

Edgar Filing: CONVERIUM HOLDING AG - Form 6-K

CONVERIUM HOLDING AG  
Form 6-K  
April 14, 2005

OMB APPROVAL  
OMB Number: 3235-0116  
Expires: March 31, 2003  
Estimated average burden  
hours per response: 8

Form 6-K

SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549

Report of Foreign Private Issuer

Pursuant to Rule 13a-16 or 15d-16  
of the Securities Exchange Act of 1934

For the month of April, 2005

CONVERIUM HOLDING AG

-----  
(Translation of registrant's name into English)

Baarerstrasse 8  
CH-6300 Zug  
Switzerland

-----  
(Address of principal executive offices)

Indicate by check mark whether the registrant files or will file annual reports  
under cover Form 20-F or Form 40-F.

Form 20-F    X                      Form 40-F  
                     -----                      -----

Indicate by check mark whether the registrant by furnishing the information  
contained in this Form is also thereby furnishing the information to the  
Commission pursuant to Rule 12g3-2(b) under the Securities Exchange Act of 1934.

Yes                                      No                      X  
   -----                      -----

If "Yes" is marked, indicate the file number assigned to the registrant in  
connection with Rule 12g3-2(b): 82- Not Applicable

Converium Holding Ltd, Zug

Zug, Switzerland - April 12, 2005 - Converium informs about today's Annual  
General Meeting.

At today's Annual General Meeting of Converium Holding Ltd, 207 shareholders  
representing 72'159'313 registered shares or 49.19% of outstanding share capital  
were present or represented.

## Edgar Filing: CONVERIUM HOLDING AG - Form 6-K

The shareholders have taken the following decisions:

### Agenda item 1

Approval of the annual report, the annual and consolidated financial statements for 2004, acknowledgment of the auditor's and group auditors' reports by 99.70% affirmative votes.

### Agenda item 2

In addition to the proposal in the invitation, the Board of Directors has suggested not to carry forward the balance sheet loss of the financial year 2004 to the new account, but instead to allocate it to general reserve. The General Meeting has approved this modified proposal of the Board by 99.80% affirmative votes.

### Agenda item 3

The General Meeting has approved the release of the members of the Board of Directors and of the management from liability for their business activities for the year 2004 by 66.27% affirmative votes.

### Agenda item 4

The General Meeting has elected the following persons to the Board of Directors for a term of office of three years:

Dr. Markus Dennler - 68.90% affirmative votes.

Mr Rudolf Kellenberger - 97.73% affirmative votes.

### Agenda item 5

The General Meeting has re-elected PricewaterhouseCoopers Ltd as auditors and group auditors for a further term of one year by 99.42% affirmative votes.

Peter Colombo, Chairman of the Board of Directors, stated: "The Board of Directors is pleased with the support of its proposals by the General Meeting, but it has also acknowledged the critical comments by individual shareholders. Together with the Global Executive Committee it will do everything in its power to promote the turnaround of the company as described by the CEO."

In the constitutional meeting of the Board of Directors, which took place after today's Annual General Meeting, the composition of the different committees was defined as follows:

#### Nomination Committee

|               |                                      |
|---------------|--------------------------------------|
| Chairman      | Dr. Markus Dennler                   |
| Vice Chairman | Prof. Dr. Anton K. Schnyder          |
| Members       | Peter Colombo<br>Rudolf Kellenberger |

#### Remuneration Committee

|               |                             |
|---------------|-----------------------------|
| Chairman      | Georg Mehl                  |
| Vice Chairman | Prof. Dr. Anton K. Schnyder |

## Edgar Filing: CONVERIUM HOLDING AG - Form 6-K

Members Peter Colombo  
Rudolf Kellenberger

### Finance Committee

Chairman Prof. George Parker  
Vice Chairman Rudolf Kellenberger  
Members Dr. Markus Dennler  
Georg Mehl

### Audit Committee

Chairman Peter Colombo  
Vice Chairman Prof. George Parker  
Members Dr. Markus Dennler  
Georg Mehl

Terry G. Clarke and Derrell Hendrix will not be members of any committee.

\* \* \* \* \*

### Enquiries:

|                              |                            |
|------------------------------|----------------------------|
| Esther Gerster               | Zuzana Drozd               |
| Head of Public Relations     | Head of Investor Relations |
| esther.gerster@converium.com | zuzana.drozd@converium.com |
| Phone: +41 (0) 1 639 90 22   | Phone: +41 (0) 1 639 91 20 |
| Fax: +41 (0) 1 639 70 22     | Fax: +41 (0) 1 639 71 20   |

### About Converium

Converium is an independent international multi-line reinsurer known for its innovation, professionalism and service. Today Converium employs more than 700 people in 20 offices around the globe and is organized into three business segments: Standard Property & Casualty Reinsurance, Specialty Lines and Life & Health Reinsurance. Converium has a "BBB+" rating (outlook stable) from Standard & Poor's and a "B++" rating (outlook stable) from A.M. Best Company.

### Important Disclaimer

This document contains forward-looking statements as defined in the U.S. Private Securities Litigation Reform Act of 1995. It contains forward-looking statements and information relating to the Company's financial condition, results of operations, business, strategy and plans, based on currently available information. These statements are often, but not always, made through the use of words or phrases such as 'seek to', 'expects', 'should continue', 'believes', 'anticipates', 'estimates' and 'intends'. The specific forward-looking statements cover, among other matters, the reinsurance market, the Company's operating results, the rating environment and the prospect for improving results. Such statements are inherently subject to certain risks and uncertainties. Actual future results and trends could differ materially from those set forth in such statements due to various factors. Such factors include general economic conditions, including in particular economic conditions; the frequency, severity and development of insured loss events arising out of catastrophes, as well as man-made disasters; the ability to exclude and to reinsure the risk of loss from terrorism; fluctuations in interest rates; returns on and fluctuations in the value of fixed-income investments, equity investments and properties; fluctuations in foreign currency exchange rates; rating agency actions; changes in laws and regulations and general competitive

## Edgar Filing: CONVERIUM HOLDING AG - Form 6-K

factors, and other risks and uncertainties, including those detailed in the Company's filings with the U.S. Securities and Exchange Commission and the SWX Swiss Exchange. The Company does not assume any obligation to update any forward-looking statements, whether as a result of new information, future events or otherwise. [www.converium.com](http://www.converium.com)

### SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned, thereunto duly authorized.

CONVERIUM HOLDING AG

By: /s/ Terry Clarke  
Name: Terry Clarke  
Title: CEO

By: /s/ Christian Felderer  
Name: Christian Felderer  
Title: General Legal Counsel

Date: April 14, 2005