

PARTNERRE LTD

Form S-4

March 16, 2015

As filed with the Securities and Exchange Commission on March 13, 2015

Registration No. 333-_____

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549
FORM S-4
REGISTRATION STATEMENT
UNDER
THE SECURITIES ACT OF 1933
PARTNERRE LTD.
AXIS CAPITAL HOLDINGS LIMITED

(Exact Name of Registrant as Specified in Its Charter)

BERMUDA	6331	Not Applicable
(State or Other Jurisdiction of Incorporation or Organization)	(Primary Standard Industrial Classification Code Number)	(I.R.S. Employer Identification Number)
BERMUDA	6331	Not Applicable
(State or Other Jurisdiction of Incorporation or Organization)	(Primary Standard Industrial Classification Code Number)	(I.R.S. Employer Identification Number)
90 Pitts Bay Road		
Pembroke HM 08		
Bermuda		
(441) 292-0888		
(Address, Including Zip Code, and Telephone Number, Including Area Code, of Registrant's Principal Executive Offices)		

c/o Theodore C. Walker
PartnerRe U.S. Corporation
One Greenwich Plaza
Greenwich, CT 06830-6352
(203) 485-4200
(Name, Address, Including Zip Code, and Telephone Number, Including Area Code, of Agent For Service)

92 Pitts Bay Road
Pembroke HM 08
Bermuda
(441) 496-2600
(Address, Including Zip Code, and Telephone Number, Including Area Code, of Registrant's Principal
Executive Offices)

CT Corporation System
111 Eighth Avenue, 13th Floor
New York, New York 10011
(212) 894-8940
(Name, Address, Including Zip Code, and Telephone Number, Including Area Code, of Agent For
Service)

Copies to:

William Babcock Executive Vice President & Chief Financial Officer PartnerRe Ltd. 90 Pitts Bay Road Pembroke HM 08 Bermuda (441) 292-0888	Richard T. Gieryn, Jr., Esq. Corporate Secretary, General Counsel AXIS Capital Holdings Limited 92 Pitts Bay Road Pembroke HM 08 Bermuda (441) 496-2600	Phillip R. Mills, Esq. Richard J. Sandler, Esq. Davis Polk & Wardwell LLP 450 Lexington Avenue New York, NY 10017 (212) 450-4000	Gary Horowitz, Esq. Patrick Naughton, Esq. Lesley Peng, Esq. Simpson Thacher & Bartlett LLP 425 Lexington Avenue New York, NY 10017 (212) 455-2000
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Approximate date of commencement of proposed sale of the securities to the public: As soon as practicable after this Registration Statement becomes effective and upon consummation of the amalgamation described in the enclosed joint proxy statement/prospectus.

If the securities being registered on this Form are being offered in connection with the formation of a holding company and there is compliance with General Instruction G, check the following box.

If this Form is filed to register additional securities for an offering pursuant to Rule 462(b) under the Securities Act, as amended, check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering.

If this Form is a post-effective amendment filed pursuant to Rule 462(d) under the Securities Act, check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering.

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, or a smaller reporting company. See the definitions of “large accelerated filer,” “accelerated filer” and “smaller reporting company” in Rule 12b-2 of the Exchange Act.

Large accelerated filer

Accelerated filer

Non-accelerated filer (Do not check if a smaller reporting company)

Smaller reporting company

If applicable, place an X in the box to designate the appropriate rule provision relied upon in conducting this transaction:

Exchange Act Rule 13e-4(i) (Cross-Border Issuer Tender Offer)
Third-Party Tender Offer)

Exchange Act Rule 14d-1(d) (Cross-Border

The registrant hereby amends this registration statement on such date or dates as may be necessary to delay its effective date until the registrant shall file a further amendment which specifically states that this registration statement shall thereafter become effective in accordance with Section 8(a) of the Securities Act of 1933, as amended, and the rules thereunder, or until the registration statement shall become effective on such dates as the Securities and Exchange Commission, acting pursuant to said Section 8(a), may determine.

CALCULATION OF REGISTRATION FEE

Title Of Each Class Of Securities To Be Registered	Amount To Be Registered(1)	Proposed Maximum Offering Price Per Share	Proposed Maximum Aggregate Offering Price(2)	Amount Of Registration Fee(3)
Common Shares, par value \$0.0125 per share	204,187,924	N/A	\$10,539,395,734	\$ 1,224,678

(1) This is the number of common shares, par value \$0.0125 per share, of Newco (“Newco common shares”) to be issued upon the consummation of the amalgamation (the “amalgamation”) contemplated by the Agreement and Plan of Amalgamation, dated as of January 25, 2015 and amendments thereto dated as of February 17, 2015 and March 10, 2015 (as amended, the “amalgamation agreement”), by and among PartnerRe Ltd. (“PartnerRe”) and AXIS Capital

Holdings Limited (“AXIS”). This number is the number of Newco common shares that are issuable in exchange for PartnerRe common shares, par value \$1.00 per share (“PartnerRe common shares”) and AXIS common shares, par value \$0.0125 per share (“AXIS common shares”) pursuant to the amalgamation agreement.

- (2) Pursuant to Rules 457(f)(1) and 457(c) under the Securities Act of 1933 and solely for the purpose of calculating the registration fee, the proposed maximum aggregate offering price is the sum of (a) the product obtained by multiplying (i) \$51.03 (the average of the high and low prices of AXIS common shares on March 6, 2015) by (ii) 100,838,704 AXIS common shares (the maximum number of AXIS common shares that may be exchanged in the amalgamation), plus (b) the product obtained by multiplying (x) \$113.77 (the average of the high and low prices of PartnerRe common shares on March 6, 2015) by (y) 47,407,899 PartnerRe common shares (the maximum number of PartnerRe common shares that may be exchanged in the amalgamation).
- (3) Determined in accordance with Section 6(b) of the Securities Act by multiplying the proposed maximum aggregate offering price by 0.0001162.
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The information in this joint proxy statement/prospectus is not complete and may be changed. A registration statement relating to the securities described in this joint proxy statement/prospectus has been filed with the Securities and Exchange Commission. The securities described herein may not be sold nor may offers to buy these securities be accepted until the registration statement (of which this joint proxy statement/prospectus forms a part) becomes effective. This joint proxy statement/prospectus is not an offer to sell the securities described herein and none of AXIS, PartnerRe and Newco is soliciting an offer to buy such securities in any state or jurisdiction in which such sale or offer is not permitted.

PRELIMINARY—SUBJECT TO COMPLETION—MARCH 13, 2015

AN AMALGAMATION PROPOSAL—YOUR VOTE IS IMPORTANT

To the Shareholders of PartnerRe Ltd. and AXIS Capital Holdings Limited:

The boards of directors of PartnerRe Ltd. and AXIS Capital Holdings Limited each have unanimously approved and adopted an Agreement and Plan of Amalgamation, dated as of January 25, 2015, between PartnerRe and AXIS and amendments thereto dated as of February 17, 2015 and March 10, 2015 (together, the “amalgamation agreement”). A conformed copy of the amalgamation agreement, which includes the amendments thereto, is included as Annex A to the attached proxy statement/prospectus. Pursuant to the amalgamation agreement, PartnerRe and AXIS will amalgamate with the resulting company being named “Newco”. We believe Newco, which we sometimes refer to as the “amalgamated company”, will establish itself as a leading specialty insurance and reinsurance company, operating through established platforms with the enhanced scale and financial flexibility to manage its business and deliver superior value over time.

Upon the consummation of the amalgamation, PartnerRe shareholders who hold common shares will be entitled to receive 2.18 common shares of Newco, par value \$0.0125 per share (the “Newco common shares”), for each common share of PartnerRe (the “PartnerRe exchange ratio”), par value \$1.00 per share (“PartnerRe common shares”), and AXIS shareholders who hold common shares will be entitled to receive one Newco common share for each common share of AXIS (the “AXIS exchange ratio” and, with the PartnerRe exchange ratio, the “exchange ratios”), par value \$0.0125 per share (“AXIS common shares”), which such shareholders respectively own immediately prior to the effective time of the amalgamation (or the “effective time”), together with cash in lieu of fractional Newco common shares that such shareholders would otherwise be entitled to receive, as further described in the amalgamation agreement. The exchange ratios are fixed and will not be adjusted to reflect share price changes prior to the closing of the amalgamation. Based on the closing price of PartnerRe common shares and AXIS common shares on the New York Stock Exchange, Inc. (the “NYSE”) on January 23, 2015, the last trading day before public announcement of the amalgamation, the exchange ratio represented approximately \$[] in value for each share of PartnerRe common shares and AXIS common shares, respectively. PartnerRe common shares are currently traded on the NYSE under the symbol “PRE,” and AXIS common shares are currently traded on the NYSE under the symbol “AXS.” We intend to apply to list the Newco common shares on the NYSE. Each PartnerRe preferred share and each AXIS preferred share issued and outstanding immediately prior to the effective time will continue as a preferred share of Newco and will be entitled to the same dividend and other relative rights, preferences, limitations and restrictions as are now provided by the respective certificate of designation, preferences and rights of such PartnerRe preferred shares or AXIS preferred shares, respectively.

