



ZURICH  
FINANCIAL SERVICES

Translation

# Invitation

to attend the Ordinary General Meeting of  
Zurich Financial Services, Tuesday, April 19, 2005

Location Stadium Schluefweg, CH-8302 Kloten, Switzerland  
Doors open 8.30 a.m.  
Start 10.00 a.m.

# Agenda

## 1. Approval of the annual report, the annual financial statements and the consolidated financial statements for 2004

and taking cognizance of the statutory auditors' and Group auditors' reports.

**The Board of Directors proposes** that the annual report, the annual financial statements and the consolidated financial statements for 2004 be approved.

## 2. Appropriation of available earnings of Zurich Financial Services for 2004

Available earnings of Zurich Financial Services for 2004  
CHF 662,095,917

**The Board of Directors proposes** that all 2004 available earnings of Zurich Financial Services be carried forward.

2004 available earnings carried forward  
CHF 662,095,917

## 3. Share capital reduction, repayment of reduction in nominal value, and changes to the Articles of Incorporation

**The Board of Directors proposes** to reduce the share capital by CHF 576,027,820 from CHF 936,045,207.50 to a new total of CHF 360,017,387.50 (Article 5 of the Articles of Incorporation) by reducing the nominal value of each registered share by CHF 4 from CHF 6.50 to CHF 2.50. The amount of CHF 4 by which each registered share is to be reduced shall be paid out in cash to the shareholders.

The nominal value of all registered shares newly issued until the capital reduction is entered in the Commercial Register will be reduced from CHF 6.50 to CHF 2.50. In addition, the proposed new nominal value of CHF 2.50 for each registered share will entail appropriate amendment of the following Articles of Incorporation: Article 5<sup>bis</sup> para. 1 with reference to authorised share capital, and Article 5<sup>ter</sup> para. 1 (a) first sentence and para. 2 (a) first sentence with reference to contingent share capital. Finally, in accordance with the proposed new nominal value, shareholders with voting rights,

who represent shares with a new total nominal value of at least two hundred fifty thousand Swiss francs (currently six hundred fifty thousand Swiss francs), shall be granted the right to request that items be included on the agenda.

Accordingly, Article 12 para. 2 of the Articles of Incorporation will have to be amended.

A special audit report in accordance with the legal requirements of Article 732 para. 2 of the Swiss Code of Obligations (CO) will be available at the Ordinary General Meeting on April 19, 2005.

Subject to approval by the Ordinary General Meeting and subject to the fulfilment of the necessary requirements and the entry of the share capital reduction in the Commercial Register of the Canton of Zurich, the shareholders or their custodian banks will receive CHF 4 per registered share free of charge, expected to be at the beginning of July, 2005.

### In summary, the Board of Directors proposes

- that the share capital, in accordance with Article 5 of the Articles of Incorporation, be reduced by CHF 576,027,820 from CHF 936,045,207.50 to a new total of CHF 360,017,387.50 by reducing the nominal value of each registered share from CHF 6.50 to CHF 2.50 and that the amount of the reduction be paid out to the shareholders;
- that any and all share capital created in accordance with Article 5<sup>bis</sup> para. 1, and Article 5<sup>ter</sup> para. 1 (a) first sentence and para. 2 (a) first sentence of the Articles of Incorporation until completion of the capital reduction be reduced by CHF 4 for each registered share and that the amount of the reduction be paid out to the shareholders;
- that based on the special audit report issued in accordance with Article 732 para. 2 of the Swiss Code of Obligations, it is established that the claims of the creditors are fully covered subsequent to this share capital reduction, and
- that Articles 5, 5<sup>bis</sup> and 5<sup>ter</sup> of the Articles of Incorporation be amended to show a nominal value of CHF 2.50 for each registered share in accordance with the proposed wording in the Annex, and that Article 12 para. 2 of the Articles of Incorporation be amended in accordance with the proposed wording in the Annex.

## 4. Change to the Articles of Incorporation

### Authorised Share Capital

**The Board of Directors proposes** that the authority to issue authorised share capital be extended to June 1, 2007 without changing the number of shares.

The proposal changes the wording of Article 5<sup>bis</sup> para. 1 as shown in the Annex.

## 5. Release for members of the Board of Directors and the Group Executive Committee

**The Board of Directors proposes** that the members of the Board of Directors and of the Group Executive Committee be released from liability for their activities in the 2004 business year.

