

In the Matter of the Acquisition of Control  
of The Omaha Indemnity Company  
by Hannover Finance, Inc.

List of Exhibits – Case No. 17-C42186

- Ex. 1 List of Exhibits in the Matter of the Acquisition of Control of The Omaha Indemnity Company by Hannover Finance, Inc. (Case No. 17-C42186)
- Ex. 2 Letter to Steven Junior, OCI, from Kevin G. Fitzgerald of Foley & Lardner LLP, dated September 30, 2004
- 2.1 Form A “Statement Regarding the Acquisition of Control of or Merger with a Domestic Insurer” by Hannover Finance, Inc. dated October 20, 2017
  - 2.2 Exhibit 1 (Part 1) to the Form A, which is the Stock Purchase Agreement among Hannover Finance, Inc., and Mutual of Omaha Insurance Company dated as of September 15, 2017
  - 2.3 Exhibit 1 (Part 2) to the Form A, which are the Stock Purchase Agreement Disclosure Schedules [CONFIDENTIAL]
  - 2.4 Exhibit 2 – 100% Quota Share Reinsurance Agreement by and between The Omaha Indemnity Company and Property and Casualty Company of Omaha
  - 2.5 Exhibit 3 – Administrative Services Agreement by and between The Omaha Indemnity Company and Property and Casualty Company of Omaha
  - 2.6 Exhibit 4 – Guaranty Agreement by and among Mutual of Omaha Insurance Company, as Guarantor; Hannover Finance, Inc., as Buyer; and The Omaha Indemnity Company, as Company
  - 2.7 Exhibit 5 – Hannover Re Group Organizational Chart
  - 2.8 Exhibit 6 – Biographical Affidavits of Patrick Fee, Clint Thompson, Catherine Hood, Mitch Luedtke, and Michael Paul [CONFIDENTIAL]
  - 2.9 Exhibit 7 – Proposed Amended and Restated Articles of Incorporation
  - 2.10 Exhibit 8 – Proposed Amended and Restated Bylaws
  - 2.11 Exhibit 9 – Post-Acquisition Business Plan [CONFIDENTIAL]
  - 2.12 Exhibit 10 – A – 2012 Hannover Finance, Inc., Consolidated Income Statement – IFRS Basis

- 2.13 Exhibit 10 – A(2) – 2013 Hannover Finance, Inc., Consolidated Balance Sheet – IFRS Basis
- 2.14 Exhibit 10 – A(3) – 2014 Hannover Finance, Inc., Consolidated Balance Sheet – IFRS Basis
- 2.15 Exhibit 10 – A(4) – 2015 Hannover Finance, Inc., Consolidated Balance Sheet – IFRS Basis
- 2.16 Exhibit 10 – A(5) – 2016 Hannover Finance, Inc., Consolidated Balance Sheet – IFRS Basis
- 2.17 Exhibit 10 – B – June 30, 2017 Hannover Finance, Inc., Consolidated Balance Sheet and Income Statement – IFRS Basis
- 2.18 Exhibit 10 – C – Three-Year Financial Projections for The Omaha Indemnity Company [CONFIDENTIAL]
- 2.19 Exhibit 11 – A (2012) – 2012 Annual Report for Hannover Rück SE
- 2.20 Exhibit 11 – A (2013) – 2013 Annual Report for Hannover Rück SE
- 2.21 Exhibit 11 – A (2014) – 2014 Annual Report for Hannover Rück SE
- 2.22 Exhibit 11 – A (2015) – 2015 Annual Report for Hannover Rück SE
- 2.23 Exhibit 11 – A (2016) – 2016 Annual Report for Hannover Rück SE
- 2.24 Exhibit 11 – B – June 30, 2017 Consolidated Financial Statements for Hannover Rück SE
- Ex. 3 Letter to Steven Junior, OCI, from Thomas R. Hrdlick, Foley & Lardner LLP, dated October 25, 2017, transmitting confidential biographical affidavits of Glenn Eugene Martin and Michael Thomas Paul
  - 3.1 Biographical affidavit of Glenn Eugene Martin [CONFIDENTIAL]
  - 3.2 Biographical affidavit of Michael Thomas Paul [CONFIDENTIAL]
- Ex. 4 Cover Letter to The Honorable Ted Nickel, Commissioner of Insurance, from Thomas R. Hrdlick, Foley & Lardner LLP, dated October 31, 2017
  - 4.1 Exhibit A to the Form D – Administrative Services Agreement by and among Glencar Underwriting Managers, Inc. and Glencar Insurance Company