Based on the estimated number of PartnerRe common shares and AXIS common shares that will be outstanding immediately prior to the closing of the amalgamation, we estimate that, on a fully diluted basis, upon such closing, former PartnerRe shareholders will own approximately 51.6% of the amalgamated company and former AXIS shareholders will own approximately 48.4% of the amalgamated company. At the effective time, each PartnerRe preferred share and each AXIS preferred share issued and outstanding immediately prior to the effective time will continue as a preferred share of Newco and will be entitled to the same dividend and other relative rights,

preferences, limitations and restrictions as are now provided by the respective certificate of designation, preferences and rights of such PartnerRe preferred shares or AXIS preferred shares, respectively.

The amalgamation is generally intended, for U.S. federal income tax purposes, to be tax free to shareholders of PartnerRe common shares and AXIS common shares, other than with respect to any cash that shareholders of PartnerRe receive in lieu of fractional Newco common shares.

PartnerRe and AXIS will each hold a meeting of their respective shareholders (the “special general meetings”) in connection with the amalgamation. At the special general meeting of PartnerRe shareholders, (the “PartnerRe special general meeting”), PartnerRe shareholders holding PartnerRe common shares will be asked to vote on (1) the adoption of the amalgamation agreement, the statutory amalgamation agreement and the amalgamation, (2) the compensation advisory proposal and (3) the adjournment of the PartnerRe special general meeting, if necessary or appropriate, to solicit additional proxies if there are insufficient votes to approve the amalgamation agreement, the statutory amalgamation agreement and the amalgamation at such special general meeting whilst PartnerRe shareholders holding PartnerRe preferred shares will be entitled to vote on proposals (1) and (3). At the special general meeting of AXIS shareholders (the “AXIS special general meeting”), AXIS shareholders holding AXIS common shares will be asked to vote on the approval of (1) an amendment to the AXIS bye-laws (the “bye-law amendment”), (2) the adoption of the amalgamation agreement, the statutory amalgamation agreement and the amalgamation, (3) the compensation advisory proposal and (4) the adjournment of the AXIS special general meeting, if necessary or appropriate, to solicit additional proxies if there are insufficient votes to approve the amalgamation agreement, the statutory amalgamation agreement and the amalgamation at such special general meeting whilst AXIS shareholders holding AXIS preferred shares will be entitled to vote on proposals (2) and (4).

We cannot complete the amalgamation unless the shareholders of each of AXIS and PartnerRe approve the proposals related to the amalgamation. Your vote is very important, regardless of the number of shares you own. Whether or not you expect to attend the special general meeting in person, please take the time to vote on the proposals by signing and returning the enclosed proxy card or voting instruction form, or by submitting your proxy over the Internet or by telephone, as soon as possible to ensure that your shares may be represented and voted at the applicable special general meeting.

The PartnerRe board of directors has unanimously (1) determined that the amalgamation, on the terms and conditions set forth in the amalgamation agreement, is fair to, and in the best interests of, PartnerRe, (2) approved the amalgamation agreement, the statutory amalgamation agreement and the transactions contemplated thereby and (3) resolved that the amalgamation proposal be submitted to the PartnerRe shareholders for their consideration at the special general meeting. Accordingly, the PartnerRe board of directors unanimously recommends that PartnerRe shareholders vote (1) “FOR” the amalgamation proposal and (2) “FOR” the other proposals described in this joint proxy statement/prospectus in respect of which they are entitled to vote.

The AXIS board of directors has unanimously (1) determined that the bye-law amendment is advisable to and in the best interests of AXIS, and authorized and approved the bye-law amendment, (2) resolved that the bye-law amendment proposal and the amalgamation proposal be submitted to the AXIS shareholders for their consideration at the special general meeting, (3) determined that the amalgamation, on the terms and conditions set forth in the amalgamation agreement, is fair to, and in the best interests of, AXIS, and (4) approved the amalgamation agreement, the statutory amalgamation agreement and the transactions contemplated thereby. Accordingly, the AXIS board of directors unanimously recommends that AXIS shareholders vote (1) “FOR” the bye-law amendment proposal, (2) “FOR” the amalgamation proposal and (3) “FOR” the other proposals described in this joint proxy statement/prospectus in respect of which they are entitled to vote.

The accompanying joint proxy statement/prospectus contains detailed information about PartnerRe, AXIS, the meetings, the amalgamation agreement, the statutory amalgamation agreement and the amalgamation. You should read this joint proxy statement/prospectus carefully and in its entirety before voting, including the section entitled “Risk Factors” beginning on page 20.

We look forward to the successful amalgamation of PartnerRe and AXIS.

Sincerely,

Jean-Paul Montupet
Chairman of the Board of Directors
PartnerRe Ltd.

Michael A. Butt
Chairman of the Board of Directors
AXIS Capital Holdings Limited

None of the Securities and Exchange Commission, any state securities commission, the Registrar of Companies in Bermuda, the Bermuda Monetary Authority or any other regulatory body has approved or disapproved of the securities to be issued under this joint proxy statement/prospectus or determined if this joint proxy statement/prospectus is accurate or adequate. Any representation to the contrary is a criminal offense.

This joint proxy statement/prospectus is dated , 2015 and is first being mailed to the holders of shares of PartnerRe and AXIS on or about , 2015.

90 Pitts Bay Road

Pembroke HM 08 Bermuda

NOTICE OF SPECIAL GENERAL MEETING OF SHAREHOLDERS
TO BE HELD ON [•], 2015

[•], 2015

To the Shareholders of PartnerRe Ltd.:

Notice is hereby given that a special general meeting of shareholders (which we refer to as the “PartnerRe special general meeting”) of PartnerRe Ltd. (which we refer to as “PartnerRe”) will be held at PartnerRe’s offices at 90 Pitts Bay Road, Pembroke HM 08 Bermuda, on [•], 2015 at [9:00 a.m.], Atlantic time, for the following purposes:

- Proposal 1: to consider and vote on a proposal to approve and adopt the amalgamation agreement, the statutory amalgamation agreement and the amalgamation;
- Proposal 2: to consider and vote on a proposal, on an advisory (nonbinding) basis, to approve the compensation that may be paid or become payable to PartnerRe’s named executive officers in connection with the amalgamation; and
- Proposal 3: to consider and vote on a proposal to adjourn the PartnerRe special general meeting, if necessary or appropriate, to solicit additional proxies, if there are insufficient votes to approve the amalgamation proposal at such special general meeting.

Consummation of the amalgamation is conditioned on, among other things, the approval of Proposal 1 above (which we refer to as the “amalgamation proposal”), but is not conditional on the approval of Proposals 2 and 3.

Only PartnerRe shareholders of record, as shown in PartnerRe’s register of members at the close of business on [], 2015, will be entitled to notice of, and to vote at, the PartnerRe special general meeting and any postponement or adjournment thereof. Of such PartnerRe shareholders, the holders of PartnerRe common shares (as defined below) will be entitled to vote on all of the above proposals and the holders of PartnerRe preferred shares (as defined below) will be entitled to vote on only Proposal 1 and Proposal 3.

Your vote is important. Whether or not you plan to attend the PartnerRe special general meeting, please take the time to vote on the proposals by signing and returning the enclosed proxy card or voting instruction form, or by submitting your proxy over the Internet or by telephone, as soon as possible to ensure that your shares may be represented and voted at the special general meeting.

At any time prior to their being voted at the PartnerRe special general meeting, proxies are revocable by written notice to the Secretary of PartnerRe, by a duly executed proxy bearing a later date or by voting in person at the PartnerRe special general meeting.

The PartnerRe board of directors considers the fair value for each common share of PartnerRe, par value US\$1.00 per share (which we refer to as “PartnerRe common shares”) to be 2.18 common shares par value US\$0.0125 each of the Bermuda exempted company which would continue as a result of an amalgamation of AXIS Capital Holdings Limited with PartnerRe (which we refer to as the “amalgamated company”). The PartnerRe board of directors considers the fair value for each preferred share of PartnerRe, par value US\$1.00 per share (which

we refer to as “PartnerRe preferred shares”) to be such preferred share continuing as a preferred share par value US\$[1.00] each of the amalgamated company with the same dividend and other relative rights, preferences, limitations and restrictions as are now provided by its certificate of designation. PartnerRe shareholders who are not satisfied that they have been offered fair value for their shares and whose shares are not voted in favor of the amalgamation proposal may exercise their appraisal rights under the Companies Act 1981 of Bermuda, as amended, to have the fair value of their shares appraised by the Supreme Court of Bermuda. PartnerRe shareholders intending to exercise appraisal rights MUST file their application for appraisal of the fair value of their shares with the Supreme Court of Bermuda within ONE MONTH of the giving of the notice convening the special general meeting.

