

PARTNERRE LTD  
Form 425  
June 01, 2015

Creating a Market Leader with Superior  
and Sustainable Value  
June 2015  
AXIS and PartnerRe:  
Filed by PartnerRe Ltd.  
pursuant to Rule 425 of the Securities Act of 1933  
and deemed filed pursuant to Rule 14a-12  
of the Securities Exchange Act of 1934  
Subject Company: AXIS Capital Holdings Limited  
Commission File No.: 001-31721

©  
2015. PartnerRe and Axis Capital. All rights reserved. Proprietary.  
1  
Disclaimer  
Participants in Solicitation  
PartnerRe,  
AXIS,  
their

respective  
directors  
and  
certain  
of  
their  
respective  
executive  
officers  
may  
be

considered participants in the solicitation of proxies in connection with the proposed transaction.

Information about the directors and executive officers of PartnerRe is set forth in its Annual Report on Form 10-K

for  
the  
year  
ended  
December

31,  
2014,  
which

was  
filed  
with  
the  
SEC

on  
February  
26,  
2015,

its  
proxy  
statement

for  
its  
2014  
annual  
meeting

of  
stockholders,  
which

was  
filed  
with  
the  
SEC

on  
April  
1,

2014,  
its  
Quarterly  
Report  
on  
Form  
10-Q  
for  
the  
quarter  
ended  
March  
31,  
2015,  
which  
was  
filed  
with  
the  
SEC  
on  
May

4, 2015 and its Current Reports on Form 8-K, which were filed with the SEC on March 27, 2014, May 16, 2014 and January 29, 2015. Information about the directors and executive officers of AXIS is set forth in its

Annual  
Report  
on  
Form  
10-K  
for  
the  
year  
ended  
December  
31,  
2014,  
which  
was  
filed  
with  
the  
SEC  
on

February 23, 2015, its proxy statement for its 2014 annual meeting of stockholders, which was filed with the SEC on March 28, 2014, its Quarterly Report on Form 10-Q for the quarter ended March 31, 2015, which was filed with the SEC

on  
May  
4,  
2015  
and  
its  
Current  
Reports  
on  
Form  
8-K,  
which  
were  
filed  
with  
the  
SEC

on March 11, 2015, January 29, 2015, August 7, 2014, June 26, 2014, March 27, 2014 and February 26, 2014.

These documents can be obtained free of charge from the sources indicated above. Additional information regarding the participants in the proxy solicitations and a description of their direct and indirect interests, by security holdings or otherwise, will be contained in the proxy statement/prospectus and other relevant materials to be filed with the SEC when they become available.

©  
2015. PartnerRe and Axis Capital. All rights reserved. Proprietary.

2

Investment Highlights

Strengthened positioning expands business opportunities

Go-to

market for profitable business opportunities

Diversified, less volatile, capital efficient business

Global  
insurance/reinsurance  
powerhouse  
built  
to  
perform  
through  
secular  
and  
cyclical  
change

Combination drives superior and stable value creation

Active portfolio management and high diversification support superior returns and lower volatility

Improved capital efficiency

Superior and sustainable approach to capital management

At least \$200 million in identifiable and actionable expense savings

Combination results in double-digit EPS accretion and meaningful ROE expansion

Ability to accelerate franchise productivity to solidify leadership in key markets

Specialty expertise across the organization

Untapped growth in all segments

Significant management experience with third party capital

Attractive entry point for investors seeking superior value creation

©  
2015. PartnerRe and Axis Capital. All rights reserved. Proprietary.

