge, monitoring and assurance
- assisting management to promote compliance culture and ethics.

Group Compliance is vertically integrated to support a global framework and it is led by the Group Chief Compliance Officer.

Group Compliance performs its activities according to the Global Annual Compliance Plan and reports on progress against plan, outcomes and insights to management, the Audit Committee of the Board or to the regional and local equivalent body.

Each Annual Compliance Plan (global, regional, local) is a risk-based plan and must be prepared on the basis of an independent forward-looking compliance risk assessment, taking into account both internal and external key risk drivers.

Group Compliance provides an independent compliance view on the key compliance risks to the business and performs independent risk-based monitoring and assurance activities, challenging the business. In addition, it provides compliance risk insight through relevant and targeted reporting.

The Group Chief Compliance Officer defines and issues compliance policies relevant to the Group and establishes appropriate processes and guidance.

Group Compliance supports the embedment of a strong compliance culture across the Group in a changing regulatory environment via training and awareness initiatives.

The Group Chief Compliance Officer reports functionally to the Chairman of the Audit Committee and administratively to the Group CEO, while maintaining functional independence as a second line of defense function and has appropriate access to the Chairman of the Board.

As part of Zurich's commitment to promoting a culture of compliance, Group Compliance establishes and maintains the global reporting mechanism for reporting of concerns. Zurich encourages its employees to speak up and report improper conduct that they believe is illegal, unethical, or violates Zurich's Code of Conduct or our Group's policies. Employees are free to report their concerns to management, Human Resources, the Group's Legal department, its Compliance function, or through the Zurich Ethics Line (or similar service provided locally), a phone and web-based service run by an independent external provider. Zurich does not tolerate retaliation against any employee who reports concerns in good faith.

Corporate governance report (continued)

Stakeholders

Shareholders

Significant shareholders

According to the rules regarding the disclosure of significant shareholdings of Swiss companies listed in Switzerland, it has to be disclosed if certain thresholds starting at 3 percent are reached, exceeded or if the shareholding subsequently falls below those thresholds. Disclosure must be made separately for purchase positions (including shares, long call options and short put options) and sale positions (including long put options and short call options). The percentage thresholds are calculated on the basis of the total amount of voting rights according to the number of shares issued as disclosed in the commercial register.

Zurich Insurance Group Ltd is obliged to announce shareholdings by third parties in its shares upon receipt of a third-party notification that the shareholding has reached, fallen below or exceeded the relevant thresholds prescribed by law. During 2020, the Group received no such notification

As of December 31, 2020, Zurich Insurance Group Ltd was not aware of any person or institution, other than BlackRock, Inc., New York (> 5 percent) and The Capital Group Companies, Inc., Los Angeles (> 5 percent), which, directly or indirectly, had an interest as a beneficial owner in shares, option rights and/or conversion rights relating to shares of Zurich Insurance Group Ltd reaching or exceeding the relevant thresholds prescribed by law.

The announcements related to these notifications can be found via the search facility on the SIX Disclosure Office's platform: www.six-exchange-regulation.com/de/home/publications/significant-shareholders.html.

Zurich Insurance Group Ltd is not aware of any person or institution which, as of December 31, 2020, directly or indirectly, alone or with others, exercised or was a party to any arrangements to exercise control over Zurich Insurance Group Ltd.

Overview of shareholder structure

Number of shares held	as of December 31, 2020	Number of	% of
		registered shareholders	registered share capital
1–500		122,699	13.2
501–1,000		5,289	4.1
1,001–10,000		4,232	10.9
10,001–100,000		442	13.1
100,001+		64	58.7
Total registered shares¹		132,726	100.0

¹ of registered shareholders.

Registered shareholders by type	as of December 31, 2020	Registered	Registered
		shareholders in %	shares in % ¹
Individual shareholders		96.1	26.4
Legal entities		3.8	30.3
Nominees, fiduciaries		0.1	43.3
Total		100.0	100.0

¹ of registered shareholders.

Corporate governance report (continued)

Registered shareholders by geography

as of December 31, 2020

	Registered shareholders in %	Registered shares in % ¹
Switzerland	93.5	49.8
UK	0.5	31.4
North America	0.6	10.8
Asia	0.2	0.6
Latin America	0.1	0.0
Rest of the world	5.1	7.4

¹ of registered shareholders.

Cross-shareholdings

Zurich Insurance Group Ltd has no interest in any other company exceeding 5 percent of the voting rights of that other company, where such other company has an interest in Zurich Insurance Group Ltd exceeding 5 percent of the voting rights in Zurich Insurance Group Ltd.

Shareholders' participation rights

Voting rights restrictions and representation

Each share entered into the share register entitles the holder to one vote. There are no voting rights restrictions (other than set out under "Limitations on transferability and nominee registrations", see [page 89](#)).

A shareholder with voting rights can attend shareholders' meetings of Zurich Insurance Group Ltd in person. He or she may also be represented by his or her legal representative or, as a consequence of the amendment of article 13 of the Articles of Association of Zurich Insurance Group Ltd at the Annual General Meeting held on April 1, 2020, by another person who need not be a shareholder by means of due authorization. Prior to such amendment of the Articles of Association, shareholders with voting rights could authorize, in writing, another shareholder with voting rights or any person permitted under the Articles of Association and a more detailed directive of the Board to represent him or her at the shareholders' meeting and minors or wards could be represented by their legal representatives, married persons by their spouses and a legal entity could be represented by authorized signatories or other authorized representatives, even where such persons were not shareholders.

In accordance with the Ordinance AEC and reflected in article 13 of our Articles of Association, authority of representation may also be given to the independent voting rights representative. The AGM elects the independent voting rights representative. The term of office ends with the conclusion of the next AGM. The independent voting rights representative may be re-elected. The shareholders may give voting instructions to the independent voting rights representative either in writing or via the online platform of Computershare Switzerland Ltd.

Prior to the above-mentioned amendment of the Articles of Association lifting the general restriction that representation is only possible by another shareholder with voting rights (except in the special circumstances outlined above or through the independent voting rights representative), Zurich Insurance Group Ltd could under specific circumstances authorize the beneficial owners of shares legally held by professional persons as nominees (such as a trust company, bank, professional asset manager, clearing organization, investment fund or another entity recognized by Zurich Insurance Group Ltd) to attend shareholders' meetings and exercise votes as proxy of the relevant nominee. For further details, see [page 89](#) of this report.

In accordance with Swiss law and practice, Zurich Insurance Group Ltd generally informs all shareholders at the beginning of the shareholders' meeting of the aggregate number of shares represented by shareholders or their representatives physically attending the meeting and the number of shares represented by the independent voting rights representative. Due to the COVID-19 outbreak, the Swiss Federal Council declared an "extraordinary situation" on March 16, 2020 and issued the Ordinance on the Measures against the Coronavirus (COVID-19), as amended and in force at the time (COVID-19 Ordinance), prohibiting events of the nature of general meetings, generally. At the same time, it allowed companies to impose on their shareholders to exercise their voting rights at general meetings by providing instructions to the independent voting rights representative electronically or in writing. Based on the COVID-19 Ordinance, Zurich Insurance Group Ltd informed its shareholders with voting rights accordingly. The Annual General Meeting of Zurich Insurance Group Ltd on April 1, 2020 took place in accordance with the provisions of the COVID-19 Ordinance. Shareholders could not personally attend but only exercise their voting rights by instructing the independent voting rights representative, who attended the Annual General Meeting, in writing or electronically.

Corporate governance report (continued)

Statutory quora

Pursuant to the Articles of Association (www.zurich.com/en/about-us/corporate-governance/corporate-documents), the AGM constitutes a quorum irrespective of the number of shareholders present and shares represented. Resolutions and elections generally require the approval of an absolute majority of the votes represented, unless respective provisions in the Articles of Association (of which there are currently none) or mandatory legal provisions stipulate otherwise. Article 704 of the Swiss Code of Obligations provides for a two-thirds majority of votes represented and an absolute majority of the nominal value of shares represented for certain important matters, such as a change of the company's purpose or domicile, a dissolution of the company and certain matters relating to capital increases.

Convening of shareholders' meetings

Shareholders' meetings are convened by the Board or, if necessary, by the auditors and other bodies in accordance with the provisions set out in articles 699 and 700 of the Swiss Code of Obligations. Shareholders with voting rights representing at least 10 percent of the share capital may call a shareholders' meeting, indicating the matters to be discussed and the corresponding proposals. The invitation to shareholders is mailed at least 20 calendar days before the meeting is held and, in addition, is published in the Swiss Official Gazette of Commerce.

Agenda

The Board is responsible for setting the agenda and sending it to shareholders. Shareholders with voting rights who together represent shares with a nominal value of at least CHF 10,000 may request in writing, no later than 45 days before the day of the meeting, that specific items be included in the agenda.

Registrations in the share register

With a view to ensuring an orderly process, the Board determines the date on which a shareholder needs to be registered in the share register in order to exercise their participation rights by attending the shareholders' meeting. That date is published, together with the invitation to the shareholders' meeting, in the Swiss Official Gazette of Commerce.

Information Policy

As of December 31, 2020, Zurich Insurance Group Ltd had 132,726 shareholders registered in its share register, ranging from private individuals to large institutional investors. Each registered shareholder receives an invitation to a shareholders' meeting. A Letter to Shareholders provides an overview of the Group's activities as the year progresses and outlines its financial performance (www.zurich.com/en/investor-relations/shareholder-area/letter-to-shareholders). A more comprehensive Annual Report and half-year reports are available on Zurich's website. Information on the Group's updates for the first three months and first nine months is also available on Zurich's website (www.zurich.com/en/investor-relations/results-and-reports). News Releases are distributed in accordance with the Directive on Ad hoc Publicity and are available on Zurich's website www.zurich.com (www.zurich.com/en/media).

In order to engage with our shareholders and investors, a Corporate Governance Roadshow takes place on an annual basis. This year's roadshow focused on corporate governance, sustainability and the alignment of our remuneration architecture with strategy. It took place in November 2020 (www.zurich.com/en/investor-relations/presentations).

For addresses, see the information on [page 329](#) and for further upcoming important dates, see the investor section starting on [page 34](#) (financial calendar on [page 35](#)).

Corporate governance report (continued)

Employees

Work sustainability

One year ago, we shared our work sustainability principles, intrinsically linked to the aim of ensuring sustainable careers. These principles are a fundamental part of us preparing for the future of work and being able to put customer needs at the heart of everything we do. They include:

- developing our employees for new job opportunities rather than hiring externally,
- prioritizing our in-house local skills over outsourcing solutions and
- offering career choices that match the employees' talents and ambitions and meet the market needs of today and tomorrow.

As we put our work sustainability principles into practice, and continue to put our people first, we will create a brighter future for our customers and communities. This is our opportunity to reach our full potential, individually and as one Zurich team.

2020 has been an unprecedented year for everyone and had in particular a great impact on our way of working, fundamentally changing the way we collaborate. Our work sustainability commitment intends to support our employees navigating the changing nature of work by offering innovative solutions and adapting our own people practices, focusing on reskilling, promoting from within, life-long learning, and wellbeing. Achievements in 2020:

- We prioritized the safety and wellbeing of our employees during COVID-19 pandemic. They felt well supported, as is reflected by our record Employee Net Promoter System (ENPS) score and its highest point increase ever.
- We also increased internal talent mobility as a means of filling vacant positions and addressing priority work, aligning internal talent to where it is most needed.
- We shifted Talent Management from 'buy' to 'build', increasing the positions filled internally to 53 percent in 2020 from 45 percent in 2019.
- We cultivated an employee-driven culture of reskilling for future needs e.g., by launching our upgraded global learning platform, providing access to digital learning content from LinkedIn Learning and Technical Academies.
- We expanded apprenticeship opportunities and other forms of work-based learning focused on diverse, multigeneration candidates.

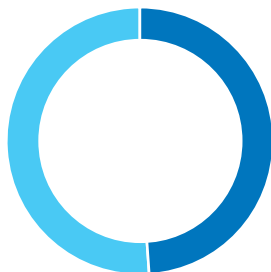
Diversity & Inclusion

The Group has continued progress in promoting a truly diverse and inclusive work environment, and we have received worldwide recognition for this (e.g., Bloomberg Gender Equality Index, Stonewall's Top Global Employer's Index, Forbes 2020 list of America's Best Employers for Diversity, see www.zurich.com/en/careers/our-people#external-recognition). The Group is committed to providing equal opportunities when recruiting and promoting people, whereby ability, experience, skills, knowledge, integrity and diversity are guiding principles.

Zurich employs more than 55,000 people with over 120 different nationalities. In addition, we are diverse in terms of cultures, race/ethnicity, generations, gender, sexual orientation, gender identity, individual abilities and many other characteristics.