By order of the Board of Directors,

Christine Patton
Secretary and Corporate Counsel to
the Board

Pembroke, Bermuda
[], 2015

92 Pitts Bay Road
Pembroke HM 08 Bermuda

NOTICE OF SPECIAL GENERAL MEETING OF SHAREHOLDERS
TO BE HELD ON [•], 2015

[•], 2015

To the Shareholders of AXIS Capital Holdings Limited:

Notice is hereby given that a special general meeting of shareholders (which we refer to as the “AXIS special general meeting”) of AXIS Capital Holdings Limited (which we refer to as “AXIS”) will be held at AXIS’ offices at 92 Pitts Bay Road, Pembroke HM 08 Bermuda, on [•], 2015 at [9:00 a.m.], Atlantic time, for the following purposes:

- Proposal 1: to consider and vote on a proposal to approve amending the AXIS bye-laws by inserting the words “(including for the purposes of Section 106(4A) of the Act)” after the first mention of the word “business” in bye-law 38 (Quorum for general meetings) and after the word “meeting” in subparagraph (1) of bye-law 43 (Voting at meetings);
- Proposal 2: to consider and vote on a proposal to approve and adopt the amalgamation agreement, the statutory amalgamation agreement and the amalgamation;
- Proposal 3: to consider and vote on a proposal, on an advisory (nonbinding) basis, to approve the compensation that may be paid or become payable to AXIS’ named executive officers in connection with the amalgamation; and
- Proposal 4: to consider and vote on a proposal to adjourn the AXIS special general meeting, if necessary or appropriate, to solicit additional proxies, if there are insufficient votes to approve the amalgamation proposal at such special general meeting.

Consummation of the amalgamation is conditioned on, among other things, the approval of Proposal 2 above (which we refer to as the “amalgamation proposal”), but is not conditional on the approval of Proposals 1, 3 and 4.

Only AXIS shareholders of record, as shown in AXIS’ register of members at the close of business on [], 2015, will be entitled to notice of, and to vote at, the AXIS special general meeting and any postponement or adjournment thereof. Of such AXIS shareholders, the holders of AXIS common shares (as defined below) will be entitled to vote on all of the above proposals and the holders of AXIS preferred shares (as defined below) will be entitled to vote on only Proposal 2 and Proposal 4.

Your vote is important. Whether or not you plan to attend the AXIS special general meeting, please take the time to vote on the proposals by signing and returning the enclosed proxy card or voting instruction form, or by submitting your proxy over the Internet or by telephone, as soon as possible to ensure that your shares may be represented and voted at the AXIS special general meeting.

At any time prior to their being voted at the AXIS special general meeting, proxies are revocable by written notice to the Secretary of AXIS, by a duly executed proxy bearing a later date or by voting in person at the AXIS special general meeting.

The AXIS board of directors considers the fair value for each common share of AXIS, par value US\$0.0125 per share (which we refer to as “AXIS common shares”) to be one common share par value US\$0.0125 each of the Bermuda exempted company which would continue as a result of an amalgamation of AXIS with PartnerRe Ltd. (which we refer to as the “amalgamated company”). The AXIS board of directors considers the fair value for each preferred share of AXIS, par value US\$0.0125 per share (which we refer to as “AXIS preferred shares”) to be such preferred share continuing as a preferred share par value US\$0.0125 each of the amalgamated company with the same dividend and other relative rights, preferences, limitations and restrictions as are now provided by its certificate of designation. AXIS shareholders who are not satisfied that they have been offered fair value for their shares and whose shares are not voted in favor of the amalgamation proposal may exercise their appraisal rights under the Companies Act 1981 of Bermuda to have the fair value of their shares appraised by the Supreme Court of Bermuda. Any AXIS shareholder intending to exercise appraisal rights **MUST** file their application for appraisal of the fair value of their shares with the Supreme Court of Bermuda within **ONE MONTH** of the giving of the notice convening the special general meeting.

By order of the Board of Directors,

Richard T. Gieryn, Jr.
Corporate Secretary, General Counsel

Pembroke, Bermuda
[], 2015

ABOUT THIS JOINT PROXY STATEMENT/PROSPECTUS

This joint proxy statement/prospectus forms a part of a registration statement on Form S-4 (Registration No. 333-[•]) filed by PartnerRe and AXIS with the Securities and Exchange Commission (which we refer to as the “SEC”). It constitutes a prospectus of Newco under Section 5 of the Securities Act of 1933, as amended, and the rules and regulations promulgated thereunder, with respect to the Newco common shares to be issued to shareholders of PartnerRe and AXIS pursuant to the Agreement and Plan of Amalgamation, dated as of January 25, 2015, between PartnerRe and AXIS and the amendments thereto dated as of February 17, 2015 and March 10, 2015 (which we refer to as the “amalgamation agreement”). A conformed copy of the amalgamation agreement, which includes the amendments thereto, is included as Annex A to this joint proxy statement/prospectus. In addition, it constitutes a proxy statement under Section 14(a) of the Securities Exchange Act of 1934, as amended, and the rules and regulations promulgated thereunder (the “Exchange Act”), a notice of meeting with respect to the PartnerRe special general meeting, and a notice of meeting with respect to the AXIS special general meeting.

This joint proxy statement/prospectus is dated [•], 2015, and you should not assume that the information contained in this joint proxy statement/prospectus is accurate as of any date other than that date or that the information incorporated by reference into this joint proxy statement/prospectus is accurate as of any date other than the date of the incorporated document containing such information. Neither the mailing of this joint proxy statement/prospectus to the PartnerRe or AXIS shareholders nor the issuance by Newco of the Newco common shares pursuant to the amalgamation agreement will create any implication to the contrary.

This joint proxy statement/prospectus does not constitute an offer to sell, or a solicitation of an offer to buy, any securities, or the solicitation of a proxy, in any jurisdiction to or from any person to whom it is unlawful to make any such offer or solicitation.

Unless otherwise indicated or as the context requires, all references in this joint proxy statement/prospectus to “we,” “our,” “us” or “the parties” refer to PartnerRe and AXIS, collectively. Also, in this joint proxy statement/prospectus, “\$” refers to U.S. dollars.

See the section of this joint proxy statement/prospectus titled “Where You Can Find More Information.”

You should rely only on the information contained in or incorporated by reference into this joint proxy statement/prospectus. We have not authorized anyone to provide you with information that is different from what is contained in or incorporated by reference into this joint proxy statement/prospectus. Therefore, if anyone does give you other information, you should not rely on it. If you are in a jurisdiction where offers to exchange or sell, or solicitations of offers to exchange or purchase, the securities offered by this joint proxy statement/prospectus or the solicitation of proxies is unlawful, or if you are a person to whom it is unlawful to direct these types of activities, then the offer presented in this joint proxy statement/prospectus does not extend to you.

REFERENCES TO ADDITIONAL INFORMATION

This joint proxy statement/prospectus incorporates by reference important business and financial information about PartnerRe and AXIS from documents previously filed with the SEC that are not included in or delivered with this joint proxy statement/prospectus. This information is available to you without charge from the SEC's website at www.sec.gov. You can also obtain the documents that are incorporated by reference into this joint proxy statement/prospectus from PartnerRe or AXIS by requesting them in writing or by telephone using the following contact information:

PartnerRe Ltd. Attn: Secretary and Corporate Counsel 90 Pitts Bay Road Pembroke HM 08 Bermuda (441) 292-0888	or	AXIS Capital Holdings Limited Attn: Corporate Secretary and General Counsel 92 Pitts Bay Road Pembroke HM 08 Bermuda (441) 496-2600
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If you would like to request any documents, in order to ensure timely delivery, please do so by [•] in order to receive them before the special general meeting. PartnerRe or AXIS, as the case may be, will promptly mail properly requested documents to requesting shareholders by first-class mail, or another equally prompt means.

See the section of this joint proxy statement/prospectus titled "Where You Can Find More Information" for more information about the documents referred to in this joint proxy statement/prospectus.