3

Significant Opportunity from Secular Change  
Current dynamics favor differentiated  
companies

Positioning of the combined company

Top 5 global reinsurer with increased scale and



relevance

Leading franchise in attractive specialty markets

Expands business opportunities

Improved service capabilities, scale and breadth of products

Positioned to seize growth opportunities in attractive specialty insurance and life, accident and health markets globally

Greater opportunity to leverage presence of alternative capital

Lower cost of capital by matching risk to different forms of capital

Enhanced product offering for clients

More efficient operation (e.g. operating expenses, capital structure)

Increased balance sheet strength and capital generation provides flexibility in deployment of capital including reinvestment in the business

Reinsurance demand changing

Long-term capital management tool

More selectivity with respect to counterparties

Centralization of purchasing

Certain insurers seeking greater capacity

Growing demand for primary insurance and life, accident & health in both developed and emerging markets

Increased supply of alternative capital sources creates opportunities to provide a broader range of cost-effective solutions to clients

Positive selection

market concentrating in a consolidating environment

Differentiation through technology and data analytics as well as expense control

Combined company will be an early mover and well positioned to capitalize on industry dynamics

©  
2015. PartnerRe and Axis Capital. All rights reserved. Proprietary.  
4  
Combined Franchise Defined by Financial  
Strength and Prudence  
Note: AXIS  
and  
PartnerRe

management,

S-4

to

be

filed

by

both

AXIS

and

PartnerRe

on

6/1/2015.

Pro

forma

figures

adjusted

for

payment

of

\$11.50

pre-close

dividend

per

PRE

share.

As of 31-March-2015

Tangible Common Equity

\$ 5.8

\$ 5.3

\$ 10.4

Total Capitalization

\$

8.1

\$

7.0

\$

14.8

Total Debt / Capitalization

10.2%

14.1 %

13.1 %

Common Financial

Strength Ratings

(A.M. Best / S&P)

A+ / A +

A+ / A +

Anticipate A+ / A+

Preferred Ratings

(S&P)

BBB

**BBB**

Anticipate BBB

Last 10 Years of Favorable  
Reserve Development

10 of 10

10 of 10

Capitalization Above AA

S&P Level

©

2015. PartnerRe and Axis Capital. All rights reserved. Proprietary.

5

Source: AXIS and PartnerRe management, S-4 to be filed by both AXIS and PartnerRe on 6/1/2015

(1) Figure excludes any synergies or repurchase activity from 3Q15 closing to YE2017. Includes impact of regular dividends.

(2)

Represents

net

effect  
on  
Operating  
RoE  
from  
\$200mm  
of  
synergies,  
phased  
in  
50%  
in  
2016  
and  
100%  
in  
2017  
as  
per  
S-4  
to  
be  
filed  
on  
6/1/2015.  
All  
adjustments  
subject  
to  
an  
assumed  
pro  
forma  
tax  
rate  
of  
16.0%.  
(3)  
Represents  
return  
of  
100%  
of  
operating  
earnings,  
plus  
return  
of  
\$750mm  
post-closing.

(4) Represents net effect on Operating RoE from over \$60mm of pre-tax income from third-party capital vehicles. \$150mm in

(5) Represents incremental \$50mm of insurance pre-tax underwriting income and \$20mm of Life and A&H pre-tax underwriting

Significant Enhancement of Operating RoE

Combined

Standalone

(excl.

repurchases)

2017<sup>1</sup>

Net

Synergies<sup>2</sup>

Capital

Management<sup>3</sup>

3

Party

Capital

4

1

2

3

Incremental

Growth

5

4

~

~

~

~

~11.0%

~10.0%

~11.7%

11% Baseline

~

Meaningful

additional upside in

3rd Party Capital

Added benefit from

Incremental Growth

as run-rate levels are

achieved beyond

2017

2%+ potential ROE

upside with 100bps

incremental increase

in interest rates

Potential additional

upside from pricing

improvements

8.6 %

1.4 %

1.0 %

0.7 %

~0.6 %

~12.3 %

rd



©  
2015. PartnerRe and Axis Capital. All rights reserved. Proprietary.  
6  
Clear Path to Achieving Target Expense  
Synergies by 2017  
At Least \$200 Million in Identifiable and Actionable Expense Savings  
Value in

millions

USD

Management team has extensive experience in successful expense reduction initiatives

Business Unit

~\$60

Support Functions

~\$75

Corporate

~\$35

Other Operational

Synergies ~\$30

Target Synergies

~\$200+

Enhanced Ability to Return Capital While  
Growing the Business  
Total Capital Return as a % of BoP Equity

(1)

(1)

BoP

refers to beginning of period. Capital return defined as cumulative dividends paid and share buybacks as percent of beginning

Peers  
reflect  
2-year  
capital  
return  
from  
12/31/12

12/31/14.

