

TransRe London Limited

Section 172 Statement

March 28, 2025

The directors confirm that they have discharged their duty under s172 of the Companies Act 2006 by acting in a way that they considered, in good faith, to be most likely to promote the success of the Company for the benefit of its members as a whole, and in doing so had regard, amongst other matters, to the matters set out in s172 (1)(a) to (f) of the Companies Act 2006.

Our stakeholders

The directors understand that the long-term success of the Company is dependent on effective engagement with its key stakeholders. They recognise the role that each stakeholder group plays and their responsibilities towards them. The table below and on the following pages identifies the Company's key stakeholders and sets out how the Board engages with them.

Stakeholder Group	Engagement with our stakeholders
Sole Shareholder	<p>TRC is the sole shareholder of the Company. Alignment of objectives and regular communication between the Company and TRC are therefore essential to provide transparency and accountability to our shareholder. We engage with our shareholder through:</p> <ul style="list-style-type: none"> • three TRC Board members sitting on the Company's Board and members of the Company's management routinely attending THI Board meetings; • an annual strategy day for the Company's Board members which feeds into the TRC business planning process; and • regular updates to TRC on the performance of the business. <p>Routine topics of discussion include:</p> <ul style="list-style-type: none"> • the performance of the Company; • the Company's investment strategy; • corporate governance and enterprise risk management; • the Company's compliance with laws and regulations; • employee compensation and benefits; • capital resources of the Company; • succession plans; and • the strategic direction of the Company. <p>In addition to the routine topics of discussion, there were also discussions with TRC during 2024 on specific items including:</p> <ul style="list-style-type: none"> • the ongoing Russian invasion of Ukraine;



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	<ul style="list-style-type: none"> the ongoing Middle Eastern conflict; the collapse of the Francis Scott Key Bridge; and dividends, including payment of a \$10 million interim dividend to TRC <p>Another key area of discussion during the year was the changes to the Company's Board. Mark Stephen resigned from the Board effective 31 December 2024 after having served as a director since the founding of the Company in 2013 and chairman of the Board since 2 March 2022. Richard Chattock, who joined the Board on 10 February 2022, was appointed chairman of the Board, replacing Mark Stephen, effective 19 September 2024. Mostyn Wilson joined the Board on 1 January 2025 to fill the vacancy left by Mark Stephen's resignation.</p>
<p>Government and Regulators, including the UK Prudential Regulatory Authority ("PRA") & Financial Conduct Authority ("FCA")</p>	<p>The Company must maintain its regulatory approval from the PRA and FCA to continue to operate.</p> <p>The Company is also subject to other regulatory regimes, including the UK Information Commissioner's Office in respect of data privacy and the Office of Financial Sanctions Implementation in respect of financial sanctions.</p> <p>The executive management and directors have regular meetings and correspondence with the PRA. In addition, the Company engages with regulatory consultations through its trade associations on a regular basis.</p> <p>The Board receives regular updates regarding the engagement with the Company's regulators, regulatory consultations and new rules. These matters are discussed and taken into consideration in decision making where applicable.</p>
<p>Our People</p>	<p>Our people are known for their responsiveness, professionalism, and dedication to customer service, guided by TransRe's vision to be the first-choice provider of reinsurance to our clients worldwide. The Company seeks to maintain a culture of the highest ethical standards.</p> <p>High standards of performance and conduct are set and maintained through our annual employee review process and through compliance with the Alleghany Code of Conduct and Senior Management and Certification Regime ("SMCR") Conduct Rules.</p> <p>The directors are satisfied with the level of employee engagement, career advancement initiatives and the performance management process.</p> <p>The Company's Head of Human Resources ("HR") is a member of the Company's Executive Committee and attends Board and Risk Management Committee meetings. At Board meetings our people is a standing agenda item, which ensures key strategic people issues are considered and discussed.</p> <p>The structure of the Company is relatively flat with a collaborative open-door culture. The leadership team is actively engaged in the progression of all employees from entry level to senior executives and is committed to advancing diversity, equality and inclusion.</p>



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	<p>The Company promotes equal opportunities for all employees and job applicants; and does not discriminate on the grounds of their sex, pregnancy/maternity leave, marriage/civil partnership status, gender reassignment, race, disability, sexual orientation, age or religious belief. The Company makes reasonable adjustments to accommodate any employees who have a disability within the meaning of the Equality Act 2010. If any employee is disabled or becomes disabled in the course of employment, the Company encourages the employee to tell their line manager or Human Resources about their condition so that the Company can support them in the workplace. The Company strives to create equal gender representation at all levels across the organisation through its Women in Reinsurance (“WiRe”) employee resource group, dedicated to supporting women at TransRe, promoting their advancement, and connecting them to development opportunities, information and ideas.</p> <p>The Company has a broad and varied learning and development strategy including apprenticeships, a Management Development Series, access to LinkedIn Learning, networking and educational opportunities in the London Market, and international assignments and secondments to build global experience and connections.</p> <p>The early career employee group, TransForm, established in 2020 continues to gain momentum for development, knowledge sharing and networking across the group. In addition, secondments to short-term projects are encouraged to increase opportunities for lateral development.</p> <p>Feedback from our people is obtained via new starter lunches, exit interviews and employee surveys. Culture and conduct are monitored by the Board through a combination of risk indicators, feedback from key control functions including internal audit, and direct engagement with our people.</p> <p>Breakfast Briefings and Town Hall meetings take place regularly to update employees on business performance and provide an opportunity for staff to ask questions to the Company’s CEO and TRC’s senior leadership teams.</p> <p>The Company’s Compensation Committee reviews base salaries, bonus amounts, and long term compensation awards at least annually to ensure total compensation remains competitive with the market, promotes pay equity, and complies with Solvency II requirements for remuneration. The committee plays a key role in ensuring:</p> <ul style="list-style-type: none"> • remuneration levels remain fair and sufficient to attract, retain and motivate directors and staff to run the Company successfully; • incentives are appropriate, comply with regulatory requirements and do not encourage inappropriate risk-taking; • the performance-related elements of executive directors’ remuneration are designed to promote the long-term success of the Company; • comprehensive review and approval processes are in place to avoid rewarding underperformance;