In addition, if you have questions about the special general meetings, the amalgamation agreement, the bye-law amendments, the statutory amalgamation agreement or the amalgamation described in this joint proxy statement/prospectus, you may contact PartnerRe's or AXIS' proxy solicitors. If you are an AXIS shareholder and you have additional questions about the amalgamation or you would like additional copies of this joint proxy statement/prospectus or assistance voting your shares, you should contact MacKenzie Partners, Inc. at:

105 Madison Avenue
New York, NY 10016
proxy@mackenziepartners.com
Call Collect: (212) 929-5500
Toll Free: (800) 322-2885

If you are a PartnerRe shareholder and you have additional questions about the amalgamation or you would like additional copies of this joint proxy statement/prospectus or assistance voting your shares, you should contact Georgeson Inc. at:

Georgeson Inc.
480 Washington Blvd., 26th Floor
Jersey City, NJ 07310
(212) 440-9800

TABLE OF CONTENTS

	Page
<u>Questions and Answers About the Amalgamation and the Special General Meetings</u>	1
<u>Summary</u>	8
<u>Newco</u>	8
<u>PartnerRe</u>	8
<u>AXIS</u>	8
<u>Risk Factors</u>	9
<u>The Amalgamation</u>	9
<u>Amalgamation Consideration</u>	9
<u>The Amalgamation Agreement</u>	9
<u>The Special General Meetings</u>	9
<u>Recommendations of the PartnerRe Board of Directors</u>	12
<u>Recommendations of the AXIS Board of Directors</u>	12
<u>Opinion of Financial Advisor for PartnerRe</u>	13
<u>Opinion of Financial Advisor for AXIS</u>	13
<u>Conditions to Closing</u>	13
<u>Consents and Approvals</u>	14
<u>Restrictions on Solicitation of Takeover Proposals by PartnerRe and AXIS: Requirement to Submit to Vote</u>	14
<u>Termination of the Amalgamation Agreement</u>	15
<u>Effect of Termination: Termination Related Fees</u>	15
<u>Treatment of PartnerRe's Equity Awards</u>	16
<u>Treatment of AXIS' Equity Awards</u>	16
<u>Interests of PartnerRe's Directors and Executive Officers in the Amalgamation</u>	17
<u>Interests of AXIS' Directors and Executive Officers in the Amalgamation</u>	17
<u>Dividends and Distributions</u>	17
<u>Material U.S. Federal Income Tax Consequences</u>	17
<u>Listing of Newco Common Shares</u>	18
<u>Comparison of Shareholder Rights</u>	18
<u>Appraisal Rights</u>	18
<u>Forward-Looking Statements</u>	19
<u>Risk Factors</u>	21
<u>Risk Factors Relating to the Amalgamation</u>	21
<u>Risk Factors Relating to Newco Following the Amalgamation</u>	24
<u>Other Risk Factors Relating to PartnerRe</u>	28
<u>Other Risk Factors Relating to AXIS</u>	29
<u>The Companies</u>	29
<u>Newco</u>	29
<u>PartnerRe</u>	29
<u>AXIS</u>	29
<u>Selected Historical Consolidated Financial Data of PartnerRe</u>	30
<u>Selected Historical Consolidated Financial Data of AXIS</u>	33
<u>Preliminary Unaudited Pro Forma Condensed Consolidated Financial Information</u>	35
<u>Notes To Preliminary Unaudited Pro Forma Condensed Consolidated Financial Statements</u>	39
<u>Comparative Per Share Data</u>	47
<u>Market Price and Dividend Information</u>	49

<u>PartnerRe</u>	49
<u>AXIS</u>	49
<u>The Amalgamation</u>	52
<u>Effects of the Amalgamation</u>	52
<u>Background of the Amalgamation</u>	52
<u>PartnerRe's Reasons for the Amalgamation and Recommendation of PartnerRe's Board of Directors</u>	63
<u>AXIS' Reasons for the Amalgamation and Recommendation of the AXIS Board of Directors</u>	63
<u>Certain PartnerRe Prospective Financial Information</u>	69
<u>Certain AXIS Prospective Financial Information</u>	71
<u>Opinion of PartnerRe's Financial Advisor</u>	72

x

Table of Contents

<u>Opinion of AXIS’ Financial Advisor</u>	78
<u>Leadership of the Amalgamated Company</u>	82
<u>Interests of PartnerRe’s Directors and Executive Officers in the Amalgamation</u>	83
<u>Interests of AXIS’ Directors and Executive Officers in the Amalgamation</u>	88
<u>Dividends and Distributions</u>	93
<u>Regulatory Clearances Required for the Amalgamation</u>	93
<u>Exchange of Shares in the Amalgamation</u>	94
<u>Listing of Newco Common Shares</u>	95
<u>Delisting of PartnerRe and AXIS Common Shares</u>	95
<u>Dissenters’ Rights of Appraisal for PartnerRe and AXIS Shareholders</u>	95
<u>The Amalgamation Agreement</u>	96
<u>Structure of the Amalgamation</u>	96
<u>Closing: Effective Time of the Amalgamation</u>	97
<u>Amalgamation Consideration</u>	97
<u>Exchange of Shares in the Amalgamation</u>	97
<u>Treatment of Share Options and Other Share-Based Awards and Programs</u>	98
<u>Representations and Warranties</u>	99
<u>Conduct of Business</u>	101
<u>No Solicitation of Acquisition Proposals</u>	103
<u>Efforts to Obtain Required Shareholder Votes</u>	106
<u>Efforts to Complete the Amalgamation</u>	106
<u>Consents and Approvals</u>	107
<u>Governance Matters After the Amalgamation</u>	107
<u>Directors’ and Officers’ Indemnification and Insurance</u>	107
<u>Employees and Employee Benefits</u>	108
<u>Other Covenants and Agreements</u>	108
<u>Conditions to Consummation of the Amalgamation</u>	109
<u>Termination of the Amalgamation Agreement</u>	111
<u>New York Stock Exchange De-listing and Exchange Act Deregistration</u>	111
<u>Effect of Termination: Liability for Breach</u>	111
<u>Expenses</u>	112
<u>Amendments, Extensions and Waivers</u>	113
<u>Governing Law: Jurisdiction</u>	113
<u>Dissenting Shares</u>	113
<u>No Third-Party Beneficiaries</u>	113
<u>Specific Performance</u>	113
<u>Regulatory Matters</u>	114
<u>Antitrust</u>	114
<u>Insurance and Other Regulatory Matters</u>	114
<u>The PartnerRe Special General Meeting</u>	116
<u>Date, Time and Place</u>	116
<u>Purposes of the PartnerRe Special General Meeting</u>	116
<u>PartnerRe Record Date and Voting by PartnerRe Directors and Executive Officers</u>	116
<u>Quorum</u>	116
<u>Required Vote</u>	117
<u>Voting Securities</u>	117
<u>Abstentions and “Broker Non-Votes”</u>	117
<u>Proposals to Be Submitted to PartnerRe Shareholders: Voting Requirements and Recommendations</u>	118
<u>Proposal 1. Approval and Adoption of the Amalgamation Proposal</u>	118

<u>Proposal 2. Approval of the Compensation Advisory Proposal</u>	118
<u>Proposal 3. Approval of the Adjournment Proposal</u>	119
<u>The AXIS Special General Meeting</u>	120
<u>Date, Time and Place</u>	120
<u>Purposes of the AXIS Special General Meeting</u>	120
<u>AXIS Record Date and Voting by AXIS Directors and Executive Officers</u>	120
<u>Quorum</u>	120
<u>Required Vote</u>	121
<u>Voting Securities</u>	121

Table of Contents

<u>Abstentions and “Broker Non-Votes”</u>	122
<u>Proposals to Be Submitted to AXIS Shareholders: Voting Requirements and Recommendations</u>	123
<u>Proposal 1. Approval of the Bye-Law Amendment</u>	123
<u>Proposal 2. Approval and Adoption of the Amalgamation Proposal</u>	123
<u>Proposal 3. Approval of the Compensation Advisory Proposal</u>	124
<u>Proposal 4. Approval of the Adjournment Proposal</u>	124
<u>Comparison of Shareholder Rights</u>	126
<u>Material U.S. Federal Income Tax Consequences</u>	154
<u>Description of Share Capital</u>	162
<u>General</u>	162
<u>Authorized Share Capital</u>	162
<u>Common Shares</u>	162
<u>Preferred shares</u>	163
<u>Adjustment of Voting Power</u>	163
<u>Dividend Rights</u>	164
<u>Variation of Rights</u>	164
<u>Transfer of Shares</u>	164
<u>Compulsory Acquisitions: Appraisal Rights</u>	165
<u>Meetings of Shareholders</u>	166
<u>Quorum</u>	166
<u>Access to Books and Records and Dissemination of Information</u>	166
<u>Director Nominations by Shareholders</u>	167
<u>Shareholder Proposals</u>	168
<u>Election and Removal of Directors</u>	168
<u>Proceedings of Board of Directors</u>	169
<u>Indemnification of Directors and Officers</u>	169
<u>Amendment of Memorandum of Association and Bye-Laws</u>	170
<u>Amalgamations and Mergers</u>	170
<u>Registrar or Transfer Agent</u>	171
<u>Certain Provisions of Bermuda Law</u>	171
<u>Share Certificates</u>	171
<u>Stock Exchange Listing</u>	171
<u>Certain Relationships and Related Transactions</u>	172
<u>PartnerRe and AXIS</u>	172
<u>PartnerRe</u>	172
<u>AXIS</u>	172
<u>Legal Matters</u>	173
<u>Experts</u>	173
<u>Enforceability of Civil Liabilities under the United States Federal Securities Laws</u>	173
<u>Costs of Soliciting Proxies</u>	174
<u>Future Shareholder Proposals</u>	174
<u>Other Matters</u>	174
<u>Householding of Joint Proxy Statement/Prospectus</u>	174
<u>Where You Can Find More Information</u>	175
<u>Annex A: Agreement and Plan of Amalgamation</u>	
<u>Annex B: Opinion of Credit Suisse Securities (USA) LLC</u>	
<u>Annex C: Opinion of Goldman, Sachs & Co.</u>	
<u>Part II Information not Required in Prospectus: Undertakings</u>	178

Table of Contents

QUESTIONS AND ANSWERS ABOUT THE AMALGAMATION AND THE SPECIAL GENERAL MEETINGS

The following questions and answers highlight selected information from this joint proxy statement/prospectus and may not contain all the information that is important to you. We encourage you to read this entire document carefully.