PRE

+

AXS

pro  
forma  
reflects

2-year  
capital  
return

from

9/30/15E

9/30/17E.

#### Key Drivers Enabling Capital Return

Less-volatile income stream and strong track record with rating agencies supports aggressive capital management strategy

Strong net income generation benefitting from strength of combined platform and synergies

Increasing contribution from less capital intensive businesses, leading to further capital efficiencies

Strong growth prospects without a commensurate increase in required capital, driven by increased scale and diversification

Third-party capital actively used to drive stable / high return on equity fee income and to liberate capital

#### Capital Deployment

\$750mm expected to be returned to combined company shareholders immediately after closing

In addition, \$2.2bn+ of buybacks and dividends expected through year-end 2017

equivalent to 100% of operating earnings

Further deployable capital anticipated from third-party capital vehicles

Expected to maintain peer leading dividend payout ratio

2

9/15E-9/17E

23%

21%

17%

15%

11%

11%

5%

2%

RE

XL

WRB

ACGL

ACE

Y

MKL

©

2015. PartnerRe and Axis Capital. All rights reserved. Proprietary.

7

©

2015. PartnerRe and Axis Capital. All rights reserved. Proprietary.

8

Capital Optimization / Third-Party Capital

Leverages franchise position, generates incremental fees and reduces capital requirements

Availability of third party alternative capital creates meaningful opportunities to leverage

franchise, offer broader range of cost effective solutions to clients and brokers, generate

attractive fee revenue and release capital

Edgar Filing: PARTNERRE LTD - Form 425

Long history and deep management experience with third party capital  
Both organizations have increased leverage of third party capital relationships in recent history  
Already place multiple lines and risks with third party capital  
Different stages of execution across a broad range of third party capital opportunities to  
optimize flexibility in allocating risks to best form of risk funding  
Combination magnifies potential

©  
2015. PartnerRe and Axis Capital. All rights reserved. Proprietary.

9

Significant New Growth Opportunities

4

3

4B

3



~\$130mm of  
incremental  
annual pre-  
tax earnings  
4A  
Life and  
A&H  
Insurance  
~10%  
NPW Growth  
Baseline  
Growth  
Rates  
Incremental Growth Opportunities from Combination  
New Sources of  
Incremental Growth  
Illustrative Impact  
by 2017  
Reinsurance  
Flat  
NPW Growth  
Scale creates greater servicing and  
consultative capabilities and therefore  
greater access  
Greater utilization of third-party capital  
Over **\$60mm in additional**  
annual  
fee  
revenue  
and  
~\$150mm capital relief from  
third-party capital  
management  
~5%  
NPW Growth  
Greater access to exclusive top-  
relationship underwriter opportunities by  
brokers  
Increased capacity for clients  
Expansion into new geographies (e.g.,  
Latin America, Middle East)  
Greater retention of quality specialty  
business  
~\$50mm of annual pre-tax  
earnings  
from higher growth  
and greater retention  
Significant opportunities in emerging  
markets (e.g., Latin America, Middle East)  
from greater scale and broader product

offering

Cross-selling opportunities

Opportunities driven by Affordable Care Act  
in the U.S.

~\$20mm of annual pre-tax  
earnings

Strong Case for Multiple Expansion

The Combined Company's High ROE / Low Volatility Profile Supports a Premium Valuation Relative to Peers

Price-to-tangible Book Value

2017E ROE Versus Historical Volatility

(1)

Note:

Market

data  
as  
of  
5/27/15,  
unless  
otherwise  
noted.  
Selected  
(re)insurers  
include  
ACE,  
ACGL,  
AGII,  
AHL,  
AWH,  
ENH,  
MRH,  
RE,  
RNR,  
VR,  
and  
XL.