## 6. Election and Re-elections

### 6.1 Board of Directors

At this year's Ordinary General Meeting, the terms of office of Ms Rosalind Gilmore and Messrs Lodewijk van Wachem, Dana Mead and Gerhard Schulmeyer expire. Mr Lodewijk van Wachem does not stand for re-election.

Ms Rosalind Gilmore and Mr Dana Mead are standing for re-election for a term of two years. Mr Gerhard Schulmeyer is standing for re-election for a term of three years.

In addition, it is proposed to elect Mr Manfred Gentz as a new member of the Board of Directors with a three-year term of office. Upon election, the Board intends to elect Mr Manfred Gentz as Chairman, succeeding Mr Lodewijk van Wachem.

#### 6.1.1 Election of Mr Manfred Gentz

**The Board of Directors proposes** the election of Mr Manfred Gentz to the Board of Directors for a three-year term of office.

Manfred Gentz (63), German, studied law at the universities of Berlin and Lausanne and graduated with a doctorate in law

from the Berlin Free University. In 1970 he joined Daimler-Benz AG where he held various positions. In 1983, he was appointed member of the Board of Management of Daimler-Benz AG, responsible at first for Human Resources. From 1990 to 1995 he was chief executive officer of Daimler-Benz Interservices (debis) in Berlin and subsequently became chief financial officer of Daimler-Benz AG in 1995. In December 1998, Mr Gentz was appointed to the Board of Management of DaimlerChrysler AG, where he was in charge of Finance and Controlling until December 2004. From 1987 to 1995 Mr Gentz served on the Board of Supervisors of Agrippina Versicherung AG and since 1996 he has been on the Board of Supervisors of Zürich Beteiligungs-Aktiengesellschaft (Deutschland). In 1985 he was elected to the Board of Supervisors of Hannoversche Lebensversicherung AG, which appointed him proxy chairman in 1990. He will relinquish this position as well as the position on the Board of Supervisors of Zürich Beteiligungs-Aktiengesellschaft (Deutschland) prior to election to the Board of Zurich Financial Services. In addition to serving on the Board of Supervisors of adidas-Salomon, the German Stock Exchange (Deutsche Börse AG) and DWS Investment GmbH, he is chairman of ICC (International Chamber of Commerce), Germany, the Aspen Institute Berlin and the Hanns Martin Schleyer Foundation. He is active in a number of scientific and cultural institutions.

#### 6.1.2 Re-election of Ms Rosalind Gilmore

**The Board of Directors proposes** that Ms Rosalind Gilmore be re-elected to the Board of Directors for a further two-year term of office.

Rosalind Edith Jean Gilmore (67) graduated with a BA degree from London University and an MA degree from Cambridge University. Her career included twenty-six years in the UK Treasury where she held various senior appointments, specializing in international and domestic monetary policy and the structure of the UK financial sector. She also worked in the World Bank and as marketing director for the UK Girobank. She completed her Government career as executive chairman (First Commissioner) of the regulatory commission for the UK mortgage and savings industry. She was a director of the UK Securities and Investments Board, and member of the Lloyds of London Regulatory Board and of the Banking

Advisory Committee of the European Union. She has held a variety of part time directorships in the public, academic and corporate sectors (including B.A.T Industries), and is now a director of Trades Union Fund Managers Ltd., of the Leadership Foundation, Inc. (Washington DC), of Cranfield University (working with its Business School) and of the Royal College of Music; and is on investment, remuneration and audit committees. She has honorary fellowships in both her former universities.

### 6.1.3 Re-election of Mr Dana Mead

**The Board of Directors proposes** that Mr Dana Mead be re-elected to the Board of Directors for a further two-year term of office.

Dana George Mead (69) graduated from the US Military Academy at West Point and has a PhD from Massachusetts Institute of Technology. After serving in the US Army from 1957 to 1978, he held various senior management positions and was a member of the Board of International Paper Company in New York. In 1992 he was appointed president and member of the board of directors of Tenneco Inc., becoming its chairman and CEO two years later. After a spin-off of Tenneco subsidiaries in 1999, he was chairman of Tenneco Automotive and Pactiv Corporation until March 2000. He serves on the board of Pfizer Inc. He also heads the Business Advisory Council for the United Nations Office for Project Services. He is chairman of the MIT Corporation. Mr Mead is president of the Royal Shakespeare Company (RSC), America, and a member of the board of RSC London. He also serves on the board of the Boys and Girls Clubs of America.