Q: Why am I receiving this joint proxy statement/prospectus?

A: PartnerRe and AXIS have entered into the amalgamation agreement, pursuant to which PartnerRe and AXIS will amalgamate and continue thereafter as a Bermuda exempted company, Newco.

In order to consummate the amalgamation, the PartnerRe shareholders and AXIS shareholders must approve certain proposals and the transactions related to the amalgamation described in this joint proxy statement/prospectus. PartnerRe and AXIS will hold separate special general meetings to obtain these approvals. This joint proxy statement/prospectus, which you should read carefully, contains important information about the amalgamation and related transactions and other matters being considered at the PartnerRe and AXIS special general meetings.

Q: When and where are the special general meetings?

A: The PartnerRe special general meeting will take place at [9:00 a.m.], Atlantic time, on [], 2015, at PartnerRe's offices at 90 Pitts Bay Road, Pembroke HM 08 Bermuda and the AXIS special general meeting will take place concurrently at [9:00 a.m.], Atlantic time, on [], 2015, at AXIS' offices at 92 Pitts Bay Road, Pembroke HM 08 Bermuda.

Q: What is happening at the special general meetings?

A: At the PartnerRe special general meeting, the holders of PartnerRe preferred shares will be asked to consider and vote only on Proposal 1 and Proposal 3 below and the holders of PartnerRe common shares will be asked to consider and vote on all of the proposals:

- Proposal 1: to approve and adopt the amalgamation agreement, the statutory amalgamation agreement and the amalgamation (which we refer to as the "amalgamation proposal");
- Proposal 2: on an advisory (nonbinding) basis, to approve the compensation that may be paid or become payable to PartnerRe's named executive officers in connection with the amalgamation; and
- Proposal 3: to approve the adjournment of the special general meeting, if necessary or appropriate, to solicit additional proxies, in the event that there are insufficient votes to approve the amalgamation proposal at the special general meeting (which we refer to as the "adjournment proposal").

At the AXIS special general meeting, the holders of AXIS preferred shares will be asked to consider and vote only on Proposal 2 and Proposal 4 below and the holders of AXIS common shares will be asked to consider and vote on all of the following proposals:

- Proposal 1: to approve amending the AXIS bye-laws by inserting the words "(including for the purposes of Section 106(4A) of the Act)" after the first mention of the word "business" in bye-law 38 (Quorum for general meetings) and after the word "meeting" in subparagraph (1) of bye-law 43 (Voting at meetings);
- Proposal 2: to approve and adopt the amalgamation agreement, the statutory amalgamation agreement and the amalgamation (which we refer to as the "amalgamation proposal");

- Proposal 3: on an advisory (nonbinding) basis, to approve the compensation that may be paid or become payable to AXIS' named executive officers in connection with the amalgamation; and

Table of Contents

- Proposal 4: to approve an adjournment of the special general meeting, if necessary or appropriate, to solicit additional proxies, in the event that there are insufficient votes to approve the amalgamation proposal at the special general meeting (which we refer to as the “adjournment proposal”).

Q: What will happen in the amalgamation?

A: If the PartnerRe and AXIS shareholders approve and adopt the amalgamation proposal and all other conditions to the amalgamation have been satisfied or waived, PartnerRe and AXIS will amalgamate and Newco will continue as a Bermuda exempted company. At the effective time of the amalgamation, the amalgamated company will succeed to and assume all the rights, properties, liabilities and obligations of PartnerRe and AXIS.

Q: What will PartnerRe and AXIS shareholders receive in the amalgamation?

A: Pursuant to the terms of the amalgamation agreement and the statutory amalgamation agreement, each PartnerRe common share issued and outstanding immediately prior to the effective time shall automatically be cancelled and converted into the right to receive 2.18 Newco common shares. PartnerRe common shareholders will receive cash in lieu of any fractional Newco common share.

Pursuant to the amalgamation agreement and the statutory amalgamation agreement, each AXIS common share issued and outstanding immediately prior to the effective time shall automatically be cancelled and converted into the right to receive one Newco common share. AXIS common shareholders will receive cash in lieu of any fractional Newco common share.

Pursuant to the terms of the amalgamation agreement and the statutory amalgamation agreement, each PartnerRe preferred share and each AXIS preferred share issued and outstanding immediately prior to the effective time will continue as a preferred share of Newco and will be entitled to the same dividend and other relative rights, preferences, limitations and restrictions as are now provided by the respective certificate of designation, preferences and rights of such PartnerRe preferred shares or AXIS preferred shares, respectively.

Q: Are shareholders able to exercise appraisal rights?

A: Dissenting shareholders may exercise, within one month after the date the notice convening the respective PartnerRe or AXIS special general meeting is deemed to have been given, appraisal rights under Bermuda law to have the fair value of their PartnerRe common shares or preferred shares or AXIS common shares or preferred shares, as applicable appraised by the Bermuda Court subject to compliance with all of the required procedures, as described in the section of this joint proxy statement/prospectus titled “The Amalgamation—Dissenters’ Rights of Appraisal for PartnerRe and AXIS Shareholders.”

Q: When do the parties expect to complete the amalgamation?

A: The parties expect to complete the amalgamation in the third quarter of 2015, although there can be no assurance that the parties will be able to do so. The closing of the amalgamation is subject to customary closing conditions, including shareholder approvals and receipt of certain insurance and other regulatory approvals. Please see the section of this joint proxy statement/prospectus titled “The Amalgamation Agreement—Conditions to the Amalgamation” for more information.

Q: What happens if the amalgamation is not completed?

A: If the amalgamation proposal is not approved by either the requisite vote of the AXIS shareholders or the requisite vote of PartnerRe shareholders, or the amalgamation is not completed for any other reason, AXIS and PartnerRe will not amalgamate and AXIS shareholders and PartnerRe shareholders will not receive their respective consideration under the amalgamation agreement (the “amalgamation consideration”), which is described in greater detail in the section of this joint proxy statement/prospectus titled “Summary—Amalgamation Agreement”). Instead, AXIS shareholders will continue to own their AXIS common shares or AXIS preferred shares, as the case may be, and PartnerRe shareholders will continue to own their PartnerRe common shares or PartnerRe preferred shares, as the case may be. AXIS and PartnerRe will each remain independent public companies and the AXIS common shares and PartnerRe common shares will continue to be registered under the Exchange Act and traded on the NYSE. If the amalgamation agreement is terminated under certain specified circumstances, AXIS or PartnerRe, as the case may be, may be required to pay the other party a fee of \$55 million or \$250 million and out of pocket costs and expenses

Table of Contents

in connection with the amalgamation in an amount not to exceed \$35 million, as described in the sections of this joint proxy statement/prospectus titled “The Amalgamation Agreement—Termination of the Amalgamation Agreement” and “The Amalgamation Agreement—Effects of Termination; Liability for Breach.”

Q: What are the U.S. federal income tax consequences of the amalgamation?

A: The amalgamation is intended to qualify as a reorganization for U.S. federal income tax purposes within the meaning of Section 368(a) of the Internal Revenue Code of 1986, as amended, (the “Code”). Accordingly, a U.S. holder (as defined in the section of this joint proxy statement/ prospectus titled “Material U.S. Federal Income Tax Consequences”) generally will not recognize any gain or loss for U.S. federal income tax purposes on the exchange of PartnerRe common shares or AXIS common shares for Newco common shares, except with respect to any cash received in lieu of a fractional Newco common share. Please see the section titled “Material U.S. Federal Income Tax Consequences” for more information.

YOU SHOULD READ THE SECTION OF THIS JOINT PROXY STATEMENT/PROSPECTUS TITLED “MATERIAL U.S. FEDERAL INCOME TAX CONSEQUENCES” FOR A MORE DETAILED DISCUSSION OF THE U.S. FEDERAL INCOME TAX CONSEQUENCES OF THE AMALGAMATION. TAX MATTERS ARE COMPLICATED AND THE TAX CONSEQUENCES OF THE AMALGAMATION TO YOU WILL DEPEND UPON THE FACTS OF YOUR PARTICULAR SITUATION. BECAUSE INDIVIDUAL CIRCUMSTANCES MAY DIFFER, THE PARTIES URGE YOU TO CONSULT WITH YOUR TAX ADVISOR AS TO THE SPECIFIC TAX CONSEQUENCES OF THE AMALGAMATION TO YOU, INCLUDING THE APPLICABILITY OF U.S. FEDERAL, STATE, LOCAL, FOREIGN AND OTHER TAX LAWS.

Q: Why are AXIS’ shareholders voting on the bye-law amendment proposal?