Employees by gender

% 2020



● Male	49
● Female	51

Female representation

%

ExCo



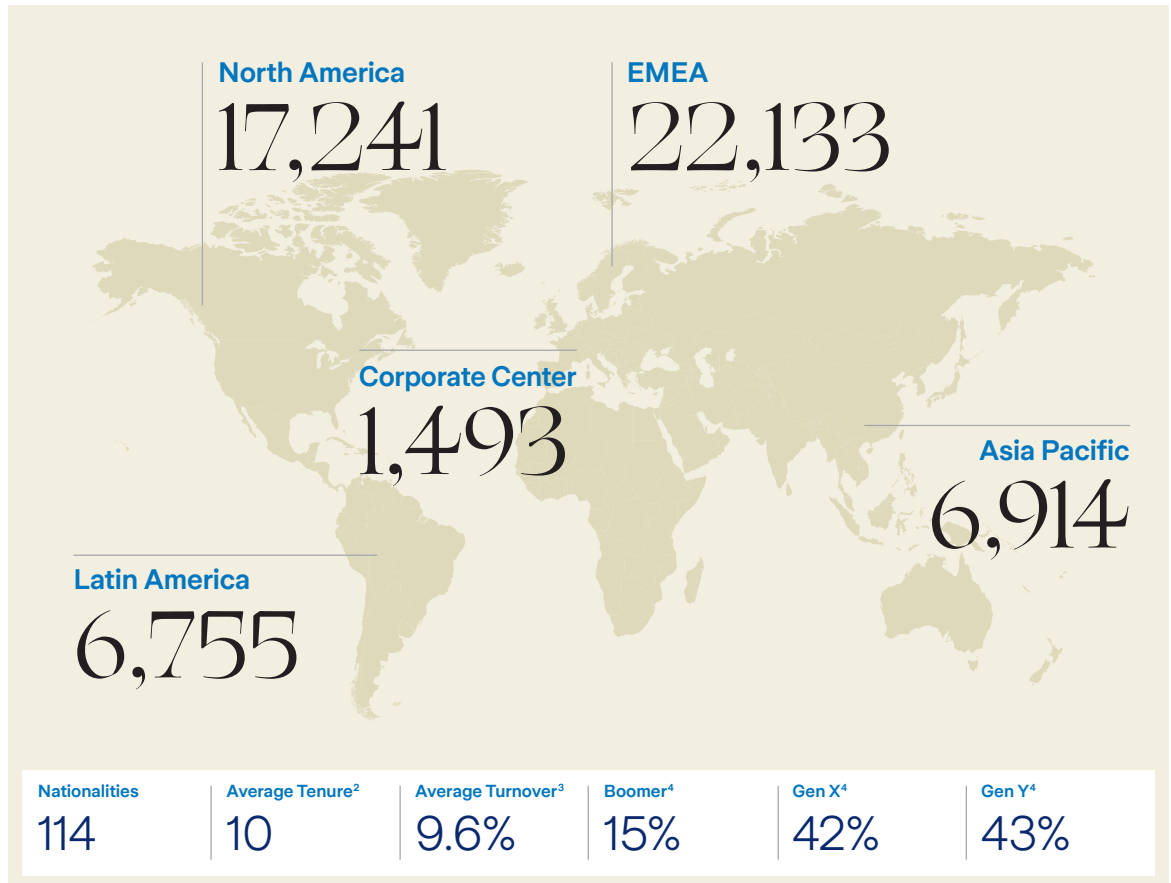
Leadership team



Corporate governance report (continued)

Our organizational footprint¹

Number of people



¹ Excluding Cover-More, Brightbox and parts of Germany.

² Average tenure as per 31.12.2020.

³ Annualized turnover in 2020.

⁴ Boomer, <1964; Gen X, 1965–1979; Gen Y, 1980–1994.

Our employees are the heart and soul of Zurich and together we are committed to delivering on our purpose – Create a Brighter Future Together. A brighter future where our voices are diverse, our behaviors are inclusive, our actions drive equity, and our people feel a sense of belonging. Recent efforts to improve employee engagement have resulted in a strong improvement in ENPS and in our OHI (Organizational Health Index) survey conducted in 2020.

The Group actively encourages employee involvement in its activities through publications, team briefings and regular meetings with employees' representatives. The Group is also part of an agreement with employee representatives of the Group's companies in Europe. For further information on the Group's people management activities, see [pages 32 and 33](#) of the Annual Report. In some countries, the Group has established broad-based employee share compensation and incentive plans to encourage employees to become shareholders of the Group.

Customers

Our customers are at the center of all our activities and thinking. Society is facing increasingly interconnected and complex environmental, social and governance challenges. The insurance industry must play its role in addressing these challenges as a manager of risk. That is why we work with our corporate customers and brokers to better manage sustainability risks and strive to promote international best practice standards that help ensure potentially adverse social, environmental and economic impacts are adequately managed.

As an insurer, we systematically identify sustainability risks and deliver solutions that can enhance the social and environmental impact of our customer. We will continue working with customers to better manage climate risks by providing coverage for new technologies and infrastructure, such as electric vehicles, renewable energy or carbon capture and storage.

Corporate governance report (continued)

With the ambition to become one of the world’s most environmentally responsible and impactful businesses, Zurich is committed to producing sustainable value for our customers. We will use our expertise, experience and global reach to help our customers enhance their resilience and intensify their focus on the green agenda by highlighting the risks associated with climate change and the opportunities of a 1.5°C future.

We work continuously to develop relevant products and solutions for customers that have a positive social and environmental impact, and support well-being, enhance resilience and facilitate the transition to a low-carbon economy. Some of the ways we have achieved this recently include:

ESG in insurance – specific solutions with sustainable impact

Examples of Zurich’s environmental, social and governance (ESG) products around the world



1 Zurich Insurance Group is one of the founding members of Blue Marble Microinsurance, a consortium of eight companies collaborating to innovate solutions that protect the underserved.
 2 Zurich Santander Insurance America.

Corporate governance report (continued)

We integrate our commitment to sustainability and the UN Global Compact into our underwriting and business decisions. We believe in the value of engaging with customers to understand their business and operations and working together with them to ensure they have responsible and sustainable business practices in place. This enables us to make better-informed decisions on how we can support customers in developing best practice in areas of ESG (www.zurich.com/en/sustainability/our-customers/esg-integration-in-insurance).

Communities – our role in society

Insurance creates value for society by allowing people and businesses to protect themselves from risk and helping them become – and remain – prosperous and resilient. Risks are becoming more complex and interconnected as a result of issues like climate change, globalization, urbanization and technological development. Insurers are increasingly expected to use their core skills to help communities and society become more resilient to these interconnected risks. In order to enhance communities' resilience, we engage in the following activities using our core skills.

We help our communities become more resilient to flooding through the Zurich Flood Resilience Alliance (the Alliance), a multi-sector, global partnership funded by the Z Zurich Foundation (the Foundation). The Alliance aims to lessen the impact of floods and allow communities to thrive. The Group is one of the key contributors of the Alliance.

- It collaborates actively with other members to reach the Alliance's ambitious goals around increasing investment from others going to pre-event resilience and climate action by USD 1 billion by the end of the Zurich Flood Resilience Program. In 2020, the Foundation pledged additional investment in community programming, such that it may reach up to 4 million people overall by the end of 2024.
- Building on its expertise and knowledge as an insurer, Zurich also contributes to the award-winning post-event review capability (PERC) – comprising research and independent reviews of large flood events to identify best practices and opportunities based on understanding how a hazard event becomes a disaster and how resilience can be achieved.
- Pursuing an ambitious policy agenda at global, regional and select national levels to advocate for the importance of financing and acting on climate change adaptation in addition to climate change mitigation, and to shift the focus from post-event recovery to pre-event risk reduction and resilience building through our public policy teams.
- Zurich employees volunteer their relevant skills and expertise (for example flood/hydrological expertise and risk engineering skills) as well as local project management where available.

Together with the other members of the Zurich Flood Resilience Alliance, we continued to help communities reduce flood risk and continued our charitable investment in community programs and many business hours were volunteered by our employees. The Z Zurich Foundation supports additional flood resilience efforts through donations. For further information, see pages 49 to 50 in Zurich's Sustainability report (www.zurich.com/en/sustainability/reporting-and-news/reports-publications) and [pages 38 and 39](#) of the Annual Report.

Corporate governance report (continued)

Capital structure

Share capital

As of December 31, 2020, the ordinary share capital of Zurich Insurance Group Ltd amounted to CHF 15,046,016.70 divided into 150,460,167 fully paid registered shares with a nominal value of CHF 0.10 each. The Board will propose to the shareholders at the Annual General Meeting on April 7, 2021 a dividend of CHF 20 per share. It is planned that the dividend will be paid out of the available earnings with a deduction of 35 percent Swiss withholding tax.

Authorized and contingent share capital as of December 31, 2020

On April 1, 2020, the Annual General Meeting approved a renewal of the authorized share capital for another two years (from April 2020 to April 1, 2022) and other changes to the authorized share capital, which are set out below.

Until and including April 1, 2022, the Board of Zurich Insurance Group Ltd is authorized to increase the share capital by an amount not exceeding CHF 4,488,240 (prior to April, 2020, 4,500,000) by issuing up to 44,882,400 (prior to April, 2020, 45,000,000) fully paid registered shares with a nominal value of CHF 0.10 each (art. 5^{bis}). This authorized share capital corresponds to about 30 percent of the total registered shares issued as of December 31, 2020. Share issuances from authorized share capital where the shareholders' subscription rights are restricted or excluded are limited to 14,960,800 (prior to April 2020, 15,000,000) shares (i.e., about 10 percent of the total registered shares issued as of December 31, 2020).

The share capital of Zurich Insurance Group Ltd may be increased by an amount not exceeding CHF 2,992,160 (prior to April 2020, 3,000,000) by issuing of up to 29,921,600 (prior to April 2020, 30,000,000) fully paid registered shares with a nominal value of CHF 0.10 each by the voluntary or mandatory exercise of conversion and/or option rights, which are granted in connection with the issuance of loans, bonds, similar debt instruments, equity-linked instruments or other financial market instruments (collectively, the 'financial instruments') by Zurich Insurance Group Ltd or one of its Group companies, or by mandatory conversion of financial instruments issued by Zurich Insurance Group Ltd or one of its Group companies, that allow for contingent mandatory conversion into shares of Zurich Insurance Group Ltd, or by exercising option rights which are granted to the shareholders (art. 5^{ter} 1a). This contingent share capital corresponds to about 20 percent of the total registered shares issued as of December 31, 2020.

Until and including April 1, 2022, the total number of new shares which could be issued from (i) authorized share capital under art. 5^{bis} 4 where the subscription rights are restricted or excluded and (ii) contingent share capital in connection with financial instruments under art. 5^{ter} 1 where the advance subscription rights are restricted or excluded is limited to 14,960,800 (prior to April 2020, 15,000,000) shares (i.e., about 10 percent of the total registered shares issued as of December 31, 2020).

Moreover, there is an additional contingent share capital (art. 5^{ter} 2a) of CHF 409,509.20, representing 4,095,092 fully paid registered shares with a nominal value of CHF 0.10 each, which may be issued to employees of Zurich Insurance Group Ltd or one of its Group companies. For further information on the capital structure and the authorized and contingent share capital, see the audited consolidated financial statements, note 19 on [pages 255 to 257](#). This contingent share capital compares to about 2.7 percent of the current total registered shares issued as of December 31, 2020.

For further information please see article 5^{bis} and 5^{ter} of the Articles of Association, as published under the following link: www.zurich.com/IR-articles-of-association.

Changes to share capital

Summary of changes in the ordinary share capital over the last two years

	Share capital in CHF	Number of shares	Nominal value in CHF
As of December 31, 2018	15,134,802.70	151,348,027	0.10
Newly issued shares from contingent capital	0.00	–	0.10
Capital reduction June 2019	174,000	1,740,000	0.10
As of December 31, 2019	14,960,802.70	149,608,027	0.10
Newly issued shares from contingent capital	85,214.00	852,140	
As of December 31, 2020	15,046,016.70	150,460,167	0.10

For information on changes of share capital during 2018, see the Annual Report 2018 of Zurich Insurance Group, pages 39 to 40 and pages 225 to 226 (www.zurich.com/en/investor-relations/results-and-reports).

Corporate governance report (continued)

Shares and participation certificates

Zurich Insurance Group Ltd's shares are registered shares with a nominal value of CHF 0.10 each. The shares are fully paid in. Pursuant to article 14 of the Articles of Association (www.zurich.com/IR-articles-of-association), each share carries one vote at shareholders' meetings, entitles all shareholders to dividend payments (excluding treasury shares) and the registered holder to exercise all other membership rights in respect of that share.

Some interests in shares are held by investors in the form of American Depositary Receipts (ADRs)¹. As of December 31, 2020, investors held 24'623'760 ADRs (representing 2'462'376 Zurich Insurance Group Ltd shares).

Profit-sharing certificates

Zurich Insurance Group Ltd has not issued any profit-sharing certificates.