Price-to-tangible book value multiples shown are the averages of the multiples for the companies that fall into each quadrant.

(1)  
Earnings  
volatility  
based  
on  
annual  
net  
income  
for  
the  
2002

2014  
period.

(2)  
Consists of 2017E ROE, based on I/B/E/S estimates for peers and on management estimates for the pro forma combined comp

(3)  
Selected (re)insurers include ACE, ACGL, AGII, AHL, AWH, ENH, MRH, RE, RNR, VR, and XL. MRH's multiple is its 1  
XL's multiple pro forma for its combination with Catlin, where the tangible book value is sourced from an 8-K filed on March

(3)  
Potential premium  
over selected  
(re)insurers  
P/TBV: 1.07x

(3)  
P/TBV:  
1.30x

P/TBV: 1.06

x

P/TBV:

1.20x

High volatility

Low return

High volatility

High return

Low volatility

Low return

Low volatility

High return

1.16x

Selected (re)insurers

2017E

Return on Equity

(2)

AXS

PRE

©

2015. PartnerRe and Axis Capital. All rights reserved. Proprietary.

10

+

+

©  
2015. PartnerRe and Axis Capital. All rights reserved. Proprietary.  
11  
Illustrative Pro Forma Valuation Upside (Post -Amalgamation)  
(1)  
Significant Trading Valuation Upside Potential  
~\$50 -  
\$52

1.16 x  
1.20  
1.25  
1.30  
~\$58 -  
\$60  
60 -  
62  
63 -  
65  
65 -  
68  
~\$138 -  
\$143  
142 -  
148  
148 -  
153  
153 -  
159  
Pro Forma  
Q3 2015E TBVPS  
Pro Forma  
Q3 2015E P / TBV  
Implied Price  
Per AXS Share  
Implied Value  
Per PRE Share  
(2)  
~7.9x  
8.3x  
8.3  
8.6  
8.7  
9.0  
9.1  
9.4  
Incl. Synergies; Ex.  
Growth Initiatives  
(3)  
1.35  
68 -  
70  
159 -  
165  
9.5  
9.9  
Implied P / 2017E Multiple  
Incl. Synergies and  
Growth Initiatives

(3)  
~8.9x -  
9.2x  
9.2 -  
9.6  
9.7 -  
10.1  
10.1 -  
10.5  
10.6 -  
11.0

Source: AXIS and PartnerRe management, S-4 to be filed by both AXIS and PartnerRe on 6/1/2015

(1)  
Q3 2015E TBVPS estimate based on historical figures rolled forward for projected results incorporating expected PGAAP adj

(2)  
Applies 2.18x exchange ratio, includes \$11.50 / share dividend.

(3)  
Includes impact of anticipated third-party capital and growth initiatives by 2017E.



©  
2015. PartnerRe and Axis Capital. All rights reserved. Proprietary.  
12  
Source:  
Company filings  
(1)  
Earnings  
volatility

calculated  
as  
the  
standard  
deviation  
divided  
by  
the  
average  
annual  
net  
income  
for  
the  
2002

2014  
period.

(2)  
Preferred shares dividends reflect 2014 actual preferred dividends paid for both PartnerRe and AXIS.

(3)  
Excludes incremental earnings from third-party capital management and other identified new growth opportunities.