### 6.1.4 Re-election of Mr Gerhard Schulmeyer

**The Board of Directors proposes** that Mr Gerhard Schulmeyer be re-elected to the Board of Directors for a further three-year term of office.

Gerhard Hans Schulmeyer (66) graduated from Frankfurt Technical College with a BSc in electronic engineering and from the University of Frankfurt with a BSc in international business. He also holds an MSc in Management Science from the Massachusetts Institute of Technology. After holding various management positions with Braun, Sony Wega and Motorola, he became in 1989 president and chief executive

officer of ABB USA and member of the executive board of ABB Ltd. From 1994 until 1998, he was president and CEO of Siemens Nixdorf in Germany, and between 1999 and December 2001, he was president and CEO of Siemens Corporation in the US. Since January 2002, he has been Professor of Practice at the Sloan School of Management of the Massachusetts Institute of Technology. He is a non-executive director on the public boards of Alcan Inc., Ingram Micro Inc. and Korn/Ferry International. He is also a member of the advisory board of Banco Santander Central Hispano, a board member on the German Industrial Investment Council, and a member of the foundation board of the US National Chamber Foundation.

## 6.2 Re-election of Auditors

### 6.2.1 Statutory Auditors and Group Auditors

**The Board of Directors proposes** that PricewaterhouseCoopers AG, Zurich, be re-elected as statutory auditors and Group auditors for the 2005 business year.

### 6.2.2 Special Auditor according to Article 25 para. 3 of the Articles of Incorporation

**The Board of Directors proposes** that OBT AG, Zurich, be re-elected as special auditor to undertake the special audits for increases in share capital (according to Articles 652f, 653f and 653i of the Swiss Code of Obligations) for a further three-year term of office.

# Annex

Wording of the Articles of Incorporation according to the proposed changes under agenda items 3 and 4 (proposed changes in *italics*)

## Current version

### Article 5 Share Capital

The share capital of the Company shall amount to CHF 936,045,207.50 (nine hundred and thirty-six million forty-five thousand two hundred and seven Swiss francs and fifty centimes), and shall be divided into 144,006,955 fully paid registered shares with a nominal value of CHF 6.50 (six Swiss francs and fifty centimes) each.

### Article 5<sup>bis</sup> Authorised Share Capital

(1) The Board of Directors is authorised to increase the share capital by no later than June 1, 2005 by an amount not exceeding CHF 39,000,000 by issuing up to 6,000,000 fully paid registered shares with a nominal value of CHF 6.50 each. An increase in partial amounts is permitted.

### Article 5<sup>ter</sup> Contingent Share Capital

(1) (a) The share capital may be increased by an amount not exceeding CHF 35,631,882 by issuing up to 5,481,828 fully paid registered shares with a nominal value of CHF 6.50 each by exercising of conversion and/or option rights which are granted in connection with the issuance of bonds or similar debt instruments by the Company or one of its group companies in national or international capital markets and/or by exercising option rights which are granted to the shareholders.

2) (a) The share capital may be increased by an amount not exceeding CHF 9,750,000 by issuing up to 1,500,000 fully paid registered shares with a nominal value of CHF 6.50 each by issuance of new shares to employees of the Company and group companies.

### Article 12 Procedure for Calling the Meeting, Agenda

(2) Shareholders with voting rights who together represent shares with a nominal value of at least six hundred fifty thousand Swiss francs may request that items be included on the agenda until, at the latest, 45 days before the day of the meeting. Such request must be made in writing, and must specify the proposals.

## Proposed new version

### Article 5 Share Capital

The share capital of the Company shall amount to CHF 360,017,387.50 (*three hundred and sixty million seventeen thousand three hundred and eighty-seven Swiss francs and fifty centimes*), and shall be divided into 144,006,955 fully paid registered shares with a nominal value of CHF 2.50 (*two Swiss francs and fifty centimes*) each.

### Article 5<sup>bis</sup> Authorised Share Capital

(1) The Board of Directors is authorised to increase the share capital by no later than *June 1, 2007* by an amount not exceeding CHF 39,000,000 [in accordance with and effective as per Agenda item 3: CHF 15,000,000] by issuing up to 6,000,000 fully paid registered shares with a nominal value of CHF 6.50 [in accordance with and effective as per Agenda item 3: CHF 2.50] each. An increase in partial amounts is permitted.