Limitations on transferability and nominee registrations

The Articles of Association do not provide for any limitations on transferability except for the following:

Registration as a shareholder requires a declaration that the shareholder has acquired the shares in his or her own name and for his or her own account. Nominees holding Zurich Insurance Group Ltd shares may for the benefit of, or as nominee for another person, be registered for up to 200,000 shares with voting rights, notwithstanding that the nominee does not disclose the identity of the beneficial owner. A nominee, however, is entitled to be registered as a shareholder with voting rights of more than 200,000 shares if the nominee discloses the identity of each beneficial owner and informs the beneficial owners about corporate actions, consults as to the exercise of voting rights and pre-emptive rights, transfers dividends and acts in the interests of and in accordance with the instructions of the beneficial owner.

There are special provisions relating to the registration and exercise of rights attached to shares by The Bank of New York Mellon Corporation in connection with the Zurich Insurance Group Ltd ADR program.

Convertible bonds and options

Zurich Insurance Group Ltd had no public convertibles or options outstanding as of December 31, 2020. For information on employee share plans, see the audited consolidated financial statements, note 21 on [pages 266 to 267](#).

¹ Zurich Insurance Group Ltd has established an American Depositary Share, or ADS, level 1 program in the U.S. Under this program, The Bank of New York Mellon Corporation issues the ADSs. Each ADS represents the right to receive one-tenth of one share of Zurich Insurance Group Ltd. Each ADS also represents securities, cash or other property deposited with The Bank of New York Mellon Corporation but not distributed to ADS holders. Zurich's ADSs are traded over the counter (OTC) and are evidenced by American Depositary Receipts, or ADRs. Since July 1, 2010, Zurich's ADRs have been traded on "OTCQX", an electronic platform operated by OTC Markets Group Inc. under the symbol ZURVY. ADS holders are not treated as shareholders of Zurich Insurance Group Ltd and are not able to directly enforce or exercise shareholder rights. Only The Bank of New York Mellon Corporation as Depository of the level 1 program may exercise voting rights with respect to instructions received from beneficial owners of ADRs.

Corporate governance report (continued)

Changes of control and defense measures

Duty to make an offer

The Articles of Association of Zurich Insurance Group Ltd do not provide for opting out or opting up in the meaning of articles 125 and 135 of the Federal Act on Financial Market Infrastructures and Market Conduct in Securities and Derivatives Trading. Therefore, mandatory offers have to be submitted when a shareholder or a group of shareholders acting in concert exceed 33 1/3 percent ownership of the issued and outstanding share capital of Zurich Insurance Group Ltd.

Clauses on changes of control

Employment agreements have been entered into with members of the ExCo, setting out the terms and conditions on which they are employed. The longest notice period for members of the ExCo is 12 months. No other benefits are provided in the case of a change of control.

The Group's share-based compensation programs include regulations regarding the impact of a change of control. These regulations provide that in the case of a change of control, the plan administrator (the Remuneration Committee or the Group CEO, as applicable) has the right to roll over the existing share obligations into new share rights or to provide consideration for such obligations that are not rolled over. Participants who lose their employment as a result of a change of control have the right to the vesting of share obligations. No other benefits are provided to members of the ExCo in case of a change of control. No benefits are provided for the members of the Board in case of a change of control.

Risk management and internal control framework

For information regarding the Group's risk management and internal control framework, see the risk review of this Annual Report 2020 on [pages 128 to 158](#). The Group no longer separately describes risk management and internal control information in this governance report.

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Message from our Chairman of the Remuneration Committee

Rewarding better outcomes for all.

“

The interests of Zurich's key stakeholders such as customers, shareholders and employees are reflected in our incentive plan design.

Christoph Franz
Chairman of the Remuneration Committee



Message from our Chairman of the Remuneration Committee (continued)

Dear Shareholder

Despite the uncertainty in 2020 given the pandemic, the predefined metrics and targets of the Group's short-term and long-term incentive plans (STIP and LTIP) were not adjusted. The variable remuneration outcomes outlined in this report therefore, reflect the performance achievements against the initial targets set.

With a business operating profit (BOP) of USD 4.2 billion, compared with USD 5.3 billion in 2019, the Group's results demonstrated strong performance against the backdrop of a global pandemic and elevated natural catastrophes. Customer satisfaction, as measured by the net promoter system (NPS) score, saw an overall increase, reflecting the Group's quick response to support customers through the impacts of COVID-19.

Supporting strategy execution

In addition to profitability metrics, customer experience as measured by the NPS score, was relevant in determining the funding available for STIP awards for close to 90 percent of participants in 2020. This has grown from prior years and confirms the continuing importance of improving the experience of our customers.

For the 2020 STIP awards, members of Zurich's Executive Committee (ExCo) had their performance assessed against individual objectives related to financial measures, customers, employees and other accountabilities aligned with the Group's strategy.

Additional accountabilities, where relevant, included objectives supporting the Group's commitment to sustainability, such as tackling climate change, enabling confidence in a digital society, and supporting employees and customers when it comes to the changing nature of work.

In the ExCo section of this report, you can see that we have provided more information on how individual performance is assessed for the ExCo.

Looking ahead

We will continue to review Zurich's remuneration approach ensuring it rewards the commitment and focus of employees on the positive direction of the Group.

Details on the upcoming remuneration votes of the Board and of the ExCo, are newly included in the invitation to the Annual General Meeting 2021 (www.zurich.com/investor-relations/shareholder-area/annual-general-meeting), and information on the amounts previously approved can be found in the relevant Board and ExCo sections of this report.

We welcome your ongoing feedback. Thank you for your support and engagement.



Christoph Franz
Chairman of the Remuneration Committee

Our remuneration framework considers the interests of all our stakeholders

Zurich's remuneration framework is regularly reviewed to ensure it complies with regulatory requirements, supports our strategic objectives and incentivizes the right behaviors.

Short-term incentive plan (STIP)

97%

The overall STIP awarded as a percentage of target, considering relevant business and individual performance for 2020 (2019: 109%).

 **Read more:**
Pages 101–102

Long-term incentive plan (LTIP)

189%

Vesting level in 2021 as a percentage of target based on the actual achievements of the predefined metrics for the performance period 2018 to 2020 (2020: 178%).

 **Read more:**
Pages 103–105

Total variable remuneration

CHF 650m

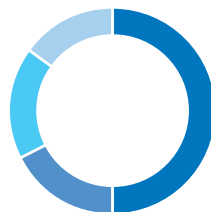
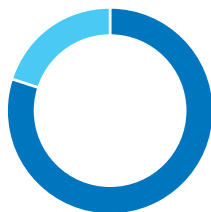
The aggregate amount of variable remuneration for 2020 for the entire Group considering the Group's long-term economic performance (USD: 719m) (2019: CHF 697m/USD 716m).

 **Read more:**
Page 96

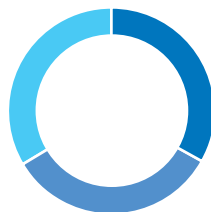
STIP metrics for the ExCo

Business performance

Individual performance



Performance metrics for the LTIP



Remuneration safeguards

- Emphasis on longer-term, deferred remuneration for the most senior positions and Group key risk takers.
- Risk-based performance assessment for ExCo, leadership team and Group key risk takers.
- Ability to apply risk adjustments and exercise malus (all participants) and clawback (ExCo and some additional participants) for variable remuneration.
- Minimum share ownership requirements for the Board, Group CEO and other members of the ExCo.

Remuneration report

Contents

Remuneration summary 2020	95
Remuneration framework	99
Philosophy	99
Elements of remuneration	99
Remuneration governance	106
Legal and regulatory requirements	106
Remuneration and risk	107
Share ownership guidelines	108
Share dilution	108
Remuneration and shareholdings 2020	109
Board of Directors	109
Executive Committee	113
All employees	121
Outlook 2021	123
Report of the statutory auditor	124

Remuneration report (continued)

Remuneration summary 2020

This summary provides an overview of the 2020 remuneration of Zurich Insurance Group Ltd and its affiliates (Group or Zurich), including the link between business performance and variable pay decisions for 2020.

Zurich's remuneration

Zurich operates a remuneration system which aims to provide competitive total remuneration opportunities and variable remuneration awards based on results achieved and positive outcomes for all stakeholders. The remuneration system is embedded in the Group's risk management framework and is designed to not encourage or reward inappropriate risk-taking.

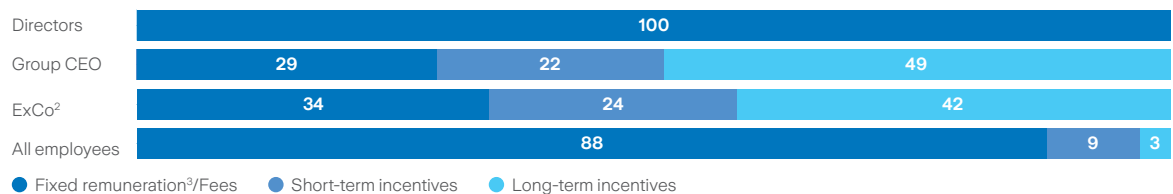
The members of the Board receive fixed remuneration as an annual fee, of which the basic fee is paid half in cash and half in five-year sales-restricted shares which are not subject to the achievement of any specific performance conditions. Total remuneration for employees, including members of the Executive Committee (ExCo), comprises as applicable, fixed remuneration consisting of base salaries, pensions and employee benefits, as well as variable remuneration consisting of short- and long-term incentive awards. The Group's short-term incentive plan (STIP) and long-term incentive plan (LTIP) aim to align the remuneration architecture with the achievement of the Group's key financial and strategic targets, the risk management framework and operational plans, while considering the interests of key stakeholders.

[Read more:](#)
Pages 99–105

The illustration below shows there is a greater emphasis on variable remuneration elements, with a higher weighting on average towards the long term, for our most senior employees.

2020 remuneration structure¹

%



¹ At target, as a percentage of total remuneration.

² Considering all members of the ExCo that were active for the full year, including the Group CEO.

³ Fixed remuneration includes base salaries, service costs for pension benefits and other remuneration.

Remuneration report (continued)

2020 remuneration in light of the business results

Expenditure on remuneration is considered in the context of Zurich's overall revenues, capital base and profitability. The key financial figures for 2020 compared with 2019 are shown in the following table.

Key financial figures	in USD millions, for the years ended December 31	
	2020	2019
Gross written premiums and fees ¹	54,258	54,305
Business operating profit (BOP)	4,241	5,302
Net income attributable to shareholders (NIAS)	3,834	4,147
Shareholders' equity	38,278	35,004
Return on common shareholders' equity (ROE)	13.0%	14.4%
Dividends paid to shareholders ²	3,080	2,819
Total variable remuneration for all employees gross before tax ³	719	716
– as a percentage of gross written premiums and fees	1%	1%
– as a percentage of shareholders' equity	2%	2%
– as a percentage of dividends paid to shareholders	23%	25%

¹ Consists of USD 50,555 million gross written premiums and policy fees, as well as USD 3,703 million Farmers management fees and other related revenues in 2020. Farmers Group, Inc., a wholly owned subsidiary of Zurich Insurance Group, provides certain non-claims services and ancillary services to the Farmers Exchanges as attorney-in-fact and receives fees for its services. The Farmers Exchanges are owned by their policyholders.

² Dividend at transaction day exchange rate in 2020 and 2019, respectively.

³ The corresponding amount of total variable remuneration in Swiss francs is CHF 650m for 2020 and CHF 697m for 2019.

As can be seen from the metrics in the table, relative to Zurich's overall revenue and shareholders' equity, expenditure on variable remuneration remains relatively small.

The total variable remuneration, amounting to CHF 650 million, includes the following elements:

- The total expenditure on cash incentives to be paid for the performance year comprising the amount of the aggregated funding pools under the STIP, and the amounts to be paid under local short-term incentive plans.
- The value of the target share allocations made in 2020 on the assumption that the allocations will vest at 100 percent of the target level in 2023 for performance over the three years 2020, 2021 and 2022.
- The total amount of sign-on payments¹ committed in 2020, regardless of when the payments are due, for people taking up their employment in 2020.
- The total amount of severance payments² committed in 2020, regardless of when the payments are due.

Commission payments made to employed sales agents are not included in the total variable remuneration amount.

In determining the amount of the total variable remuneration for all employees, the Board considers the long-term economic performance of the Group as well as other relevant factors. The average economic profit is calculated by subtracting the required return on economic capital, based on the weighted average cost of capital, from the adjusted BOP (the amount before interest and variable remuneration) after tax. In this respect, the Group has continued to generate economic profit over the long term which exceeds the actual expenditure on variable pay.

The following table provides details on the overall STIP awarded and the LTIP vesting level in relation to the performance achievements under each plan. More information on the Group's variable remuneration plans can be found in the remuneration framework section later in this report.

¹ Zurich defines sign-on payments as payments that are agreed on the execution of an employment contract (whether paid immediately or over time). Sign-on payments may include compensation made prior to a person joining the company and providing any services (payments in advance) or compensation for benefits foregone with a previous employer (replacement payments). Payments in advance are not paid to members of the Board or the ExCo.