Strong Credit Profile for Preferred  
Shareholders

PRE

AXS

Standalone

Standalone

MergeCo

Long-Term Rating (S&P)

A-

(Stable Outlook)

A-

(Stable Outlook)

Anticipate

A-

Preferred Rating (S&P)

BBB

BBB

Anticipate

BBB

Financial Strength Rating

(AM Best / S&P)

A+ / A+

A+ / A+

Anticipate

A+ / A+

Pro Forma Senior Debt

\$0.8bn

\$1.0bn

\$1.9bn  
Equity Capitalization (3/31/2015)  
\$7.3bn  
\$6.0bn  
\$12.9bn  
Pro Forma (Debt & Preferred) /  
Total Capitalization  
Earnings Volatility  
98%  
57%  
71%  
2017E Earnings Before  
Preferred Share Dividends  
\$536mm  
\$553mm  
\$1,266mm  
20.7%  
23.0%  
23.1%  
(3)  
(1)  
(2)

©  
2015. PartnerRe and Axis Capital. All rights reserved. Proprietary.  
13  
Investment Highlights  
Global  
insurance/reinsurance  
powerhouse  
built

to  
perform  
through  
secular  
and  
cyclical  
change

Combination drives superior and stable value creation

Combination results in double-digit EPS accretion and meaningful ROE expansion

Ability to accelerate franchise productivity to solidify leadership in key markets

Attractive entry point for investors seeking superior value creation

Strengthened positioning expands business opportunities

Go-to  
market for profitable business opportunities

Diversified, less volatile, capital efficient business

Active portfolio management and high diversification support superior returns and lower volatility

Improved capital efficiency

Superior and sustainable approach to capital management

At least \$200 million in identifiable and actionable expense savings

Specialty expertise across the organization

Untapped growth in all segments

Significant management experience with third party capital

©  
2015. PartnerRe and Axis Capital. All rights reserved. Proprietary.  
14  
Appendix A: Pro Forma Business Mix Profile

©  
2015. PartnerRe and Axis Capital. All rights reserved. Proprietary.  
15  
Enhanced Platform for Diversified Growth and  
Profitability  
FY 2014  
GPW  
\$5.9B

PartnerRe  
Pro Forma Combined  
\$4.7B  
\$10.6B

AXIS  
BUSINESS OVERVIEW

Note: PRE standalone D&F represents aviation, casualty, energy offshore, energy onshore, engineering, marine and property. C  
insurance;  
aviation,  
casualty,  
offshore  
energy  
and  
marine  
map  
to  
pro  
forma  
specialty  
insurance.

Note: For PartnerRe Specialty includes Agriculture, Aviation/Space, Credit/Surety, Energy, Engineering, Marine, Specialty Ca  
Credit/Surety,  
Engineering,  
Marine  
and  
Specialty  
Casualty;  
Specialty  
Insurance  
includes:  
Marine,  
Terrorism,  
Aviation,  
Credit  
and  
Political  
Risk,  
Liability  
and  
Professional  
Lines.  
Property  
8%  
Other P&C  
8%  
Specialty  
17%  
Property  
8%  
Specialty



28%  
Casualty  
11%  
Property  
9%  
Other P&C  
6%  
Specialty  
34%  
Reinsurance  
73%  
Life and  
A&H  
15%  
Insurance  
6%  
Specialty  
37%  
Property  
14%  
Reinsurance  
46%  
Specialty  
17%  
Insurance  
48%  
Life and  
A&H  
6%  
Reinsurance  
60%  
Insurance  
25%  
Life and  
A&H  
21%  
Life and  
A&H  
21%  
Life and  
A&H  
15%  
Catastrophe  
7%  
Other P&C  
9%  
Casualty  
8%  
Property  
7%

Catastrophe

8%

A&H

6%

Casualty

9%

Catastrophe

7%

D&F and

Wholesale

6%

©  
2015. PartnerRe and Axis Capital. All rights reserved. Proprietary.

16

Top Global P&C Reinsurer by Reinsurance GPW

(1)

Top 5 global reinsurer with leading position among  
broker-based reinsurers

Leading, global position in a number of attractive

specialty reinsurance lines

Highly regarded underwriting and service capabilities

Complementary portfolios with limited overlap

Ability to channel third-party capital to deliver expanded client solutions

Profitable growth opportunities:

Transformative Combination Creating a

Global Reinsurance Leader

(\$ in billions)

(1)

Rankings are by 2013 GPW.

(2)

Berkshire Hathaway Reinsurance includes General Re. Corp.