A: The AXIS bye-laws do not currently provide for the required vote and quorum at a general meeting of shareholders to consider an amalgamation or merger of AXIS with another company. The Bermuda Companies Act 1981, as amended (which we refer to as the “Companies Act”), however, does permit a company’s bye-laws to provide for the required vote and quorum at a general meeting of shareholders to consider an amalgamation or merger and, in the absence thereof, the required vote and quorum under the Companies Act requires the resolution of the shareholders must be approved by the affirmative vote of 75% of those voting at the general meeting, the quorum for which is two persons at least holding or representing by proxy more than one-third of the issued shares of the company. Under this proposal, the amendment to the AXIS bye-laws would result in the required vote and quorum at a general meeting of shareholders to consider an amalgamation or merger of AXIS with another company being aligned with the existing required vote and quorum for a resolution of the shareholders currently provided for in AXIS’ bye-laws. Accordingly, in this proposal, AXIS is asking its shareholders to approve amending the AXIS bye-laws to provide that an amalgamation or merger of AXIS with another company requires the affirmative vote of a majority of the votes cast at an AXIS general meeting, at which the quorum required is two or more persons present in person and representing in person or by proxy shares representing more than 50% of the aggregate voting power of all AXIS shares.

Q: What shareholder vote is required to approve the items to be voted on at the special general meetings, including the amalgamation?

PartnerRe

A: The holders of PartnerRe preferred shares will be entitled to vote on only the amalgamation proposal and the adjournment proposal, whereas the holders of PartnerRe common shares will be entitled to vote on all of the proposals. Each PartnerRe share, including the PartnerRe preferred shares, carries the right to vote on the amalgamation proposal and, the affirmative votes of a majority of votes cast at the PartnerRe special general meeting

at which a quorum under the PartnerRe's bye-laws is present, will be required to approve and adopt the amalgamation proposal. The affirmative vote of a majority of votes cast at the PartnerRe special general meeting at which a quorum under PartnerRe bye-laws is present is required to approve each other matter to be considered, including any adjournment proposal. Each PartnerRe share, including the PartnerRe preferred shares, will carry the right to vote on the adjournment proposal. Please see the description in the section of this joint proxy statement/prospectus titled "Questions and Answers About the Amalgamation and the Special General Meetings—Who is entitled to vote at the special general meetings?"

AXIS

A: The holders of AXIS preferred shares will be entitled to vote on only the amalgamation proposal and the adjournment proposal, whereas the holders of AXIS common shares will be entitled to vote on all of the proposals. The affirmative vote of a majority of the votes cast, by the holders of the AXIS common shares, at the AXIS special general meeting at which a quorum under AXIS' bye-laws is present, is required to approve the bye-law amendment

Table of Contents

proposal, which will become effective immediately if so approved. Each AXIS share, including the AXIS preferred shares, carries the right to vote on the amalgamation proposal and, if the bye-law amendment proposal is approved, the affirmative vote of a majority of the votes cast, at the AXIS special general meeting at which a quorum under AXIS' amended bye-laws is present, will be required to approve and adopt the amalgamation proposal. If the bye-law amendment proposal is not approved, then in accordance with the Companies Act the affirmative vote of 75% of the votes cast, at the AXIS special general meeting at which a quorum consisting of at least two persons at least holding or representing by proxy more than one-third of the issued shares of AXIS is present, will be required to approve and adopt the amalgamation proposal. The affirmative vote of a majority of votes cast at the AXIS special general meeting at which a quorum under AXIS' bye-laws is present is required to approve each other matter to be considered, including any adjournment proposal. Each AXIS share, including the AXIS preferred shares, will carry the right to vote on the adjournment proposal. Please see the description in the section of this joint proxy statement/prospectus titled "Questions and Answers About the Amalgamation and the Special General Meetings— Who is entitled to vote at the special general meetings?"

Q: Do the boards of directors of PartnerRe and AXIS recommend approval of the proposals?

A: PartnerRe's board of directors unanimously recommends that PartnerRe shareholders vote "FOR" the amalgamation proposal and "FOR" the other proposals described in this joint proxy statement/prospectus. AXIS' board of directors unanimously recommends that AXIS shareholders vote "FOR" the amalgamation proposal and "FOR" the other proposals described in this joint proxy statement/prospectus.

Q: What percentage of the issued and outstanding Newco common shares, calculated on a fully diluted basis, will the former PartnerRe and AXIS shareholders own, in the aggregate, after the amalgamation?

A: Based on the fixed exchange ratios and the estimated number of PartnerRe common shares and AXIS common shares that will be issued and outstanding immediately prior to the consummation of the amalgamation, PartnerRe and AXIS estimate that, on a fully diluted basis, upon the consummation of the amalgamation, former PartnerRe shareholders will own in the aggregate approximately 51.6% of the amalgamated company and former AXIS shareholders will own in the aggregate approximately 48.4% of the amalgamated company.

Q: Are PartnerRe's and AXIS' financial conditions relevant to my decision to vote in favor of the proposals?

A: Yes. The amalgamated company will continue with all the rights, properties, liabilities and obligations of PartnerRe and AXIS. You should therefore consider the financial condition of each of PartnerRe and AXIS before you decide to become a shareholder of the amalgamated company through the amalgamation. You should also consider the likely effect the combination of AXIS and PartnerRe will have on the amalgamated company's financial condition. Please read the section of this joint proxy statement/prospectus titled "Risk Factors." This joint proxy statement/prospectus contains financial information regarding AXIS and PartnerRe, as well as pro forma financial information in connection with the amalgamation of AXIS and PartnerRe, all of which we encourage you to review carefully. Please read the section of this joint proxy statement/prospectus titled "Preliminary Unaudited Pro Forma Condensed Consolidated Financial Information."

Q: Do PartnerRe and AXIS have the financial resources to complete the amalgamation?

A: PartnerRe and AXIS expect to have sufficient cash on hand to consummate the transactions contemplated by the amalgamation agreement, including any cash that may be required to pay fees, expenses and other related amounts, and Newco will also have the necessary financial resources to fully complete the integration of the businesses of AXIS and PartnerRe following the consummation of the amalgamation. The consummation of the amalgamation is not subject to any financing condition.

Q: What will be the composition of Newco's board of directors and senior management following consummation of the amalgamation and how will Newco be managed?

A: Upon the consummation of the amalgamation, the board of directors of Newco will consist of seven directors initially designated by AXIS and seven directors initially designated by PartnerRe, and the committees of the board directors of Newco

Table of Contents

will consist equally of AXIS and PartnerRe designated directors. The initial directors of Newco will be Jean-Paul L. Montupet (Chairman of the board of directors), Albert A. Benchimol (Chief Executive Officer), Michael A. Butt (Chairman Emeritus of the board of directors), Charles A. Davis, Robert L. Friedman, Christopher V. Greetham, Roberto Mendoza, Debra J. Perry, Thomas C. Ramey, Rémy Sautter, Henry B. Smith, Kevin M. Twomey, Egbert Willam and David Zwiener.

The amalgamated company's management team will be drawn from the existing PartnerRe and AXIS management teams, and the combined management team will be led by Albert Benchimol, AXIS' current President and Chief Executive Officer, who will serve as President and Chief Executive Officer of Newco; Joseph Henry, currently Chief Financial Officer of AXIS, who will continue in this role as Chief Financial Officer of Newco; William Babcock, currently Chief Financial Officer of PartnerRe, who will serve as Deputy Chief Financial Officer and Lead Integration Officer of Newco and will assume the role of Chief Financial Officer of Newco upon the retirement of Mr. Henry in July 2016; Emmanuel Clarke, currently Chief Executive Officer of PartnerRe Global, who will serve as Chief Executive Officer of Reinsurance of Newco; Peter Wilson, currently Chief Executive Officer of AXIS Insurance, who will serve as Chief Executive Officer of Insurance of Newco; Chris DiSipio, currently Chief Executive Officer of AXIS Accident and Health, who will serve as Chief Executive Officer of Life, Accident and Health of Newco; and John (Jay) Nichols, currently Chief Executive Officer of AXIS Re, who will serve as Executive Vice President of Strategic Business Development and Capital Solutions at Newco. For a more complete description of the governance matters of the amalgamated company, please see the sections of this joint proxy statement/prospectus titled "Summary—Leadership of the Amalgamated Company" and "The Amalgamation Agreement—Governance Matters after the Amalgamation."

Q: Who is entitled to vote at the special general meetings?

A: Only PartnerRe shareholders and AXIS shareholders of record, as shown on the PartnerRe's or AXIS' register of members, respectively, at the close of business on [], the record date for the PartnerRe and AXIS special general meetings, will be entitled to notice of, and to vote at, the respective special general meetings or any adjournment or postponement thereof. In accordance with the Companies Act each PartnerRe share, including the PartnerRe preferred shares, carries the right to vote in respect of the amalgamation proposal. If it becomes necessary or appropriate to solicit additional proxies for the amalgamation proposal then each PartnerRe common share and preferred share carries the right to vote in respect of the adjournment proposal. In respect of the other proposals to be decided on at the PartnerRe special general meeting only holders of PartnerRe common shares are entitled to vote. In accordance with the Companies Act each AXIS common share and preferred share carries the right to vote in respect of the amalgamation proposal. If it becomes necessary or appropriate to solicit additional proxies for the amalgamation proposal then each AXIS common share and preferred share also carries the right to vote in respect of the adjournment proposal. In respect of the other proposals to be decided on at the AXIS special general meeting only holders of AXIS common shares are entitled to vote.