### Article 5<sup>ter</sup> Contingent Share Capital

(1) (a) The share capital may be increased by an amount not exceeding CHF 13,704,570 by issuing up to 5,481,828 fully paid registered shares with a nominal value of CHF 2.50 each by exercising of conversion and/or option rights which are granted in connection with the issuance of bonds or similar debt instruments by the Company or one of its group companies in national or international capital markets and/or by exercising option rights which are granted to the shareholders. [rest of text unchanged]

2) (a) The share capital may be increased by an amount not exceeding CHF 3,750,000 by issuing up to 1,500,000 fully paid registered shares with a nominal value of CHF 2.50 each by issuance of new shares to employees of the Company and group companies. [rest of text unchanged]

### Article 12 Procedure for Calling the Meeting, Agenda

(2) Shareholders with voting rights who together represent shares with a nominal value of at least *two hundred fifty thousand* Swiss francs may request that items be included on the agenda until, at the latest, 45 days before the day of the meeting. Such request must be made in writing, and must specify the proposals.

# Information

This invitation is a translation of the German original. In case of inconsistencies the official German version of the invitation shall prevail over the English text.

## Admission and Voting Rights, Admission Cards

### Registered Shareholders

Registered shareholders entered in the share register up to and including April 11, 2005 as shareholders with voting rights will receive, together with the invitation to the Ordinary General Meeting, a reply card that they may use to order admission cards and voting papers. No entries conferring voting rights will be made in the share register in the period from April 11, 2005 to the end of the Ordinary General Meeting.

### CDI Attendants

In the context of the unification of the Group holding structure in 2000, shares of the Company were issued to CREST International Nominees Ltd. (CIN) for the account of the former shareholders of Allied Zurich p.l.c. which were represented by CREST Depository Interests (CDIs). CDIs are uncertificated securities independent of the Company, constituted under English law, allowing the electronic settlement of trades in the Company's shares via a system operated by CRESTCo Ltd., London.

- CREST members holding CDIs as beneficial owners,
- CREST members holding CDIs as legal owners for not more than 200,000 CDIs and acting upon instructions from the beneficial owners,
- Lloyds TSB Registrars for not more than 500,000 CDIs acting upon instructions from the beneficial owners, or
- the beneficial owners of CDIs,

all referred to hereafter as CDI Attendants, are entitled to attend the Ordinary General Meeting and to cast their votes as proxies of CREST International Nominees Ltd., as set out in the Directive on Recognition of Shareholders of the Board of Directors of the Company.

CREST members entered directly in the CREST register and persons entered in the register of Lloyds TSB Registrars up to and including March 31, 2005 will receive, together with the invitation to the Ordinary General Meeting, a reply card that

they or the beneficial owners of the CDIs may use to order admission cards and voting papers. All nominees are requested to forward the admission cards and voting papers to the beneficial owners of CDIs.

### General remarks

Preparations for the Ordinary General Meeting will be facilitated by the prompt return of your reply card. Please return it by April 14, 2005 at the latest in the enclosed envelope. Reply cards of persons entered in the register of Lloyds TSB Registrars must be received by Lloyds TSB Registrars, The Causeway, Goring by Sea, Worthing, BN99 6TL, England by April 13, 2005, and reply cards of CREST members entered directly in the CREST register must be received by CREST Depository Interest, c/o S A G SIS Aktienregister AG, Zurich Financial Services, General Meeting 2005, P.O. Box, CH-4609 Olten, Switzerland, by April 14, 2005. Reply cards received after this date may not be dealt with.

If any of the shares or CDIs recorded on an admission card are sold, the registered shareholder or CDI Attendant should present the relevant admission card at the information counter for correction before the Ordinary General Meeting as the associated voting rights will have lapsed.

In order to determine attendance correctly, any shareholder or CDI Attendant leaving the Ordinary General Meeting early or temporarily is requested to present the unused voting papers and admission card at the exit.

## Proxies, authorisation

**Shareholders with voting rights** may arrange to be represented by another shareholder entered in the share register as a shareholder with voting rights by granting authority to this person in writing. Partnerships and legal entities may be represented by authorised signatories, minors and wards by their legal representatives and married shareholders by their spouses, even if these representatives are not shareholders. In order to grant authority to any of the aforementioned, the shareholder must specify the relevant person on the reply card. Representatives will only be admitted to the Ordinary General Meeting if they can provide identification with the admission card and valid authorisation.