(3)

GPW not disclosed. Indicated values are on a NPW basis.

Property

13%

Other P&C

13%

Catastrophe

12%

(2)

(3)

\$2.1

\$2.1

\$2.1

\$2.1

\$2.1

\$2.3

\$2.4

\$3.3

\$3.4

\$3.4

\$3.5

\$3.7

\$4.0

\$4.6

\$4.7

\$6.4

\$6.7

\$18.0

\$22.6

Generali

RenRe / Platinum

AXIS

Mitsui Sumitomo

Fairfax Financial

Sompo Japan

Gnrl. Ins. Co. of India

Mapfre

Allianz

Alleghany

Korean Re

XL / Catlin

Everest Re

PartnerRe

China Re

SCOR

PartnerRe + AXIS

Berkshire Re

Hannover Re

Swiss Re

Munich Re

\$8.8

»

Improved service capabilities, scale and breadth of products

»

Access to preferred treaties and signings

»

Combined analytics enhance value for cedants, including in emerging markets

»

Ability to leverage Lloyd's platform

\$10.4

©  
2015. PartnerRe and Axis Capital. All rights reserved. Proprietary.  
17  
Leading, Global Position in a Number of  
Attractive Specialty Reinsurance Lines  
Agriculture  
Line of Business  
Why Attractive?

#2

Combined Position

Aviation / Space

Top 5

Credit / Surety

#2

Engineering

Top 5

Specialty Casualty

Top 5

Overall

Top 3

Provides opportunity for profitable growth through various cycles

Businesses that require technical expertise

Resilient to current industry dynamics

Specialty reinsurance solutions account for the majority of the combined company's reinsurance portfolio.

Enhanced scale and enlarged capital base allows combined company to capture incremental growth

©  
2015. PartnerRe and Axis Capital. All rights reserved. Proprietary.  
18  
Pro Forma Combined Insurance Breakdown  
FY 2014 GPW  
Successful, Growing Global Specialty  
Insurance Business  
Total Insurance GPW:



\$2.6bn

By Line of Business

Professional

Lines

33%

Property

32%

Liability

15%

Offshore

Energy

4%

Marine

9%

Aviation

3%

Terrorism

1%

Credit and

Political Risk

2%

Enhanced market prominence due to relationships and overall positioning with brokers

Greater line sizes and breadth of products more attractive to brokers and clients

Growth business

13% of 2014 GPW from new initiatives (CAGR of 48% since 2009)

US property middle market CAGR of 15% since 2009

Balanced consolidated platform will require less reinsurance allowing for increased insurance revenue

Enhanced profitability due to scale

Opportunity from expanded geographic presence

Increase in Lloyd's presence

Leverage complementary geographic platforms (e.g. London, Hong Kong, etc.)

Leverage technical capabilities to grow smaller account business

©  
2015. PartnerRe and Axis Capital. All rights reserved. Proprietary.  
19  
Pro Forma Combined Life and A&H Breakdown  
FY 2014 GPW  
Total GPW:  
\$1.5bn  
Life

Reinsurance

62%

A&H

38%

Life, Accident & Health Leader with

High Growth Potential

By Line of Business

(1)

As per Flaspohler survey.

Uncorrelated with P&C business

Complementary franchises with global product development capabilities and significant geographic reach

Combination of life and health make for a more attractive partner

Full complement of products and services for the global benefits market

Strong market presence

Top 10 global life and health reinsurer

Top 3 U.S. health reinsurer; AXIS and PartnerRe rated #1 and #2 in

US A&H reinsurance broker survey<sup>1</sup>

Growth business

PRE LTM GPW growth rate of 31%; AXS GPW CAGR since 2011 of

30%

Compelling growth opportunities:

U.S. healthcare -

Affordable Care Act has shifted risk to entities that require risk share partners

Accelerated growth in international healthcare

Initiatives in Middle East, Latin America, and Asia

New specialty areas (expats; HNW individuals)

(Re)insurance business will participate selectively in certain higher growth and return segments