Q: What do I need to do now?

A: We urge you to carefully read this joint proxy statement/prospectus, including its annexes and the documents incorporated by reference herein. You are also encouraged to review the documents referenced under the section of this joint proxy statement/prospectus titled "Where You Can Find More Information" and consult with your accounting, legal and tax advisors. Once you have considered all relevant information, we encourage you to fill in and return the relevant proxy card (if you are a shareholder of record) or voting instruction form you receive from your bank, broker or other nominee (if you are a shareholder who holds your shares through a bank, broker or other nominee).

Q: How do I vote my shares?

A: Shareholder of Record. If your PartnerRe shares or AXIS shares are registered directly in your name, then you are considered a shareholder of record of PartnerRe or AXIS with respect to those shares and this joint proxy statement/prospectus and a PartnerRe proxy card or an AXIS proxy card was sent to you directly by PartnerRe or AXIS (as the case may be). As a PartnerRe or AXIS shareholder of record, you may vote by completing, dating, signing and mailing the enclosed PartnerRe proxy card or AXIS proxy card in the return envelope provided as soon as possible or by following the instructions on the PartnerRe proxy card or AXIS proxy card to submit your proxy by telephone or over the Internet at the website indicated. Consummation of the proxy over the Internet is available through [] p.m. Eastern Time on the business day before the respective special general meeting. PartnerRe or AXIS shareholders of record may also vote by attending the respective special general meeting in person. However, whether or not you plan to attend the respective special general meeting in person, we encourage you to vote your PartnerRe or AXIS shares in advance to ensure that your vote is represented at the respective special general meeting. Abstentions and, if applicable, “broker non-votes” will be counted toward the presence of a quorum at the PartnerRe or AXIS special general meeting, but will not be considered votes cast on any proposal brought before the

Table of Contents

PartnerRe or AXIS special general meeting, as described below under the question titled “—What effect do abstentions and ‘broker non-votes’ have on the proposals?”

Beneficial Owner of Shares Held in Street Name. If your PartnerRe shares or AXIS shares are held in the name of a bank, broker or other similar organization or nominee, then you are considered a beneficial owner of such shares held for you in what is known as “street name.” Most shareholders of PartnerRe or AXIS hold their respective shares in “street name.” If this is the case, this joint proxy statement/prospectus has been forwarded to you by your bank, broker or other organization or nominee together with a voting instruction form. You may vote by completing and returning your voting instruction form to your broker. Please review the voting instruction form to see if you are able to submit your voting instructions by telephone or over the Internet. The organization or nominee holding your account is considered the shareholder of record for purposes of voting at the PartnerRe or AXIS special general meeting. As a beneficial owner, you have the right to instruct the organization that holds your shares of record how to vote the PartnerRe shares or AXIS shares that you beneficially own. If you are a beneficial owner of PartnerRe or AXIS shares held in “street name” rather than a shareholder of record, you may only vote your PartnerRe shares or AXIS shares in person at the PartnerRe or AXIS special general meeting if you obtain and bring a letter from the organization or nominee holding your PartnerRe or AXIS shares identifying you as the beneficial owner of those shares and authorizing you to vote your PartnerRe or AXIS shares at the special general meeting. A legal proxy form from your broker and valid identification is required.

Q: What do I do if I want to change my vote?

A: You may change your vote at any time before the vote takes place at the PartnerRe or AXIS special general meeting. To do so, you may either complete and submit a new PartnerRe proxy card or AXIS proxy card with a later date by mail or send a written notice to the Secretary of PartnerRe or the Secretary of AXIS, as the case may be, stating that you would like to revoke your proxy. You may also complete and submit a new PartnerRe or AXIS proxy by telephone or over the Internet. In addition, you may elect to attend the PartnerRe or AXIS special general meeting and vote in person, as described above under the question titled “—How do I vote my shares?.” If you are a PartnerRe or AXIS shareholder and you hold your shares through a bank, broker or other nominee, you may revoke the instructions only by informing the bank, broker or nominee in accordance with any procedures established by that nominee.

Q: What effect do abstentions and “broker non-votes” have on the proposals?

A: Abstentions and “broker non-votes” will be counted toward the presence of a quorum at the PartnerRe or AXIS special general meeting, but will not be considered votes cast on any proposal brought before such respective special general meeting. Because the vote required to approve the proposals to be voted upon at the respective special general meeting is the affirmative vote of the specified required percentage of the votes cast assuming a quorum is present, an abstention or a “broker non-vote” with respect to any proposal to be voted on at the respective special general meeting will not have the effect of a vote for or against the relevant proposal, but will reduce the number of votes cast and therefore increase the relative influence of those shareholders voting. It is not anticipated that there will be any “broker non-votes” as all proposals are non-routine in nature.

Q: Who should PartnerRe or AXIS shareholders contact with any additional questions?

A: If you are an AXIS shareholder and you have additional questions about the amalgamation or you would like additional copies of this joint proxy statement/prospectus or assistance voting your shares, you should contact MacKenzie Partners, Inc. at:

105 Madison Avenue

New York, NY 10016

proxy@mackenziepartners.com

Call Collect: (212) 929-5500

Toll Free: (800) 322-2885

Table of Contents

If you are a PartnerRe shareholder and you have additional questions about the amalgamation or you would like additional copies of this joint proxy statement/prospectus or assistance voting your shares, you should contact Georgeson Inc. at:

Georgeson Inc.
480 Washington Blvd., 26th Floor
Jersey City, NJ 07310
(212) 440-9800

Q: Where can I find more information about the companies?

A: You can find more information about PartnerRe and AXIS in the documents described under the section of this joint proxy statement/prospectus titled “Where You Can Find More Information.”

Table of Contents

SUMMARY

This summary highlights the material information in this joint proxy statement/prospectus. To fully understand PartnerRe's and AXIS' proposals and for a more complete description of the legal terms of the amalgamation, you should carefully read this entire joint proxy statement/prospectus, including the annexes and documents incorporated by reference herein, and the other documents to which PartnerRe and AXIS have referred you. For information on how to obtain the documents that are on file with the SEC, please see the section of this joint proxy statement/prospectus titled "Where You Can Find More Information."

Newco

Pursuant to the amalgamation agreement and the statutory amalgamation agreement, at the effective time, PartnerRe and AXIS will amalgamate with Newco continuing thereafter as a Bermuda exempted company, with all the rights, properties, liabilities and obligations of PartnerRe and AXIS. Newco will be a significant global specialty insurance and reinsurance company. Newco will have a substantial global presence and capabilities across a broad range of business lines, with gross premiums written expected to be in excess of \$10 billion, total capital greater than \$14 billion and cash and invested assets of approximately \$32 billion.

The board of directors of Newco will consist of seven directors initially designated by AXIS and seven directors initially designated by PartnerRe. The initial directors of Newco will be Jean-Paul L. Montupet (Chairman of the board of directors), Albert A. Benchimol (Chief Executive Officer), Michael A. Butt (Chairman Emeritus of the board of directors), Charles A. Davis, Robert L. Friedman, Christopher V. Greetham, Roberto Mendoza, Debra J. Perry, Thomas C. Ramey, Rémy Sautter, Henry B. Smith, Kevin M. Twomey, Egbert Willam and David Zwiener.

The amalgamated company's management team will be drawn from the existing PartnerRe and AXIS management teams, and the combined management team will be led by Albert Benchimol, AXIS' current President and Chief Executive Officer, who will serve as President and Chief Executive Officer of Newco; Joseph Henry, currently Chief Financial Officer of AXIS, who will continue in this role as Chief Financial Officer of Newco; William Babcock, currently Chief Financial Officer of PartnerRe, who will serve as Deputy Chief Financial Officer and Lead Integration Officer of Newco and will assume the role of Chief Financial Officer of Newco upon the retirement of Mr. Henry in July 2016; Emmanuel Clarke, currently Chief Executive Officer of PartnerRe Global, who will serve as Chief Executive Officer of Reinsurance of Newco; Peter Wilson, currently Chief Executive Officer of AXIS Insurance, who will serve as Chief Executive Officer of Insurance of Newco; Chris DiSipio, currently Chief Executive Officer of AXIS Accident and Health, who will serve as Chief Executive Officer of Life, Accident and Health of Newco; and John (Jay) Nichols, currently Chief Executive Officer of AXIS Re, who will serve as Executive Vice President of Strategic Business Development and Capital Solutions at Newco.

PartnerRe

PartnerRe provides reinsurance on a worldwide basis through its principal wholly owned subsidiaries, including Partner Reinsurance Company Ltd., Partner Reinsurance Europe SE and Partner Reinsurance Company of the U.S. Risks reinsured include, but are not limited to, property, casualty, motor, agriculture, aviation/space, catastrophe, credit/surety, engineering, energy, marine, specialty property, specialty casualty, multiline and other lines, mortality, longevity and health and alternative risk products. PartnerRe's alternative risk products include weather and credit protection to financial, industrial and service companies on a worldwide basis. PartnerRe is an exempted limited liability company incorporated under the laws of Bermuda, with its principal executive offices located at 90 Pitts Bay Road, Pembroke HM 08, Bermuda. Its telephone number is (441) 292-0888.