² Zurich defines severance payments as payments that are provided in connection with the termination of an employment relationship. Zurich does not include under the term severance payments, garden leave or similar payments for employees in jurisdictions where such payments are required by applicable law, or where they are based on contractual notice periods which conform with recognized market practice, or where they are non-contractual, but in line with recognized market practice. Zurich does include garden leave or similar payments however, that go beyond recognized market practice, irrespective of whether these are provided pursuant to an agreement or are ex gratia. Severance payments are not paid to members of the Board or the ExCo.

Remuneration report (continued)

Variable remuneration outcomes

	Overall STIP awarded as a percentage of target	
	2020	2019
Short-term incentive plan		
Context		
The primary measures driving STIP funding for 2020 were:	97%	109%
<ul style="list-style-type: none"> – the relevant BOP or other profitability metric achievements and, – the relevant customer satisfaction achievements using the net promoter system (NPS) score where applicable. 		
The overall STIP awarded for plan participants across the Group (around 39,000 employees) is a reflection of the relevant performance achievements against plan for 2020, including a qualitative assessment of the results, as well as individual performance on personal objectives and behavior in line with Zurich's values and code of conduct.		
Long-term incentive plan		
Context		
The key factors driving the vesting level in 2021, for the three-year performance period from 2018 to 2020, were the Group's:	189%	178%
<ul style="list-style-type: none"> – relative TSR against an international peer group of insurance companies, – NIAS ROE and – cash remittance. 		
Each performance criteria has an equal weighting and no discretionary adjustment was made to the vesting level which was calculated based on the achievements of the predefined performance criteria.		

For 2020, the remuneration amounts were as follows:

Remuneration amounts	in CHF millions, for the years ended December 31	Variable remuneration			Total remuneration 2020 ⁴	Total remuneration 2019 ⁴
		Fixed remuneration/ Fees ¹	Short-term incentives ²	Long-term incentives ³		
Directors		5.4	–	–	5.4	4.7
ExCo		15.1	13.5	19.6	48.2	48.8
All employees ⁵		5,012	505	145	5,662	5,638

1 For ExCo and all employees, fixed remuneration includes base salaries, service costs for pension benefits and other remuneration. For Directors, the amount includes payments in cash and in sales-restricted shares.

2 The cash incentives earned for the year for all employees comprise the amounts under STIP and other local incentive plans which are subject to approval by the applicable local boards. For all employees, payments such as sign-on and severance payments in cash are also included.

3 Represents the value of the target performance share allocations made in 2020, which assumes vesting in 2023 at 100 percent of target, and for all employees, also includes any other target share allocations such as sign-on payments in shares.

4 Actual, gross and for cash amounts based on the accrual principle.

5 Includes the remuneration for members of the ExCo.

Remuneration report (continued)

COVID-19

No changes were made to the performance metrics and targets of Zurich's variable incentive plans for 2020. Certain actions were undertaken however, to support employees globally or in certain markets as needed. Some examples include:

- Large scale and rapid implementation of remote working supported by provision or contribution towards IT equipment and furniture for home office set ups, as well as deployment of tools for virtual collaboration and connectivity.
- Flexible working arrangements and online wellbeing sessions focusing on mental, physical and financial health.
- Additional guidance and training for managers to support them in successfully managing their team through the COVID-19 environment.
- Global hospitalization benefit for Zurich employees worldwide, as well as their household family members offering financial support if hospitalized due to COVID-19.
- Provision or contribution towards personal protective items such as masks and sanitizers.
- Health screening and flu vaccinations.
- One-off special payment to be made in 2021, equal to one week base salary, for approximately 30 percent of employees in the lowest career levels across the Group.

Outlook summary for 2021

- **ESG metrics in incentives:** In addition to the environmental, social and governance (ESG) factors currently integrated in the remuneration framework, developments in this area will continue to be monitored.

 [Read more:](#)
Page 123

- **Board:** Following the adjustments to the Board fee structure communicated in the prior year's remuneration report and applicable as of the Annual General Meeting (AGM) in 2020, there are no further changes proposed.

 [Read more:](#)
Pages 109–113

- **ExCo:** No changes are proposed to the overall structure of remuneration for the ExCo in 2021. Relevant individual performance targets for 2021 are set in line with the framework outlined in this report, supporting the execution of the strategy and including risk and behavior aspects.

 [Read more:](#)
Pages 113–120

Remuneration report (continued)

Remuneration framework

Philosophy

The remuneration philosophy is an integral part of the overall employment offering to employees. Based on established remuneration principles, the Group operates a balanced and effectively managed remuneration system that provides competitive total remuneration opportunities to attract, retain, motivate and reward employees. The remuneration system and practices are embedded in the Group's risk management framework and consider legal and regulatory requirements, as well as market developments.

Guiding principles of the remuneration philosophy

The guiding principles of the remuneration philosophy as set out in Zurich's Remuneration Rules are as follows:

- The remuneration architecture is simple, transparent, can be put into practice and considers the interests of key stakeholders such as customers, shareholders and employees.
- Remuneration is tied to long-term results for individuals who have a material impact on the Group's risk profile.
- The structure and level of total remuneration are aligned with the Group's risk policies and risk-taking capacity.
- Expected performance is clearly defined through a structured system of performance management and this is used to support remuneration decisions.
- Variable remuneration awards are linked to key performance factors which can include performance of the Group, countries, business units, functions, as well as individual achievements.
- The Group's STIP and LTIP, used for variable remuneration, are linked to appropriate performance criteria and the overall expenditure on variable pay is considered in connection with the Group's long-term economic performance.
- The structure of the LTIP links remuneration with the future development of performance and risk by including features for deferred remuneration.
- Employees are provided with a range of benefits based on local market practices.
- Reward decisions are made on the basis of merit – performance, skills, experience, qualifications and potential – and are free from discrimination toward or against particular diverse backgrounds. The remuneration system and practices ensure all employees have equal opportunities.

Elements of remuneration

Total remuneration

Total remuneration for an individual employee and its composition may be influenced by factors including the scope and complexity of the role, level of responsibility, risk exposure, business performance and affordability, individual performance, professional experience, internal relativities, external competitiveness, geographic location and legal requirements. Remuneration is benchmarked towards median levels in clearly defined markets which can be local, regional or global, and reflects practices in either insurance, financial services or general industry, depending on the role.

Remuneration report (continued)

Remuneration elements

	Fixed remuneration		Variable remuneration	
	Base salary	Pensions and employee benefits	Short-term incentives	Long-term incentives
Description	Fixed pay for the role performed to attract and retain employees. It is reviewed annually.	Employee benefits are provided to attract and retain employees, are in line with market practices and targeted toward the market median.	Discretionary incentive awards to reward achievement of key business and individual objectives during the year.	Annual target share allocations, subject to vesting in accordance with predefined performance criteria. Designed to support Zurich's longer-term goals, encourage participants to operate the business in a sustainable manner and align the Group's long-term interests with those of shareholders.
Drivers and/or performance metrics	Scope and complexity of the role, level of responsibility, professional experience and geographic location.	Market practice	Award is driven by: <ul style="list-style-type: none"> – The relevant business profitability achievements, as well as customer experience where applicable. – Individual performance on personal objectives and behavior in line with Zurich's values. 	Vesting is determined based on <ul style="list-style-type: none"> (i) the position of the TSR compared with an international peer group of insurance companies derived from the Dow Jones Insurance Titans 30 Index, (ii) the NIAS ROE and (iii) cash remittance.
Duration	n.a.	n.a.	1 year	3–6 years (target shares subject to three-year cliff vesting and for the ExCo half of the vested shares are sales-restricted for an additional three years)
Range of opportunity	Generally paid within an 80–120 percent range around the relevant market median.	n.a.	Award of 0 to 200 percent of an individual's target amount.	Vesting level of 0–200 percent of an individual's target shares and dividend equivalent target shares.
Eligibility	All employees	Country specific	Country specific (around 39,000 plan participants in 2020)	Members of the ExCo and a defined group of the most senior positions, including key risk takers.
Delivery	Fixed cash	Country-specific fixed benefits	Performance-based cash	Performance-based shares
Clawback, malus and hedging	n.a.	n.a.	Clawback framework established for members of the ExCo, and in some jurisdictions for additional STIP participants, to allow for recovery, forfeiture and/or clawback, subject to specific conditions. Malus conditions to reduce or eliminate awards applicable to all STIP participants.	Clawback framework established for members of the ExCo, and in some jurisdictions for additional LTIP participants, to allow for recovery, forfeiture and/or clawback, subject to specific conditions. Malus conditions to reduce or eliminate awards applicable to all LTIP participants. Individual hedging of share-based remuneration is prohibited.

Remuneration report (continued)

Fixed remuneration

In addition to base salaries, the Group provides a range of pension benefits to employees, which are designed to reflect local market practices. Benefit levels are targeted toward the relevant market median. The Group Pensions Committee provides oversight and a point of focus and coordination at Group level in relation to the long-term financial and operational risk and governance relating to the Group's pension arrangements. In recent years, there has been a significant shift away from final salary defined benefit pension arrangements such that almost all new employees are now enrolled in defined contribution and/or cash balance type arrangements.

The Group also provides a range of other relevant employee benefits in line with the local market, for example life insurance, medical coverage and flexible benefits. Further, the Group operates several mobility-related policies to facilitate the movement of people across the organization.

Variable remuneration

Incentive plans are designed to provide a range of award opportunities linked to levels of performance. Business and individual performance may result in remuneration levels above target for superior performance, and reduced levels that are below target for performance below expectations. Variable remuneration opportunities are provided to motivate employees to achieve key short-term and long-term business goals that support the execution of the Group's strategy. Further information on the Group's STIP and LTIP are set out below.

Short-term incentives

Short-term (one-year) incentives are performance-driven based on the following design for 2020:

Short-term incentives support employees to focus their performance on the achievement of key financial, customer and individual objectives set at the beginning of the year. They are delivered primarily through the Group's STIP which is utilized across the organization and in many countries covers all employees. In some countries, based on market practice in that location, only the most senior individuals participate. Determination of the final individual STIP award for the year ending December 31, 2020, is based on an individual's STIP target amount, the performance of the business and an individual's personal achievements as set out in the overview on the next page. Markets also have the option to base the award solely on an individual's STIP target amount and the STIP pool achievement level for employees below a certain job level.

Remuneration report (continued)



STIP participants have a STIP target amount established for the performance year at a maximum of 100 percent of base salary, unless otherwise approved by the Board.



Key financial and customer metrics determine the STIP pool achievement level

Business performance, including a qualitative assessment of performance, determines the STIP pool achievement level and the respective funding or allowable spend available for each STIP pool. This can vary between 0–175 percent of the target amount. STIP participants are allocated to one of the following STIP pools with the associated key metrics:

STIP pools	Key measures
Group pools ¹	Group BOP and the overall customer NPS. ²
Investment management	Investment results.
Countries	The relevant BOP, along with customer NPS as applicable. ²
Farmers ³	Growth, profitability and customer metrics.
Joint ventures	Relevant profitability metrics.



Individual performance determines the differentiation level for the STIP award

Zurich has a clearly defined global performance and development approach where individuals, jointly with their managers, define and agree on annual objectives that support the achievement of the business strategy and operating plans. An individual's personal achievements consider performance on objectives, as well as the behaviors demonstrated. These continue to be guided by the Group's Code of Conduct, purpose and values.

At the end of the year, one of three performance categories is assigned:

- Partially met
- Fully met
- Exceeded

Differentiated award levels are determined across the range of performance within each of the performance categories.



STIP target x STIP pool achievement x individual performance

Underperformance by the business and/or the individual can result in a STIP award that is below the target amount and can be 0 percent. Similarly, if business performance and/or individual performance is above expectations, this can result in a STIP award that is above the target amount and capped at 200 percent of the STIP target amount. The resulting STIP award is paid in cash.

¹ Covering the leadership team, control functions, Group and regional employees.

² The customer net promoter system (NPS) score, a global best practice standard for measuring customer experience, is one of the key measures (20 percent weight) used to determine the business performance in markets where there is sufficiently robust data. Close to 90 percent of STIP participants are in a pool where funding is impacted by customer satisfaction achievements.

³ Including a separate pool for Farmers New World Life.

Remuneration report (continued)

Long-term incentives

Long-term (three- to six-year) incentives are performance-driven based on the following design for the performance period 2020 to 2022:

To support the achievement of the Group's longer-term financial goals, long-term incentives are utilized for a defined group of the most senior positions in the Group, those that have a significant influence on the risk profile of the Group, as well as individuals considered suitable for participation, for example due to market competitiveness given their skills and areas of expertise. This group generally contains the individuals with the highest levels of total remuneration. The LTIP aligns the incentives and behaviors of participants with the long-term interests of the Group and its shareholders. To further support this purpose, the individual hedging of any shares of Zurich Insurance Group Ltd is prohibited.

In alignment with the Group's risk profile and business strategy, and considering best practice principles among insurance companies as well as views from proxy advisers and shareholders, long-term incentives are provided with a deferral element that takes into account material risks and their time horizon. Such deferred remuneration is structured to promote the risk awareness of participants and to encourage participants to operate the business in a sustainable manner. An overview of the LTIP for the performance period 2020–2022 is set out on the following page and includes the increases to both the NIAS ROE and cash remittance performance metrics in line with the financial targets for the strategic cycle previously shared in the outlook of the remuneration report 2019 (www.zurich.com/annual-report/2019).