Hybrid delivery model maximizes opportunities

Limited exposure to highly regulated, mainstream health insurance businesses

©  
2015. PartnerRe and Axis Capital. All rights reserved. Proprietary.  
20  
Appendix B: Other Information

©  
2015. PartnerRe and Axis Capital. All rights reserved. Proprietary.  
21  
Merger of Equals Overview  
Consideration to  
Shareholders  
AXIS shareholders to receive 1 share of the amalgamated company per common share in a tax free  
reorganization

PartnerRe  
shareholders  
to  
receive  
2.18  
shares  
of  
the  
amalgamated  
company  
per  
common  
share  
in  
a  
tax  
free  
reorganization  
Preferred shares to remain outstanding as preferred shares of the amalgamated company  
Dividend to PartnerRe  
Common Shareholders  
Extraordinary one-time cash dividend of \$11.50 per share payable in connection with, and contingent  
upon, closing  
Pro Forma Ownership  
~51.5% PartnerRe shareholders  
~48.5% AXIS shareholders  
Corporate Governance of  
Combined Company  
7 PartnerRe appointees to Board and 7 AXIS appointees to Board  
Management team leveraging talent from both organizations  
Accelerated Timeline to  
Closing  
PartnerRe and AXIS shareholder approvals  
Regulatory  
Approvals:  
all  
insurance  
regulatory  
filings  
made;  
all  
anti-trust  
clearances  
obtained  
Expected close in the third quarter of 2015

©  
2015. PartnerRe and Axis Capital. All rights reserved. Proprietary.  
22  
Positive Rating Agency Feedback  
Successful  
execution  
of  
the

PRE-AXIS

combination

could

provide

positive

credit

benefits

relating

to

diversification

of

earnings

and

business profile, leveraging the benefits of a larger organization

if the transaction with AXIS closes as planned, Fitch would likely affirm PRE's current ratings

Despite the announced approximately \$560 million special cash dividend, we expect the combined company's capitalization

very

strong

and

materially

redundant

to

AA

level

after

the

deal

closes

and

through

2017

We

anticipate

the

combined

entity's

financial

leverage

will

stay

below

25%

with

fixed-charge

coverage

of

at

least

4x.

We also expect the merger to achieve at least \$200 million in annual run-rate pretax cost synergies in the first two years of op



Source: S&P and Fitch press releases dated May 4, 2015

Fitch Press Release, May 4, 2015

S&P Press Release, May 4, 2015

©  
2015. PartnerRe and Axis Capital. All rights reserved. Proprietary.

23

Disclaimer

Important Information For Investors And Shareholders

This communication does not constitute an offer to buy or sell or the solicitation of an offer to buy or sell any securities or a solicitation of any vote or approval. This communication relates to a proposed business combination

between  
PartnerRe  
Ltd.  
( **PartnerRe** )  
and  
AXIS  
Capital  
Holdings  
Limited  
( **AXIS** ).

In  
connection with this proposed business combination, PartnerRe and/or AXIS may file one or more proxy  
statements, registration statements, proxy statement/prospectus or other documents with the Securities and  
Exchange  
Commission  
(the  
**SEC** ).

This  
communication  
is  
not  
a  
substitute  
for  
any  
proxy  
statement,

registration statement, proxy statement/prospectus or other document PartnerRe and/or AXIS may file with  
the SEC in connection with the proposed transaction. INVESTORS AND SECURITY HOLDERS OF  
PARTNERRE AND AXIS ARE URGED TO READ THE PROXY STATEMENT(S), REGISTRATION  
STATEMENT(S), PROXY STATEMENT/PROSPECTUS AND OTHER DOCUMENTS THAT MAY BE  
FILED WITH THE SEC CAREFULLY AND IN THEIR ENTIRETY IF AND WHEN THEY BECOME  
AVAILABLE BECAUSE THEY WILL CONTAIN IMPORTANT INFORMATION. Any definitive proxy  
statement(s) (if and when available) will be mailed to stockholders of PartnerRe and/or AXIS, as applicable.  
Investors and security holders will be able to obtain free copies of these documents (if and when available)  
and other documents filed with the SEC by PartnerRe and/or AXIS through the website maintained by the  
SEC at <http://www.sec.gov>. Copies of the documents filed with the SEC by PartnerRe will be available free  
of charge on PartnerRe's internet website at <http://www.partnerre.com> or by contacting PartnerRe's Investor  
Relations