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	<ul style="list-style-type: none"> • succession planning and development of long-term executive capability; and • obstacles that give rise to pay gaps and other adverse diversity and inclusion outcomes are resolved to ensure that the remuneration policy does not give rise to discriminatory practices. <p>The Board continues to discuss and develop opportunities to engage and retain employees and to maintain the Company's reputation as an employer of choice.</p> <p>The Company continues to offer hybrid working arrangements and benefits from high levels of employee retention across all levels and functions.</p>
<p>Our Customers (Brokers, Cedants & Retrocessionaires)</p>	<p>Our business is built on the principles of capacity, reliability, expertise and creativity to deliver the risk transfer solutions our customers need to support their business. We build relationships based on the fundamental promise that we will be there when they need us and that we have the ability and willingness to pay valid claims.</p> <p>Relationships with brokers and clients are closely tracked by management. Our approach has been to ensure strength and depth at all levels. We look to develop line of business relationships, deepening market knowledge, and ensure we remain a reinsurer of choice, while also focusing on more strategic relationship management at a group level. Management holds regular broker meetings while also maintaining a Customer Development Program with dedicated customer teams encompassing different lines of business. Broker and client performance is monitored on an ongoing basis with significant changes brought to the Board's attention. Broker and client marketing forms an integral part of divisional manager goal setting each year, which filters down to all underwriting team members. The Company regularly attends major conferences such as London Market Conferences, Baden-Baden, Monte Carlo and Nordic days and actively markets with key clients and brokers throughout the year.</p> <p>Routine topics of discussion with brokers and clients include:</p> <ul style="list-style-type: none"> • understanding clients' strategic objectives; • ways to strengthen and deepen current relationships, and improve signings; • account performance, pricing environment, and claims trends; • evaluation of new and emerging risks and reinsurance solutions; and • discussion of market trends. <p>We have continued to take a more strategic and holistic approach to client relationship management and have ongoing client and broker initiatives aimed to help improve signings and grow profitable business.</p>



Principal decisions

We define principal decisions as those that are material to the Company or any of our key stakeholder groups. Further details relating to our key stakeholder groups have been set out in the table above. In reaching the following principal decisions, the directors considered the outcomes from stakeholder engagement as well as the need to maintain high standards of business conduct.

Principal decision 1: Appointment of Richard Chattock as independent Chair of the Board

Following discussions with the PRA, the firm appointed Mark Stephen as its first independent Chair of the Board with effect from 2 March 2022. Although Mr Stephen was first appointed to the Company's Board in December 2013, and therefore December 2022 marked nine years from the date of his first appointment, the directors concluded that it was appropriate for him to remain in the role for a period of time after that date to facilitate effective succession. In May 2024, following engagement by Mr Stephen and the Company's management with the PRA and with TRC, the directors put their succession plans into effect and resolved to appoint Mr Chattock as independent Chair of the Board with effect from (i) 1 September 2024; or (ii) the date of regulatory approval (if later). Regulatory approval for Mr Chattock's appointment was received with an effective date of 19 September 2024 and Mr Chattock assumed the role of Chair of the Company's Board from that date.

Principal decision 2: Payment of an interim dividend to TRC

In September 2024, the directors resolved to approve an interim dividend of \$10m payable from the Company to TRC. Before making their decision, the Company's management engaged with the PRA and with TRC. The directors reviewed the Company's audited accounts for the year ending 31 December 2023 as well as MI showing the Company's financial position as at 30 June 2024. They also reviewed and discussed the proposed dividend within the context of the current and future projected regulatory capital position of the Company including the impact of stress testing. The directors were comfortable that the proposed distribution was in line with the Company's capital management and dividend policies and that the payment was aligned to the wider TRC strategy of optimising capital efficiency and fungibility across the TransRe group. The dividend was paid to TRC in September 2024.

Principal decision 3: Appointment of a new independent non-executive director ("iNED")

In anticipation of Mark Stephen's planned resignation from the Board on 31 December 2024, the Company commenced its executive search process in good time to allow for the identification of a replacement before Mr. Stephen's retirement. The appointment of Mostyn Wilson brings to the Board an iNED with strong expertise in the areas of financial services audit and control frameworks as well as people management and wellbeing.