Details of the LTIP relevant for the 2021 vesting decision following the performance period from 2018–2020, can be found in the remuneration report for 2018 (www.zurich.com/en/investor-relations/results-and-reports).

Remuneration report (continued)



Each participant has an annual LTIP target amount determined as a percentage of the annual base salary. The number of target shares to be allocated on the third working day in April, is calculated by dividing the target amount by the closing share price on the day prior to the allocation. To further align plan participants with the interests of shareholders, target shares may be credited with dividend equivalent units (DEUs)¹ during the vesting period.



Defines the percentage of target shares that will vest

The vesting level is calculated according to an assessment of the predefined performance criteria detailed in the vesting grid below. At the end of the three-year performance period each performance metric is assessed independently and has an equal weighting. For the NIAS ROE and cash remittance metrics, linear interpolation is used to determine the level of vesting.

Assessment of the predefined performance criteria as per the vesting grid:

The vesting grid is set and reviewed by the Board annually to ensure alignment with the strategy and financial targets.

Performance criteria	0% vesting	50% vesting	100% vesting	150% vesting	200% vesting
Relative TSR position ²	18th – 13th	12th – 10th	9th – 7th	6th – 4th	3rd – 1st
	Ensures that an external market industry view is taken by considering Zurich's performance in comparison to its peers.				
Average NIAS ROE	< 11.75% p.a.	11.75% p.a.	14.00% p.a.	15.125% p.a.	≥ 16.25% p.a.
	Key measure for shareholders, supporting the alignment of LTIP participants with shareholder interests, and reflecting the targets in the financial plan.				
Cumulative cash remittance	< USD 10.5 bn	USD 10.5 bn	USD 11.5 bn	USD 12.0 bn	≥ USD 12.5 bn
	Key component of Zurich's financial targets ensuring Zurich generates sufficient cash and demonstrates a commitment to creating liquidity for the business and shareholder requirements.				



Target shares x vesting level

Any vesting of shares for the LTIP award takes place on April 3, three years after the target shares were allocated to the participant.

At the vesting date, the number of target shares plus the accrued DEUs are assessed for vesting. In this way, only the number of target shares vesting are eligible for the accrual of DEUs. The final LTIP award for an individual is capped at 200 percent of the aggregate number of target shares and DEUs. For the ExCo, half of the vested shares, including vested DEUs, are sales-restricted for an additional three-year period after the date of vesting. This brings the overall vesting and sales-restriction period to a six-year holding period for this part of the award.

1 Each year during the vesting period, the dividend amount is calculated on the number of target shares provided at the date of allocation and this amount is subsequently converted into DEUs based on the closing share price on the day prior to the dividend payment. No dividend equivalent target shares are credited in the year of allocation if the allocation is made after the ex-dividend date. Further, no dividends will accrue on the dividend equivalent target shares.
 2 The position of the TSR over the performance period compared with an international peer group of insurance companies derived from the Dow Jones Insurance Titans 30 Index. The Remuneration Committee reviews the peer companies to be included in the relative TSR assessment regularly to ensure that the peer group exhibits a strong TSR correlation and reflects the Group's business profile and geographic spread. There were no changes to the industry peer group which includes the following companies: AIG, Allianz, Allstate, Aviva, AXA, Chubb, Generali, Legal & General, Manulife Financial Corp., MetLife, Munich Re, Progressive Ohio, Prudential Plc, QBE, Swiss Re, The Hartford and Travelers Cos. Inc.

Remuneration report (continued)

Exceptional adjustments

The Board may exercise discretion when determining the vesting level to prevent unreasonable outcomes, or to reflect the financial impact of decisions taken to implement the strategy, or to deal with exceptional circumstances. An adjustment of +/-25 percent to the calculated vesting level may be applied and this can be positive or negative. As in recent years, no discretionary adjustment was made to the calculated vesting level for 2021 following the 2018–2020 performance period.

The right to modify awards to reflect individual circumstances is reserved for the Group CEO except for modifications regarding members of the ExCo where this right is reserved for the Remuneration Committee and the Board. An adjustment of +/-25 percent to the calculated final vesting level may be applied on an individual level prior to vesting. However, if performance under exceptional or unusual circumstances warrants it, exceptions to the +/-25 percent adjustment may be made. In this respect, Zurich reserves the right to adjust and even set the vesting level to 0 percent for an individual to reflect specific circumstances (e.g. in connection with a breach of internal or external rules) during the period prior to vesting. Any such adjustment is reserved exclusively for the Remuneration Committee and the Board.

LTIP vesting levels

To increase transparency for the reader, a table with the vesting levels under the LTIP is provided below.

Vesting levels for LTIP

		Vesting level as a percentage of target in				
		2019	2020	2021	2022	2023
Performance period	2016–2018	149%				
	2017–2019		178%			
	2018–2020			189%		
	2019–2021				n.a.	
	2020–2022					n.a.

Remuneration report (continued)

Remuneration governance

The following information on the governance of Zurich's remuneration framework can be found in the corporate governance report:

- The governance framework, including the approval framework, which underpins Zurich's remuneration philosophy, system and practices.

 **Read more:**
Page 46

- Responsibilities and activities of the Remuneration Committee.

 **Read more:**
Pages 62–63

Outlined below is information regarding:

- The legal and regulatory requirements with which this remuneration report complies.
- The role of risk in Zurich's overall remuneration architecture and approach.
- Group share ownership guidelines.
- A review of the impact of Zurich's long-term compensation awards on possible share dilution.

Legal and regulatory requirements

This remuneration report provides all the information required by the following regulations with which Zurich complies:

- Chapter 5 of the Directive on Information Relating to Corporate Governance of the SIX Exchange Regulation (as of March 20, 2018).
- Swiss Code of Best Practice for Corporate Governance (Swiss Code of Best Practice), issued in 2002 by *economiesuisse*, as amended in October 2007 and in August 2014.
- Articles 14–16 of the Ordinance Against Excessive Compensation (AEC) (replacing the information in the notes to the consolidated financial statements according to Article 663b^{bis} of the Swiss Code of Obligations).
- Information as required by Article 663c para 3 of the Swiss Code of Obligations.
- Requirements of the Circular 2010/1 on minimum standards for remuneration schemes of financial institutions, issued by the Swiss Financial Market Supervisory Authority (FINMA) on October 21, 2009 as amended on June 1, 2012, December 3, 2015 and September 22, 2016, as well as further guidance issued on January 19, 2011 (FINMA Circular on Remuneration Schemes).

Zurich's approach to the Ordinance AEC

Since the AGM in 2015, binding votes are held where shareholders vote on and approve the maximum total amount of remuneration for the Board for the next one-year period from AGM to AGM and the maximum total amount of remuneration for the ExCo for the subsequent financial year (Article 18 para 1 Articles of Association: www.zurich.com/en/investor-relations/our-shares/articles-of-association). Details on the votes can be found in the invitation to the AGM 2021 (www.zurich.com/en/investor-relations/shareholder-area/annual-general-meeting) and in the respective sections of the remuneration report for the Board ([page 112](#)) and for the ExCo ([page 118](#)). Articles 18, 28 and 34 of the Articles of Association (www.zurich.com/en/investor-relations/our-shares/articles-of-association) outline the approach regarding the votes on pay, supplementary amounts for any new members of the ExCo during a period for which the remuneration for the ExCo has already been approved, performance-related remuneration for the ExCo, allocation of shares and loans and credits.

Further, the information provided according to Articles 14–16 of the Ordinance AEC contained in the remuneration report has been externally audited following the audit requirements of the Ordinance AEC (Article 13 para 1 and Article 17 of the Ordinance AEC) and the information subject to audit is marked in the respective sections of the remuneration report.

Remuneration report (continued)

Remuneration and risk

The Remuneration and the Risk and Investment Committees meet jointly once a year to discuss a risk review of the remuneration architecture and the remuneration governance framework. The assessment of risk in making reward decisions, and the ability to apply risk adjustments and exercise malus and clawback, if required, are features of Zurich's remuneration framework. Group Risk Management evaluated the remuneration architecture in 2020 and reported that the remuneration architecture does not encourage inappropriate risk-taking that exceeds the Group's level of tolerated risk.

To help align remuneration with the Group's risk-taking capacity, Group Risk Management consults with other control, governance and assurance functions to provide the Group CEO with a review of risk factors to consider when assessing overall performance for the annual funding of incentive awards. The Group Chief Risk Officer (Group CRO) is available to discuss these findings with the Remuneration Committee and the Board. The Group CEO considers Group Risk Management's assessment, amongst other factors, when proposing the STIP awards to the Remuneration Committee, which in turn makes its recommendation to the Board for final approval.

All leadership team roles are considered key risk taker positions. The remuneration for key risk taker positions includes STIP and LTIP, with a greater emphasis towards long-term incentives and therefore, deferred remuneration. Group Risk Management, together with other control and assurance functions, provide risk, compliance and audit information about each key risk taker as part of the annual individual performance assessment and for the target cards of the leadership team including the ExCo. This is considered when assessing performance and making reward decisions.

The variable remuneration of employees in control and assurance functions is structured to avoid conflicts of interest, by linking to Group profitability metrics rather than the profitability of the business controlled by such functions.

Group Audit periodically assesses the operational implementation of Zurich's Remuneration Rules to verify that the remuneration architecture is adhered to across the Group.

Remuneration report (continued)

Share ownership guidelines

To align the interests of the Board and the ExCo with those of shareholders, Directors and members of the ExCo are required to meet the following levels of share ownership:

- Members of the Board: one times the basic annual fee.
- Group CEO: five times the base salary.
- Other members of the ExCo: two-and-a-half times the base salary.

Directors achieve this requirement by obtaining part of their fee in five-year sales-restricted shares and market purchases. Members of the ExCo achieve this through their participation in the LTIP and market purchases. Directors, the Group CEO and other members of the ExCo have a period of five years to meet their ownership requirements and the Remuneration Committee monitors compliance with these guidelines on an annual basis.

As of December 31, 2020, Directors held 32,461 shares and members of the ExCo held 231,343 shares. At the end of 2020, all Directors and all members of the ExCo who have served at least five years on the Board or the ExCo respectively, met the required share ownership level.

Share dilution

In 2018, Zurich began purchasing its own shares on the market to fulfill share obligations for share-based compensation awards. Zurich has also taken additional measures to offset the impact of dilution from previously vested long-term share plans in the past few years with the completion of its public share buyback program for cancellation purposes in 2018. On April 3, 2019, the Annual General Meeting approved the cancellation of the 1,740,000 own shares of Zurich Insurance Group Ltd with a nominal value of CHF 0.10 repurchased under the public share buy-back program. In March 2020, Zurich issued 852,140 new shares to fund the vesting of LTIP. The share capital of Zurich Insurance Group Ltd increased from 149,608,027 to 150,460,167 fully paid registered shares with a nominal value of CHF 0.10 each.

		2020	2019
Share dilution as of December 31	Share dilution		
	Shares issued during the year ¹	852,140	–
	Shares cancelled during the year	n.a.	1,740,000
	Registered shares as of December 31	150,460,167	149,608,027
LTIP	Total number of unvested target shares ²	1,592,879	1,736,154
	– as a percentage of the registered shares	1.06%	1.16%

¹ New shares were issued from contingent capital during 2020 to fund the LTIP. No new shares were issued in 2019 when the LTIP and other employee share plans were funded by shares repurchased on the market.

² Given the vesting level of 189 percent of target for the share allocations vesting in 2021 and assuming 100 percent vesting in 2022 and 2023. For 2019 the figure represents vesting of 178 percent in 2020 and assumed 100 percent vesting for 2021 and 2022.

Remuneration report (continued)

Audited

The information provided according to Articles 14–16 of the Ordinance AEC contained in the remuneration report needs to be externally audited following the audit requirements of the Ordinance AEC (Article 13 para 1 and Article 17 of the Ordinance AEC). In addition, the information according to Article 663c of the Swiss Code of Obligations is being audited and disclosed as such in the remuneration report. All audited sections have been highlighted accordingly.

Remuneration and shareholdings 2020

The following section sets out the remuneration and shareholdings of members of the Board of Directors and members of the ExCo, as well as the remuneration of all employees.

Board of Directors

Directors' fees

As a global insurance provider, Zurich's Directors' fees need to be established at a level which enables the Group to attract and retain individuals with a long-term interest in Zurich's success and reflecting the diversity of the Group's employee and customer base. To assist in determining Board remuneration, an independent adviser carries out benchmarking studies on a regular basis. Zurich aims to set the remuneration of its members of the Board at the relevant median levels using the Swiss Market Index (SMI) as a basis. Adjustments to the Chairman and Vice-Chairman fees, and to the committee membership and chair fees, were proposed to shareholders and subsequently approved as of the AGM in 2020. There was no change to the basic fee for the other members of the Board and half of this fee continues to be provided in five-year sales-restricted Zurich shares. Based on the role and the fee structure, fee levels are established for each member of the Board. The fees paid to Directors (including the portion provided in sales-restricted shares) are not subject to the achievement of any specific performance conditions.