Alternatively, shareholders may appoint one of the following as their proxy:

- Zurich Financial Services,
- a bank or other professional asset manager acting as proxy for deposited shares as specified in Article 689d of the Swiss Code of Obligations, or
- Dr. iur. Brigitte Tanner, Attorney at Law, Florastrasse 44, CH-8008 Zurich, Switzerland, acting as independent voting proxy as specified in Article 689c of the Swiss Code of Obligations.

Proxy holders of deposited shares are requested to notify the Company regarding the number of shares they represent as soon as possible, but no later than April 15, 2005.

**CDI Attendants** may arrange to be represented at the Ordinary General Meeting by a registered shareholder or another CDI Attendant by granting authority to this person in writing. Partnerships and legal entities, however, may be represented by authorised signatories, minors and wards by their legal representatives and married shareholders by their spouse, even if these representatives are not shareholders or CDI Attendants.

CDI Attendants wishing to be represented at the Ordinary General Meeting may complete the separate reply card for CDI Attendants (including voting instructions); in the case of direct CREST members, to CREST Depository Interests, c/o SAG SIS Aktienregister AG, Zurich Financial Services, General Meeting 2005, P.O. Box, CH-4609 Olten, Switzerland, and, in the case of registration by Lloyds TSB Registrars, to the latter, both of whom will have the votes cast through the Company or the independent voting proxy as per the instructions of the CDI Attendants. If voting instructions by persons entered in the register of Lloyds TSB Registrars are received after April 13, 2005, or if voting instructions of CREST members entered directly in the CREST register are received after April 14, 2005, it cannot be warranted that these instructions will be exercised.

Unless expressly instructed otherwise, the proxies of shareholders or CDI Attendants will exercise their votes in favour of the proposals made by the Board of Directors. Any signed authorisation form sent in blank will be deemed as an authorisation in favour of the independent voting proxy.

## Annual Report

The Annual Report with the Group and segmental reviews, the annual financial statements, the consolidated financial statements for 2004 as well as the statutory auditors' and Group auditors' reports, the Corporate Governance report and the Remuneration report will be available for inspection at the Company's registered office (Mythenquai 2, CH-8002 Zurich, Switzerland) and at Lloyds TSB Registrars' London office (Princess House, 1 Suffolk Lane, London, EC4R 0A4, England) from March 17, 2005. Shareholders and CDI Attendants may request that additional copies of the Annual Report be sent to them from the following sources (for shareholders: Zurich Financial Services, Share Register, c/o SAG SIS Aktienregister AG, P.O. Box, CH-4609 Olten, Switzerland; for CDI Attendants: Lloyds TSB Registrars, The Causeway, Goring by Sea, Worthing, West Sussex BN99 6DA, England). The Annual Report may also be downloaded as a PDF-file from [www.zurich.com](http://www.zurich.com).

## Reception

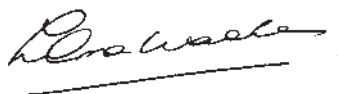
We are pleased to invite all participants to a reception after the Ordinary General Meeting at the Stadium Schluwefweg, Kloten.

Please refer to the information on the back cover of this invitation for directions on how to get to the Stadium.

Zurich, March 17, 2005

Zurich Financial Services

On behalf of the Board of Directors



Lodewijk C. van Wachem, Chairman



**ZURICH**  
FINANCIAL SERVICES

Zurich Financial Services  
c/o S A G SIS Aktienregister AG

P.O. Box  
CH-4609 Olten  
Switzerland

Phone +41 (0)1 625 22 55

Fax +41 (0)1 625 20 09

E-mail [shareholder.services@zurich.com](mailto:shareholder.services@zurich.com)

## How to get there/directions

### **Arriving by train**

Take a train or an S-Bahn to Zurich Airport. There is a regularly scheduled train and S-Bahn service to/from the railway station at the airport. Once you arrive at the airport railway station, follow the signs to the bus station which is located between car parks 2 and 3. From there a convenient shuttle service will take you directly to Stadium Schluefweg in Kloten. A continuous shuttle service will be provided during the entire event. If you arrive at Kloten railway station, just follow the signs to Stadium Schluefweg – it is only a short walk.

### **Arriving by car**

Once you arrive at Zurich Airport, park your car at car park 2 or 3. Take the lift to the 0 floor and follow the signs to the bus station, which is located between car parks 2 and 3. From there a convenient shuttle service will take you directly to Stadium Schluefweg in Kloten. A continuous shuttle service will be provided during the entire event. Parking is free of charge if you validate your parking ticket at the bus station before you leave. Please note that there is no parking available at the Stadium Schluefweg.