Director  
by  
email  
at  
[robin.sidders@partnerre.com](mailto:robin.sidders@partnerre.com)  
or  
by  
phone  
at  
1-441-294-5216.

Copies

of  
the  
documents  
filed  
with  
the  
SEC  
by  
AXIS  
will  
be  
available  
free  
of  
charge  
on  
AXIS  
internet  
website  
at  
<http://www.axiscapital.com>  
or  
by  
contacting  
AXIS  
Investor  
Relations  
Contact  
by  
email  
at  
[linda.ventresca@axiscapital.com](mailto:linda.ventresca@axiscapital.com) or by phone at 1-441-405-2727.

©  
2015. PartnerRe and Axis Capital. All rights reserved. Proprietary.  
24  
Disclaimer  
Forward Looking Statements  
Certain  
statements  
in

this  
communication  
regarding  
the  
proposed  
transaction  
between  
PartnerRe  
and  
AXIS  
are

forward-looking  
statements.

The  
words anticipate,  
believe,  
ensure,  
expect,  
if,  
illustrative,  
intend,  
estimate,  
probable,  
project,  
forecasts,  
predict,  
outlook,  
aim,  
will,  
could,  
should,  
would,  
potential,  
may,  
might,  
anticipate,  
likely,  
plan,  
positioned,  
strategy,

and similar expressions, and the negative  
thereof, are intended to identify forward-looking statements. These forward-looking statements, which are subject to risks, uncertainties and

assumptions  
about  
PartnerRe  
and  
AXIS,  
may  
include  
projections

of  
their  
respective  
future  
financial  
performance,  
their  
respective  
anticipated  
growth

strategies and anticipated trends in their respective businesses. These statements are only predictions based on current expectations about future events. There are important factors that could cause actual results, level of activity, performance or achievements to differ from the results, level of activity, performance or achievements expressed or implied by the forward-looking statements, including those of PartnerRe s

and  
AXIS  
most  
recent  
reports  
on  
Form  
10-K,  
Form  
10-Q  
and  
other  
documents  
on  
file  
with  
the  
SEC  
and  
the  
factors  
given  
below:

the failure to obtain the approval of shareholders of PartnerRe or AXIS in connection with the proposed transaction;

the failure to consummate or delay in consummating the proposed transaction for other reasons;

the timing to consummate the proposed transaction;

the risk that a condition to closing of the proposed transaction may not be satisfied;

the risk that a regulatory approval that may be required for the proposed transaction is delayed, is not obtained, or is obtained on terms that are not anticipated;

AXIS

or PartnerRe's ability to achieve the synergies and value creation contemplated by the proposed transaction;

the ability of either PartnerRe or AXIS to effectively integrate their businesses; and

the diversion of management time on transaction-related issues.

PartnerRe's forward-looking statements are based on assumptions that PartnerRe believes to be reasonable but that may not prove to be accurate.

AXIS

forward-looking statements are based on assumptions that AXIS believes to be reasonable but that may not prove to be accurate.

PartnerRe nor AXIS can guarantee future results, level of activity, performance or achievements. Moreover, neither PartnerRe nor AXIS

assumes any responsibility

for

the

accuracy

and

completeness

of

any

of

these

forward-looking

statements.

PartnerRe

and

AXIS

do not

assume

any

obligation

to

update

or

revise

any

forward-looking

statements

as

a

result

of

new

information,

future

events

or

otherwise,

except

as

may

be

required

by



law.  
Readers  
are  
cautioned not to place undue reliance on these forward-looking statements that speak only as of the date hereof.