The following table sets out the fee structure as of the AGM in 2020 with a comparison to the prior period.

All Directors of Zurich are also members of the Board of Directors of Zurich Insurance Company Ltd, and the fees cover the duties and responsibilities under both boards.

Fee structure for members of the Board¹

	Fee elements			Total fees 2019 (CHF 000)
	Fee elements in cash (CHF 000)	in sales- restricted shares (CHF 000)	Total fees 2020 (CHF 000)	
Basic fee for the Chairman of the Board ²	1,000	1,000	2,000	1,500
Basic fee for the Vice-Chairman of the Board ²	225	225	450	400
Basic fee for a member of the Board	120	120	240	240
Committee fee ³	80	–	80	60
Chair fee for the Audit Committee	100	–	100	80
Chair fee for the Remuneration Committee ⁴	80	–	80	60
Chair fee for the Risk and Investment Committee	80	–	80	60
Chair fee for the Governance, Nominations and Sustainability Committee ⁴	80	–	80	60

¹ These amounts are for the period from AGM to AGM. The table excludes other fees for board memberships of subsidiary boards of Zurich.

² Neither the Chairman nor the Vice-Chairman receive any additional fees for their committee work on the Board of Zurich.

³ Amount remains the same irrespective of the number of committees on which a member of the Board serves.

⁴ For 2020 and 2019 no Chair fee has been paid for the Governance, Nominations and Sustainability Committee or the Remuneration Committee, as the Chairman and Vice-Chairman of the Board respectively, have been chairing these committees.

Remuneration report (continued)

The committees on which the Directors serve are set out in the corporate governance report on [page 52](#). In 2020, the Board consisted entirely of non-executive Directors independent from management.

Where a Director is also a member of one or more subsidiary boards of Zurich, the Director is entitled to an additional fee of CHF 50,000 per annum plus CHF 10,000 per annum if he or she also chairs an audit committee of such a board. The fee structure for subsidiary boards can be modified if certain circumstances, for example, the additional time commitment to discharge the duties of a board member, warrant it.

The total aggregate fees allocated to the Directors of Zurich and Zurich Insurance Company Ltd for the calendar year ended December 31, 2020, amounted to CHF 5,386,250. This included CHF 3,081,250 in cash and CHF 2,305,000 in five-year sales-restricted shares. The share price used for the allocation of shares was CHF 329.80 (the closing share price on the day prior to the allocation). The corresponding amount for 2019 was CHF 4,650,000, which comprised CHF 2,620,000 in cash and CHF 2,030,000 in five-year sales-restricted shares. The share price used for the allocation of shares in 2019 was CHF 337.30.

The following tables set out the actual fees paid to the Directors for 2020 and 2019 in Swiss francs. In 2020, eleven members served for the full year. In 2019, eight members served for the full year and four members served for part of the year.

Audited Directors' fees 2020	in CHF	2020 ¹					
		Fee elements in cash			Total cash	Total sales restricted shares ^{4,5}	Total fees
		Basic fee	Committee fee ²	Chair fee ³			
M. Liès, Chairman ⁶		937,500	n.a.	n.a.	937,500	1,000,000	1,937,500
C. Franz, Vice-Chairman ⁶		218,750	n.a.	n.a.	218,750	225,000	443,750
J. Amble, Member		120,000	75,000	–	195,000	120,000	315,000
C. Bessant, Member		120,000	75,000	–	195,000	120,000	315,000
A. Carnwath, Member		120,000	75,000	95,000	290,000	120,000	410,000
M. Halbherr, Member		120,000	75,000	–	195,000	120,000	315,000
J. Hayman, Member		120,000	75,000	75,000	270,000	120,000	390,000
M. Mächler, Member		120,000	75,000	–	195,000	120,000	315,000
K. Mahbubani, Member		120,000	75,000	–	195,000	120,000	315,000
J. Staiblin, Member		120,000	75,000	–	195,000	120,000	315,000
B. Stowe, Member		120,000	75,000	–	195,000	120,000	315,000
Total in CHF⁷		2,236,250	675,000	170,000	3,081,250	2,305,000	5,386,250

Remuneration report (continued)

Audited

Directors' fees
2019

in CHF

	2019 ¹					
	Fee elements in cash			Total cash	Total sales restricted shares ^{4,8}	Total fees
	Basic fee	Committee fee ²	Chair fee ³			
M. Liès, Chairman ⁶	750,000	n.a.	n.a.	750,000	750,000	1,500,000
C. Franz, Vice-Chairman ⁶	200,000	n.a.	n.a.	200,000	200,000	400,000
J. Amble, Member	120,000	60,000	–	180,000	120,000	300,000
C. Bessant, Member	120,000	60,000	–	180,000	120,000	300,000
A. Carnwath, Member	120,000	60,000	80,000	260,000	120,000	380,000
M. Halbherr, Member ⁹	90,000	45,000	–	135,000	120,000	255,000
J. Hayman, Member	120,000	60,000	60,000	240,000	120,000	360,000
M. Mächler, Member	120,000	60,000	–	180,000	120,000	300,000
K. Mahbubani, Member	120,000	60,000	–	180,000	120,000	300,000
D. Nish, Member ⁹	30,000	15,000	–	45,000	–	45,000
J. Staiblin, Member ⁹	90,000	45,000	–	135,000	120,000	255,000
B. Stowe, Member ⁹	90,000	45,000	–	135,000	120,000	255,000
Total in CHF⁷	1,970,000	510,000	140,000	2,620,000	2,030,000	4,650,000

- The remuneration shown in the tables is gross, based on the accrual principle and does not include any business-related expenses incurred in the performance of the Directors' services.
- Members of a committee receive a cash fee of CHF 80,000 as of the AGM 2020 (CHF 60,000 prior to this) for all committees on which they serve, irrespective of the number. The committees on which the Directors serve are set out in the corporate governance report.
- Committee chairs receive an annual fee of CHF 80,000 as of the AGM 2020 (CHF 60,000 prior to this) and the chair of the Audit Committee receives an additional CHF 20,000. The committees on which the Directors serve and the chairs are set out in the corporate governance report.
- The shares allocated to the Directors are not dependent on the achievement of performance criteria and are sales-restricted for five years.
- As of June 16, 2020, Michel Liès was allocated 3,032 shares, Christoph Franz was allocated 682 shares, and the other members of the Board were allocated 363 shares. The closing share price on June 15, 2020 (CHF 329.80) was adopted to calculate the number of shares based on the fixed portion of the fee allocated in shares for the respective members. Where the value of the allocated shares did not equal the value of the portion of the fee to be allocated in shares, the difference was paid in cash.
- Neither the Chairman nor the Vice-Chairman received any additional fees for their committee work on the Board of Zurich.
- In line with applicable laws, Zurich paid the company-related portion of contributions to social security and pension systems, which amounted to CHF 224,752 in 2020. In addition, an adjustment payment for social security contributions was made in 2020 related to prior years for a former member of the Board which amounted to CHF 48,803. The corresponding contributions to social security and pension systems in 2019 were CHF 191,738. Any personal contributions of the Directors to social security systems are included in the amounts shown in the table above. Swiss-based Directors are eligible for selected employee benefits.
- As of June 16, 2019, Michel Liès was allocated 2,223 shares, Christoph Franz was allocated 592 shares, and the other members of the Board were allocated 355 shares. The closing share price on June 15, 2019 (CHF 337.30) was adopted to calculate the number of shares based on the fixed portion of the fee allocated in shares for the respective members. Where the value of the allocated shares did not equal the value of the portion of the fee to be allocated in shares, the difference was paid in cash.
- At the AGM on April 3, 2019, Michael Halbherr, Jasmin Staiblin and Barry Stowe were elected as members of the Board, and David Nish retired from the Board. Jasmin Staiblin was newly elected as a member of the Remuneration Committee.

Remuneration report (continued)

Audited

Special payments and termination arrangements, additional honoraria and remuneration and personal loans for Directors
There were no new members of the Board elected at the AGM on April 1, 2020, nor did any members of the Board stand down. No replacement payments, termination payments (golden parachutes), nor any other benefits such as additional contributions to occupational pension schemes were provided.

None of the Directors received any additional honoraria, remuneration or benefits-in-kind from the Group or from any of the Group's companies other than what is set out earlier. In addition, none of the Directors had any outstanding loans, advances or credits as of December 31, 2020 and 2019.

Remuneration and personal loans for former Directors

No benefits (or waiver of claims), loans, advances or credits have been provided to former Directors during 2020 at conditions which are not at arm's length, nor were any provided during 2019.

Related parties to the Directors or to former Directors

No benefits (or waiver of claims) have been provided to related parties of the Directors that were active during 2020 or 2019. No party related to members of the Board that were active during 2020 or 2019 had any outstanding loans, advances or credits as of December 31, 2020 and 2019.

Board remuneration voting at the AGM

A summary of the actual amounts of remuneration paid to the Board for a one-year period from AGM to AGM, along with the respective maximum amounts of total remuneration approved by shareholders for the past three periods, is outlined in the table below. These amounts differ from the fee amounts provided earlier in this report which relate to a financial year.

Summary of fees paid to the Board over the last three periods

Period AGM to AGM	Number of members	Fees			Total (CHF 000)	Maximum amount approved at the AGM (CHF 000)	Percent of votes in favor
		in cash (CHF 000)	in shares (CHF 000)				
2020–2021 ¹	11	3,205	2,305	5,510	5,670	87.2%	
2019–2020	11	2,710	2,030	4,740	4,890	97.5%	
2018–2019	9	2,350	1,790	4,140	4,650	97.2%	

¹ Assumes the amount to be paid for the first quarter in 2021 remains unchanged. Zurich also pays the company-related portion of contributions to social security and pension systems in line with applicable law. These contributions are not included here, however as a reference, Zurich paid an amount of CHF 224,752 for the calendar year 2020.

Information on the proposed maximum total amount of remuneration for the Board for the one-year period from the AGM 2021 to the AGM 2022 can be found in the invitation to the AGM 2021 (www.zurich.com/en/investor-relations/shareholder-area/annual-general-meeting).

Remuneration report (continued)

Audited

Shareholdings of Directors

The shareholdings of the Directors who held office at the end of 2020, in shares of Zurich Insurance Group Ltd are shown in the following table. All interests shown include the portion of shares allocated to the Directors as part of their fees, shares acquired in the market by the Directors and shares held by parties related to the Directors.

Directors' shareholdings¹

Number of Zurich Insurance Group Ltd shares as of December 31	Ownership of shares	
	2020	2019
M. Liès, Chairman	7,778	4,746
C. Franz, Vice-Chairman	6,582	2,930
J. Amble, Member	2,496	2,133
C. Bessant, Member	1,541	1,178
A. Carnwath, Member	3,421	3,058
M. Halbherr, Member	718	355
J. Hayman, Member	2,079	1,716
M. Mächler, Member	3,044	2,681
K. Mahbubani, Member	2,496	2,133
J. Staiblin, Member	1,588	1,225
B. Stowe, Member	718	355
Total	32,461	22,510

¹ None of the Directors, including parties related to them, held more than 0.5 percent of the voting rights of Zurich Insurance Group Ltd shares as of December 31, 2020 or 2019, respectively.

Executive Committee

Remuneration of the ExCo

The total remuneration for the members of the ExCo for 2020 comprises the value of base salaries, short-term cash incentives, the target share allocations made under the LTIP in 2020, pensions and other remuneration including employee benefits. To assist with decisions regarding the remuneration structure and the mix of the individual remuneration elements for members of the ExCo, the Board conducts benchmarking studies on a regular basis, taking into account relevant market practices within peer groups, as well as internal relativities.

The remuneration structures and practices of a core peer group, consisting of the following insurance and reinsurance firms in the Dow Jones Insurance Titans 30 Index, are analyzed:

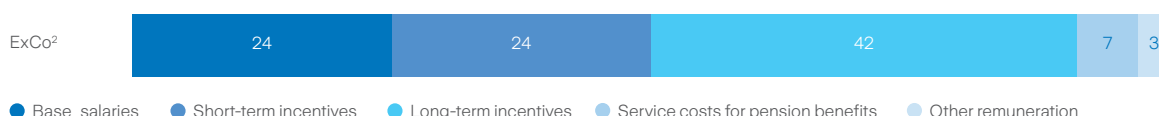
AIG, Allianz, Allstate, Aviva, AXA, Chubb, Generali, Legal & General, Manulife Financial Corp., MetLife, Munich Re, Progressive Ohio, Prudential Plc, QBE, Swiss Re, The Hartford and Travelers Cos. Inc.

The core peer group is regularly reviewed by the Remuneration Committee. Further, the analysis is supplemented by additional benchmarking studies as appropriate, for example reviewing practices of large SMI companies in Switzerland or companies of a similar size in other countries.