- 4.2 Exhibit B to the Form D – Program Administrator's Agreement by and between Glencar Underwriting Managers, Inc. and Glencar Insurance Company
  - 4.3 Exhibit C to the Form D – Tax Allocation and Settlement Policy by and among Hannover Finance, Inc. and Glencar Insurance Company
  - 4.4 Exhibit D to the Form D – Outsourcing Contract for Services in the Field of Asset Investment and Portfolio Management between Talanx Asset Management GmbH and Glencar Insurance Company
  - 4.5 Exhibit E to the Form D – 90% Quota Share Reinsurance Agreement between Hannover Rück SE, as Reinsurer, and Glencar Insurance Company, as Ceding Company
- Ex. 5 Letter to Steven Junior, OCI, from from Thomas R. Hrdlick, Foley & Lardner LLP, dated October 31, 2017, transmitting confidential biographical affidavits of Sven Althoff, Claude Chevre, Jurgen Graber, Dr. Klaus Miller, Dr. Michael Pickel, Roland Vogel, and Ulrich Wallin
- 5.1 Biographical affidavit of Sven Althoff [CONFIDENTIAL]
  - 5.2 Biographical affidavit of Claude Chevre [CONFIDENTIAL]
  - 5.3 Biographical affidavit of Jurgen Graber [CONFIDENTIAL]
  - 5.4 Biographical affidavit of Dr. Klaus Miller [CONFIDENTIAL]
  - 5.5 Biographical affidavit of Dr. Michael Pickel [CONFIDENTIAL]
  - 5.6 Biographical affidavit of Roland Vogel [CONFIDENTIAL]
  - 5.7 Biographical affidavit of Ulrich Wallin [CONFIDENTIAL]
- Ex. 6 Letter to Steven Junior, OCI, from from Thomas R. Hrdlick, Foley & Lardner LLP, dated November 1, 2017, transmitting confidential biographical affidavit of Axel Freiboth
- 6.1 Biographical affidavit of Axel Freiboth [CONFIDENTIAL]
- Ex. 7 E-Mail to Thomas R. Hrdlick, Foley & Lardner LLP, from Steven Junior, OCI, dated November 7, 2017, transmitting certain requests, the draft Case Recommendation Memo, draft list of exhibits for the hearing and forms for waiver of right to object
- 7.1 Draft Case Recommendation Memo [CONFIDENTIAL]

- 7.2 Draft stipulation and order concerning certain conditions for approval of the proposed acquisition of control
- 7.3 Draft list of exhibits for the hearing
- 7.4 Forms for waiver of right to object
- Ex. 8 E-mail to Steven Junior, OCI, from Thomas R. Hrdlick, Foley & Lardner LLP, dated November XX, 2017, with suggested changes to draft case recommendation memorandum and response to requests of Steven Junior's November 6, 2017 e-mail
  - 8.1 2012 balance sheet for Hannover Finance, Inc.
  - 8.2 2013 income statement for Hannover Finance, Inc.
  - 8.3 2014 income statement for Hannover Finance, Inc.
  - 8.4 2015 income statement for Hannover Finance, Inc.
  - 8.5 2016 income statement for Hannover Finance, Inc.
  - 8.6 Amended and Restated Bylaws for Glencar Insurance Company, as revised
  - 8.7 Administrative Services Agreement by and among Glencar Underwriting Managers, Inc. and Glencar Insurance Company, as revised
  - 8.8 Redlined draft case recommendation memorandum indicating suggested changes
  - 8.9 Redlined draft stipulation and order concerning certain conditions for approval of the proposed acquisition of control
- Ex. 9 Notice of Hearing for Case No. 17-C42186, addressed to Thomas R. Hrdlick, Foley & Lardner LLP, dated November XX, 2017
- Ex. 10 Pre-filed testimony of Patrick P. Fee, President, Hannover Finance, Inc., with affidavit
- Ex. 11 OCI Recommendation Memorandum for Case No. 17-C42186 dated November XX, 2017
- Ex. 12 Stipulation and Order in the Matter of Case No. 17-CXXXXXX