The distribution of the individual elements making up the total remuneration of the ExCo in 2020, is set out in the following chart and is based on the target values for the performance-related remuneration. It shows an appropriate balance of remuneration elements, with a significant emphasis on performance-related remuneration (STIP and LTIP), particularly long-term, deferred remuneration.

2020 remuneration structure¹

%



¹ At target, as a percentage of total remuneration.

² Considering all members of the ExCo that were active for the full year, including the Group CEO.

Remuneration report (continued)

Amounts of remuneration for the ExCo

The following table shows the total remuneration in 2020 and 2019 for the highest-paid individual, which was Mario Greco, Group CEO, along with the total remuneration for all members of the ExCo (including the amounts for the Group CEO). The values of any one-time remuneration awards and the amounts of contractually agreed remuneration after stepping down from the ExCo and during the notice period, are shown below the total amounts.

Remuneration of the highest-paid individual and all members of the ExCo (including the highest-paid)		in CHF millions, for the years ended December 31			
		Highest-paid Group CEO		ExCo	
		2020 ¹	2019 ¹	2020 ^{1,2}	2019 ^{1,3}
Fixed remuneration	Base salaries	1.7	1.7	10.9	10.6
	Service costs for pension benefits	0.5	0.5	3.0	2.8
	Other remuneration	0.1	0.1	1.2	1.4
Variable remuneration	Short-term incentives	2.7	3.2	13.5	16.5
	Long-term incentives	3.8	3.8	19.6	17.5
Total in CHF⁴		8.8	9.3	48.2	48.8
Total in USD^{4,5}		9.4	9.4	51.5	49.9
		in CHF million, for the years ended December 31			
		2020 ⁶	2019 ⁶	2020 ^{6,2}	2019 ^{6,3}
	Other payments and share allocations	–	–	1.2	0.0
	Contractually agreed remuneration after stepping down and during notice period in the respective year	–	–	1.0	4.8

1 The remuneration shown is gross, based on the accrual principle, for the time employees are members of the ExCo during the year and does not include any business-related expenses incurred in the performance of the members' services.

2 On the basis of 13 members and former members of the ExCo, of whom 10 served in the ExCo during the full year in 2020.

3 On the basis of 14 members and former members of the ExCo, of whom 10 served in the ExCo during the full year in 2019.

4 In line with applicable laws where the executives are employed, Zurich paid the company-related portion of contributions to social security systems for members and former members of the ExCo, which amounted to CHF 3.4 million in 2020 and CHF 4.6 million in 2019. Since the contributions are based on full earnings, whereas benefits are capped, there is no direct correlation between the costs paid to social security systems and the benefits received by the executives.

5 The amounts have been translated from CHF to USD at the relevant exchange rates throughout the year and the cash incentive to be paid in 2021 has been translated at the year-end rate in 2020.

6 The remuneration shown is gross, based on the accrual principle and does not include any business-related expenses incurred in the performance of the members' or former members' services.

Remuneration report (continued)

Based on these figures, the value of the total remuneration for all members of the ExCo comprises 31 percent in fixed remuneration comprising base salaries, service costs for pension benefits and other remuneration including employee benefits (30 percent in 2019), and 69 percent in performance-related remuneration comprising cash incentive awards under the STIP and the value of the target share allocations under the LTIP (70 percent in 2019). The emphasis within variable remuneration lies on the deferred part, with 59 percent represented by target performance shares under the LTIP and 41 percent as cash incentive awards under the STIP.

Explanations of the elements of remuneration for the ExCo

The individual remuneration elements shown in the previous table are described in more detail below.

Fixed remuneration

Base salaries

See the remuneration elements table on [page 100](#) for further information.

Service costs for pension benefits

The total value of pension benefits accruing to members of the ExCo during the year are calculated on the basis of the service costs for the company as assessed under IAS 19 accounting principles. Service costs value the amount of the pension benefits accruing during the year and for defined contribution plans, take the amount of the company contribution paid during the year. Members of the ExCo participate in the pension plan arrangements of the entities where they are employed. The Group's philosophy is to provide pension benefits through cash balance and/or defined contribution plans where funds are accumulated throughout a career to provide retirement benefits. The majority of the ExCo participate in such plans and over time, all future members of the ExCo shall participate in such plans. Where a member of the ExCo still participates in a defined benefit plan, this provides retirement benefits based on final pensionable earnings and years of service. Retirement ages generally vary from 60 to 65.

Other remuneration

Members of the ExCo receive other remuneration in relation to employee benefits, expatriate allowances, perquisites, benefits-in-kind and any other payments due under each member's employment contract. Benefits-in-kind have been valued using market rates.

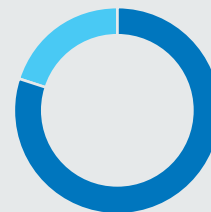
Variable remuneration

Short-term incentives

The amount shown in the table relates to the total cash incentives earned under the Group's STIP. The individual STIP awards for members of the ExCo are determined in a similar way as for all employees, taking into account:

– Business performance

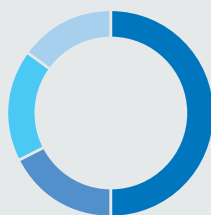
This is determined by the achievements of the financial and customer metrics shown on the right, including an overall qualitative assessment of the results.



– Individual performance

At the beginning of the year, each member of the ExCo receives a target card for their area of responsibility based on the general framework shown below.

ExCo target card framework



Performance criteria	Section reference
<ul style="list-style-type: none"> Financial measures supporting strategy execution ~50% 	<ul style="list-style-type: none"> Read more: Financial review
<ul style="list-style-type: none"> Customers 15-20% 	<ul style="list-style-type: none"> Read more: Stakeholder report 2020 – Customer
<ul style="list-style-type: none"> Employees 15-20% 	<ul style="list-style-type: none"> Read more: Stakeholder report 2020 – Employees
<ul style="list-style-type: none"> Strategic projects and accountabilities incl. ESG 10-20% 	<ul style="list-style-type: none"> Read more: Delivering on our aspirations

Remuneration report (continued)

At the end of the year, each member conducts a self-assessment of their performance in relation to the targets set. Group Risk Management, together with other control and assurance functions, provide risk, compliance and audit information to be considered as part of the ExCo members' individual performance assessment. A discussion is subsequently held between each member of the ExCo and the Group CEO. In a rigorous process, the Group CEO and the Remuneration Committee review the individual performance achievements, including behavior and risk aspects. For the Group CEO, the review is conducted by the Remuneration Committee.

– STIP target

The STIP target percentages for the members of the ExCo for 2020 are 100 percent of the base salary.

STIP awards for each member of the ExCo are determined and approved by the Board considering overall business performance, individual performance and STIP target amounts. The maximum STIP award for each member of the ExCo is 200 percent of the individual target amount.

Long-term incentives

The total number of target performance shares allocated under the Group's LTIP to members of the ExCo in 2020 for the three-year performance period 2020–2022, was 58,782. The target performance share allocations are valued using the closing share price of CHF 333.20 on the day prior to the allocation (second working day in April), assuming a vesting level of 100 percent in 2023. Dividend equivalent target shares that may accrue during the performance period are not included.

The LTIP target percentages for the allocation in 2020 varied between 125 percent and 225 percent of base salary for members of the ExCo and the maximum vesting level, to be assessed in 2023, is 200 percent of the aggregate number of target shares and dividend equivalent target shares.

The LTIP vesting level in 2021 for shares allocated in 2018 is 189 percent. No discretionary adjustment was made to the calculated vesting level.

– Other payments and share allocations:

These are extraordinary and include payments and share allocations to compensate incentive plan forfeitures with previous employers.

In extraordinary circumstances where payments are made to new hires to replace forfeitures under the incentive plans of the previous employer, the payments tend to mirror the type and timing of the forfeited payments and can include cash payments and/or awards of restricted or performance shares. Where payments are made in cash, there is typically a clawback period if the employee leaves the company voluntarily during the first two years of employment. Restricted share allocations typically vest over three to five years following the date of allocation and may also be credited with DEUs during the vesting period to compensate for any dividend paid. Restricted shares and associated DEUs are typically forfeited if the holder of such allocations leaves the company before the vesting date and the employment relationship terminates.

Replacement payments were made to the new members of the ExCo who took up employment with the Group during 2020. They comprise payments in cash to be made in 2021 and restricted share allocations vesting between 2021–2026. No replacement payments were made in 2019.

– Contractually agreed remuneration after stepping down and during notice period in the respective year:

The amount shown in the table relates to contractually agreed remuneration for the period of employment in 2020 or 2019 as applicable, after stepping down from the ExCo and during the notice period. Such remuneration may include base salaries, cash incentives, LTIP target allocations, pension service costs and other remuneration including employee benefits, on a pro rata basis.

Remuneration report (continued)

Audited

Special payments and termination arrangements, additional honoraria and remuneration, and personal loans for members of the ExCo

During 2020, there were two new members appointed to the ExCo as external appointments, and two members relinquished their responsibilities as members of the ExCo.

There were no termination payments (golden parachutes) or payments in advance made, nor any other benefits, such as agreements concerning special notice periods or longer-term employment contracts (exceeding 12 months in duration), or additional contributions to occupational pension schemes, provided.

None of the members of the ExCo received any remuneration from the Group or from any of the Group's companies in 2020 or 2019 other than as set out in the tables above.

As of December 31, 2020 and 2019, there were no loans, advances or credits outstanding for members of the ExCo.

Remuneration and personal loans for former members of the ExCo

Former members of the ExCo are eligible to continue their mortgage loans following retirement on similar terms to those when they were employed, in line with the terms available to employees in Switzerland. As of December 31, 2020 and 2019, no former member of the ExCo had any outstanding loans, advances or credits.

No former member of the ExCo received remuneration in 2020 or 2019 for their time as an ExCo member other than disclosed in the remuneration report 2020.

Related parties to members or former members of the ExCo

No benefits (or waiver of claims) have been provided to related parties of members of the ExCo that were active during 2020 or 2019. No party related to members of the ExCo that were active during 2020 or 2019 had any outstanding loans, advances or credits as of December 31, 2020 and 2019.

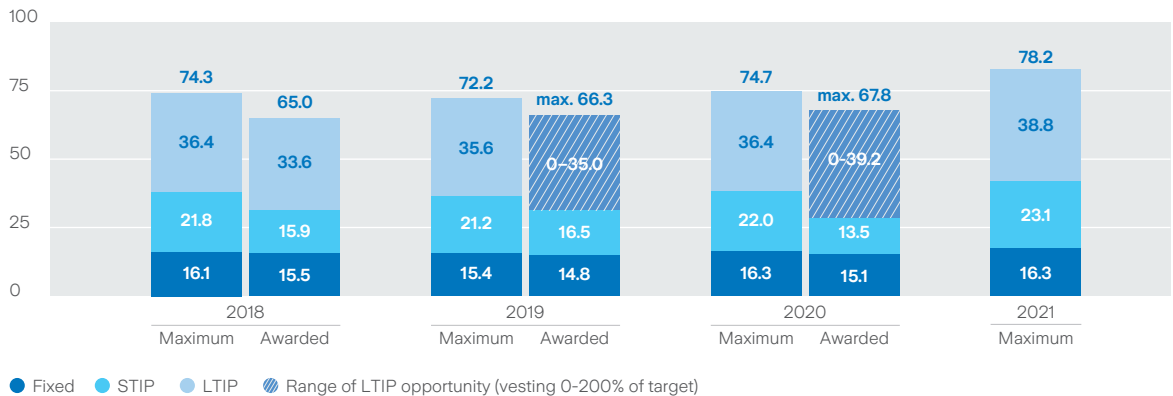
Remuneration report (continued)

ExCo remuneration voting at the AGM

The following chart provides an overview of the maximum total amounts of remuneration for the ExCo approved by shareholders at the AGM in prior years, along with the maximum awarded remuneration considering:

- Actual fixed remuneration including base salary, pensions and benefits and other remuneration, as disclosed in the remuneration report for the respective year.
- Awarded STIP as disclosed in the remuneration report for the respective year.
- The range of LTIP opportunity considering possible vesting between 0 percent and 200 percent of the value of the target share allocation disclosed in the remuneration report for the respective year. The final amount will depend on the vesting level calculated upon completion of the three-year performance period.

Maximum total amounts of remuneration approved and the awarded amounts^{1,2,3} in CHF millions



● Fixed ● STIP ● LTIP ● Range of LTIP opportunity (vesting 0-200% of target)

- The awarded LTIP amount for 2018 considers the vesting level of 189% applied to the initial target allocation made in 2018. The LTIP vesting levels for 2019 and 2020 will be known in 2022 and 2023 respectively, upon completion of the three-year performance period.
- In addition to the awarded remuneration related to fixed pay, STIP and LTIP, other one-off payments and share allocations may be made. These could include extraordinary amounts for new ExCo hires to compensate incentive plan forfeitures with previous employers. There were no one-off payments in 2019. In 2018 and 2020, these amounted to CHF 2.5 million and CHF 1.2 million respectively. LTIP amounts do not consider shareholder returns including dividend equivalents from the date of the target share allocation until the date of vesting, as well as the impact of share price and foreign exchange rate fluctuations. Contributions to the company-related portion of social security systems in line with applicable laws, are not included in the amounts.
- Based on the Articles of Association, Zurich is authorized to make payments to any member who joins the ExCo during a period for which the AGM has already approved the remuneration of the ExCo, of a supplementary amount for the period(s) in question, where the total amount already approved for such remuneration is not sufficient. The sum of all supplementary amounts may not exceed, during any one remuneration period, 30 percent of the respective total amount of approved maximum total remuneration for the ExCo.

Information on the proposed maximum total amount of remuneration for the ExCo for 2022 can be found in the invitation to the AGM 2021 (www.zurich.com/en/investor-relations/shareholder-area/annual-general-meeting).

Remuneration report (continued)

Shareholdings of the members of the ExCo

This section provides a summary of total outstanding share commitments under the LTIP and from restricted share allocations for members of the ExCo as of December 31, 2020.

Target share allocations under the LTIP and from restricted share allocations

As of December 31, 2020, the total number of unvested target share allocations under the LTIP was 170,887 (171,320 as of December 31, 2019) and the number of unvested restricted shares was 2,128 (3,683 as of December 31, 2019).

A summary of the unvested target share allocations as of December 31, 2020, under the LTIP and from restricted share allocations is set out in the following table:

Summary of unvested target and restricted share allocations for the ExCo as of December 31	Year of allocation	Year of vesting					Total	
		2021	2022	2023	2024	2025		2026
LTIP ¹	2018	55,459	–	–	–	–	–	55,459
	2019	–	55,878	–	–	–	–	55,878
	2020	–	–	59,550	–	–	–	59,550
Restricted shares ²	2019	–	–	–	–	–	–	–
	2020	135	135	267	136	–	1,455	2,128

¹ Dividend equivalent target shares are credited within the regular LTIP and are included in these amounts where they have already accrued. At the vesting date, the original number of target shares allocated, plus the dividend equivalent target shares, will be assessed for vesting in aggregate based on the performance achievements against the predefined vesting grid. No dividends will accrue on the dividend equivalent target shares.

² No performance conditions are applicable for vesting. Dividend equivalent shares are credited during the vesting period and included in these amounts where they have already accrued.

Within the context of the regular LTIP allocations made in 2020, these performance-based share allocations will be considered for vesting in 2023, with half of the resulting vested shares being sales-restricted for an additional three- year period.

The actual level of vesting is determined in accordance with the remuneration principles and vesting criteria set out in this report.

Remuneration report (continued)

Audited

Shareholdings of the members of the ExCo

The actual shareholdings of each member of the ExCo, active as of December 31, 2020, are shown in the following table for the past two years.

In addition to any shares acquired in the market, the numbers also include vested shares, whether sales-restricted or not, received under the LTIP. The table does not, however, include the share interests of the members of the ExCo that are currently unvested target shares or unvested restricted shares. All interests include shares held by related parties to members of the ExCo.

Shareholdings of the members of the ExCo¹

Number of shares, as of December 31	Shares	
	2020	2019
M. Greco, Group CEO	79,501	61,929
U. Angehrn, Group Chief Investment Officer	24,139	16,086
E. Chan, Group Chief Information and Digital Officer ²	–	n.a.
J. Dailey, CEO of Farmers Group, Inc.	23,846	19,117
P. Giger, Group Chief Risk Officer ²	–	–
J. Howell, CEO Asia Pacific	11,540	8,092
A. Martin, CEO EMEA and Bank Distribution	8,864	3,747
L. Maurice, CEO Latin America ²	–	n.a.
G. Quinn, Group Chief Financial Officer	46,479	44,680
K. Savio, CEO North America	8,019	6,352
J. Shea, CEO Commercial Insurance	9,526	4,412
K. Terryn, Group Chief Operating Officer	19,429	15,332
Total	231,343	179,747

¹ None of the members of the ExCo, together with parties related to them, held more than 0.5 percent of the voting rights as of December 31, 2020 or 2019.

² Ericson Chan was appointed as Group Chief Information and Digital Officer and Laurence Maurice was appointed as CEO Latin America, both as external appointments, effective October 1, 2020. Peter Giger was appointed as Group Chief Risk Officer as an external appointment effective October 1, 2019.

Trading plans

To facilitate the sale of shares for members of the ExCo, the Board approved the implementation of trading plans under a predefined transaction program effective as of 2008. The terms and conditions of the transactions must be defined and they cannot be changed. All trading plans require the approval of the Chairman of the Board. The establishment of a trading plan by an ExCo member is reported to the SIX Swiss Exchange according to the rules on disclosure of management transactions. As of December 31, 2020, there were no trading plans in place. Further, no trading plans were entered into in 2020 or 2019.

Remuneration report (continued)

All employees

Remuneration of all employees

Please refer to the remuneration framework section on [page 99](#) for the key elements of remuneration and the benchmarking approach for all employees. The benchmarking analysis is mainly carried out and approved at a local level. The Group had 52,930 full-time equivalent employees as of December 31, 2020 (54,030 in 2019).

The following section includes information regarding the total remuneration earned by employees for 2020 and 2019 across the Group, including remuneration for members of the ExCo.

		in CHF millions, for the years ended December 31		
		2020	2019	
Total remuneration for all employees	Fixed remuneration	Base salaries, service costs for pension benefits and other remuneration ¹	5,012	4,941
	Variable remuneration	Cash incentive awards earned for the year ²	505	558
		Value of target share allocations made in the year ³	145	139
	Total remuneration		5,662	5,638

1 Service costs for pension benefits represent the present value of the defined benefits from pension and post-retirement benefit plans, plus employers' contributions to defined contribution plans, arising from employee service over the accounting period. The amount included in this figure for defined benefit plans is calculated using actuarial factors and can vary year-on-year as economic conditions change. These numbers are explained in greater detail in note 20 of the consolidated financial statements. Other remuneration includes amounts for employee benefits and any other payments due under employment contracts.

2 Includes the amounts under the Group's STIP, as well as other cash incentive awards such as those from local plans which are subject to local Board approval and any sign-on and severance payments in cash.

3 Includes the value of target performance share allocations made under the Group's LTIP, which assumes vesting in 2023 at 100 percent of target and any other target share allocations such as sign-on payments in shares.

Value of outstanding deferred remuneration

The Group's remuneration system includes instruments for the deferral of remuneration. The following table provides an overview of the overall value of outstanding deferred remuneration as of December 31, 2020 and 2019.

		in CHF millions, for the years ended December 31	
		2020	2019
Value of outstanding deferred remuneration for all employees	Unvested target share allocations	387	409
	Unvested restricted share allocations	10	10
	Vested but sales-restricted shares	285	229
	Value of overall outstanding deferred remuneration	682	648

The value of the deferred and unvested remuneration has been determined by multiplying the number of outstanding shares by the relevant share price at the original date of allocation and reflects the assumption of a future vesting level of 100 percent. The value of the vested, but sales-restricted shares considers the taxable value at the time of vesting.

Remuneration report (continued)

Impact on net income in 2020 and 2019 from remuneration made in prior years

The LTIP vesting level determines the actual number of shares to be awarded to participants relative to the target shares initially allocated. Differences in value between the initial estimated amount expensed in the income statement for the LTIP and the actual shares vesting in 2021, along with adjustments to the estimated value of shares vesting in 2022, depending on performance to date, are reflected in the 2020 consolidated income statement in line with accounting principles. For the 2018 and 2019 plans with shares vesting in 2021 and 2022 respectively, there was an increase of USD 9 million in the expense recognized in the 2020 income statement to reflect actual performance to date compared with original estimates. In 2019, there was an increase of USD 55 million to the expense recognized in the income statement to reflect adjustments due to actual performance.

Key risk takers

The following definition and principles for sign-on and severance payments apply.

- **Sign-on payments** are payments that are agreed on the execution of an employment contract (whether paid immediately or over time). Sign-on payments may include compensation made prior to a person joining the company and providing any services (payments in advance) or compensation for benefits foregone with a previous employer (replacement payments). Payments in advance are not paid to members of the Board or the ExCo. Any replacement payments for members of the ExCo, including the Group CEO, must be approved by the Board based on a proposal by the Remuneration Committee.
- **Severance payments** are provided in connection with the termination of an employment relationship. Zurich does not include under the term severance payments, garden leave or similar payments for employees in jurisdictions where such payments are required by applicable law, or where they are based on contractual notice periods which conform with recognized market practice, or where they are non-contractual, but in line with recognized market practice. Zurich does include garden leave or similar payments, however, that go beyond recognized market practice, irrespective of whether these are provided pursuant to an agreement or are ex gratia. Severance payments are not paid to members of the Board or the ExCo.

The Group as a principle does not make any sign-on or severance payments, however if circumstances in the Group's interest warrant such payments, these can be approved through a clear governance process. Any such payment with a value of CHF 1 million or more is approved by the Chairman of the Remuneration Committee prior to the time the employment offer is made or prior to the time the severance payment is committed to.

The following table discloses sign-on and severance payments committed to key risk takers. Key risk takers are incumbents of Zurich's most senior positions, as well as positions that have a significant influence on the risk profile of the company. For key risk taker roles where the incumbent is a member of the ExCo, no payments in advance and/or severance payments have been made. Replacement payments for the ExCo in 2020 and 2019 are included where such payments were made.

Sign-on and severance payments for key risk takers

in CHF millions, for the years ended December 31

	2020		2019	
	Amount (CHF m)	Number of beneficiaries	Amount (CHF m)	Number of beneficiaries
Sign-on payments/number of beneficiaries	3.1	8	1.7	4
Severance payments/number of beneficiaries	–	–	–	–

Remuneration report (continued)

Outlook 2021

Being a sustainable and impactful business is a clear priority for Zurich as can be seen by the actions and commitments made over the past years and that continue to be a focus also in the future. In support of this, ESG metrics are already integrated in our short-term incentives as follows:

- Inclusion of a non-financial customer metric for STIP funding.
- Relevant ESG objectives incorporated into the target cards for members of the ExCo.
- Risk and behavior aspects used to support the annual performance assessment.

In addition, various remuneration safeguards are in place within the overall remuneration framework to not encourage or reward inappropriate risk-taking. Zurich's remuneration approach will continue to be reviewed to ensure it supports the execution of the strategy, complies with legal and regulatory requirements, aligns with risk considerations and considers the interests of the Group's stakeholders.

At the AGM in 2021, shareholders are once again welcome to express their opinion on the remuneration report 2020, through an advisory vote. Shareholders will also have the opportunity to approve the maximum total amount of remuneration for the Board for the one-year period from AGM 2021–AGM 2022 and for the ExCo for 2022, in the relevant binding votes. More information on these votes can be found in the invitation to the AGM 2021 (www.zurich.com/investor-relations/shareholder-area/annual-general-meeting) and in the relevant sections of this report.

The Remuneration Committee will continue to enforce the governance framework, monitor market developments and also the remuneration approach, paying particular attention to the link between key performance factors, risk and compliance considerations and variable remuneration rewards. As in prior years, the committee will seek dialogue with investors and proxy advisers again in 2021.

Report of the statutory auditor

Report of the statutory auditor

to the General Meeting of Zurich Insurance Group Ltd, Zurich

We have audited the accompanying remuneration report of Zurich Insurance Group Ltd for the year ended December, 31, 2020. The audit was limited to the information according to articles 14–16 of the Ordinance against Excessive Compensation in Stock Exchange Listed Companies (Ordinance) contained in the tables labeled ‘audited’ on [pages 110 to 114](#), and pages [117](#) and [120](#) of the remuneration report.

Board of Directors’ responsibility

The Board of Directors is responsible for the preparation and overall fair presentation of the remuneration report in accordance with Swiss law and the Ordinance against Excessive Compensation in Stock Exchange Listed Companies (Ordinance). The Board of Directors is also responsible for designing the remuneration system and defining individual remuneration packages.

Auditor’s responsibility

Our responsibility is to express an opinion on the accompanying remuneration report. We conducted our audit in accordance with Swiss Auditing Standards. Those standards require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether the remuneration report complies with Swiss law and articles 14–16 of the Ordinance.

An audit involves performing procedures to obtain audit evidence on the disclosures made in the remuneration report with regard to compensation, loans and credits in accordance with articles 14–16 of the Ordinance. The procedures selected depend on the auditor’s judgment, including the assessment of the risks of material misstatements in the remuneration report, whether due to fraud or error. This audit also includes evaluating the reasonableness of the methods applied to value components of remuneration, as well as assessing the overall presentation of the remuneration report.

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

Opinion

In our opinion, the remuneration report of Zurich Insurance Group Ltd for the year ended December 31, 2020 complies with Swiss law and articles 14–16 of the Ordinance.

PricewaterhouseCoopers AG

Mark Humphreys
Audit expert
Auditor in charge

Nicolas Juillerat
Audit expert

Zurich, February 10, 2021

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