For additional information about PartnerRe and its business, including how to obtain the documents that PartnerRe has filed with the SEC, see the section of this joint proxy statement/prospectus titled “Where You Can Find More Information.”

AXIS

AXIS provides specialty lines insurance and reinsurance on a worldwide basis through its operating subsidiaries which include AXIS Specialty Limited, AXIS Specialty Europe SE, AXIS Re SE, AXIS Insurance Company, AXIS Reinsurance Company and AXIS Surplus Insurance Company. AXIS’ specialty insurance lines of business include property, marine, terrorism, aviation, credit and political risk, professional lines, liability and accident and health. AXIS’ reinsurance lines of business include catastrophe, property, professional lines, credit and surety, motor, liability, engineering, agriculture and other lines. AXIS’ reinsurance business also includes, primarily derivative based, risk management products designed to address weather and commodity price risks. AXIS has operating subsidiaries and branch networks based in Bermuda, the United States, Europe, Singapore, Canada and Australia. AXIS also maintains marketing offices in Brazil, France and Spain. AXIS is an exempted company with limited liability incorporated under the laws of Bermuda with its principal executive offices located at 92 Pitts Bay Road, Pembroke HM 08, Bermuda. Its telephone number is (441) 496-2600.

For additional information about AXIS and its business, including how to obtain the documents that AXIS has filed with the SEC, see the section of this joint proxy statement/prospectus titled “Where You Can Find More Information.”

Table of Contents

Risk Factors

You should carefully consider the risks described in the section of this joint proxy statement/prospectus titled “Risk Factors” before deciding whether to vote for approval of the amalgamation proposal. These risks include:

- risks relating to the amalgamation;
- risks related to Newco following consummation of the amalgamation;
- other risks related to PartnerRe; and
- other risks related to AXIS.

The Amalgamation

Upon the terms and subject to the conditions of the amalgamation agreement and the statutory amalgamation agreement, PartnerRe and AXIS will amalgamate with Newco continuing as a Bermuda exempted company with limited liability. At the effective time, Newco will continue with all the rights, properties, liabilities and obligations of PartnerRe and AXIS. The closing of the amalgamation is expected to occur on the third business day after the satisfaction or waiver of all closing conditions set forth in the amalgamation agreement, unless otherwise agreed in writing by the parties. The effective time of the amalgamation will be upon the issuance of the certificate of amalgamation by the Registrar of Companies in Bermuda or such other time as the certificate of amalgamation may provide. The Newco common shares are expected to trade on the NYSE, subject to the official notice of issuance. Approval of this listing is a condition to the consummation of the amalgamation.

Based on the estimated number of PartnerRe common shares and AXIS common shares that will be issued and outstanding immediately prior to the consummation of the amalgamation, it is estimated that, on a fully diluted basis, following the closing of the amalgamation current PartnerRe shareholders will own approximately 51.6% of the amalgamated company and current AXIS shareholders will own approximately 48.4% of the amalgamated company.

Amalgamation Consideration

At the effective time, (i) each PartnerRe common share issued and outstanding immediately prior to the effective time will be converted into the right to receive 2.18 Newco common shares, together with any cash payable in lieu of any fractional Newco common share; and (ii) each AXIS common share issued and outstanding immediately prior to the effective time will be converted into the right to receive one Newco common share.

At the effective time, each PartnerRe preferred share and each AXIS preferred share issued and outstanding immediately prior to the effective time will continue as a preferred share of Newco and will be entitled to the same dividend and other relative rights, preferences, limitations and restrictions as are now provided by the respective certificate of designation, preferences and rights of such PartnerRe preferred shares or AXIS preferred shares, respectively.

The Amalgamation Agreement

A conformed copy of the amalgamation agreement, which includes the amendments thereto, is included as Annex A to this joint proxy statement/prospectus. We encourage you to read the entire amalgamation agreement carefully because it is the principal document governing the amalgamation. For more information on the amalgamation

agreement, see the section of this joint proxy statement/prospectus titled “The Amalgamation Agreement.”

The Special General Meetings

The PartnerRe special general meeting will take place at [9:00 a.m.], Atlantic time, on [●], 2015, at PartnerRe’s offices at 90 Pitts Bay Road, Pembroke HM 08 Bermuda. At the PartnerRe special general meeting, the holders of PartnerRe preferred shares will be asked to consider and vote only on Proposal 1 and Proposal 3 below and the holders of PartnerRe common shares will be asked to consider and vote on all of the following proposals:

- Proposal 1: to approve and adopt the amalgamation agreement, the statutory amalgamation agreement and the amalgamation;

Table of Contents

- Proposal 2: on an advisory (nonbinding) basis, to approve the compensation that may be paid or become payable to PartnerRe's named executive officers in connection with the amalgamation; and
- Proposal 3: approve the adjournment of the special general meeting, if necessary or appropriate, to solicit additional proxies, if there are insufficient votes to approve the amalgamation proposal at such special general meeting.

The AXIS special general meeting will take place at [9:00 a.m.], Atlantic time, on [●], 2015, at AXIS' offices at 92 Pitts Bay Road, Pembroke HM 08 Bermuda. At the AXIS special general meeting, the holders of AXIS preferred shares will be asked to consider and vote only on Proposal 2 and Proposal 4 below and the holders of AXIS common shares will be asked to consider and vote on all of the following proposals:

- Proposal 1: to approve amending the AXIS bye-laws by inserting the words "(including for the purposes of Section 106(4A) of the Act)" after the first mention of the word "business" in bye-law 38 (Quorum for general meetings) and after the word "meeting" in subparagraph (1) of bye-law 43 (Voting at meetings);
- Proposal 2: to approve and adopt the amalgamation agreement, the statutory amalgamation agreement and the amalgamation;
- Proposal 3: on an advisory (nonbinding) basis, to approve the compensation that may be paid or become payable to AXIS' named executive officers in connection with the amalgamation; and
- Proposal 4: to approve the adjournment of the special general meeting, if necessary or appropriate, to solicit additional proxies, if there are insufficient votes to approve the amalgamation proposal at such special general meeting.

PartnerRe Record Date and Voting by PartnerRe Directors and Executive Officers

Only PartnerRe shareholders of record, as shown on PartnerRe's register of members, at the close of business on [●], the record date for the special general meeting, will be entitled to notice of, and to vote at, the special general meeting or any adjournment or postponement thereof. As of [●], the record date for the special general meeting, there were [●] PartnerRe common shares issued and outstanding and [●] PartnerRe preferred shares issued and outstanding. As of the same date, PartnerRe directors, executive officers and their affiliates had the right to vote [●] PartnerRe common shares, representing approximately [●]% of the total PartnerRe common shares issued and outstanding. PartnerRe currently expects that all of its directors and executive officers will vote "FOR" each proposal on the PartnerRe proxy card.

PartnerRe Quorum

The quorum required at the commencement of the PartnerRe special general meeting to consider the proposals is the presence in person or by proxy of the holders of shares representing not less than 25% of the shares in the capital of PartnerRe (including fractions of a shares) at the record date. The quorum required specifically to consider the amalgamation proposal shall be the same.

PartnerRe Required Vote

The holders of PartnerRe preferred shares will be entitled to vote on only the amalgamation proposal and the adjournment proposal, whereas the holders of PartnerRe common shares will be entitled to vote on all of the proposals. The affirmative vote of the majority of the votes cast at the PartnerRe special general meeting, at which a quorum under the PartnerRe bye-laws is present, is required to approve each matter to be acted on, including the amalgamation proposal and any adjournment proposal. Each PartnerRe share, including the PartnerRe preferred shares, will carry the right to approve and adopt the amalgamation proposal. Each PartnerRe share, including the PartnerRe preferred shares, will carry the right to vote on the adjournment proposal. The vote required for each of the proposals is set forth under the description of each proposal in the section of this joint proxy

Table of Contents

statement/prospectus titled “The PartnerRe Special General Meeting – Proposals to be Submitted to PartnerRe Shareholders; Voting Requirements and Recommendations” for more information.

PartnerRe Voting Securities

Each PartnerRe common share entitles the holder of record to one vote for each proposal voted on at the PartnerRe special general meeting or any adjournment thereof. Each PartnerRe preferred share entitles the holder of record to one vote on each of the amalgamation proposal and the adjournment proposal. In accordance with PartnerRe’s bye-laws, if any shareholder is deemed to be a Ten Percent Shareholders (as such term is defined in the PartnerRe bye-laws) then the votes conferred by the Controlled Shares (as such term is defined in the PartnerRe bye-laws) are reduced and are automatically reduced in the future and such shares shall be entitled to less than one vote for each share held by the Ten Percent Shareholder.

PartnerRe Abstentions and “Broker Non-Votes”

Abstentions and, if applicable, “broker non-votes” will be counted toward the presence of a quorum at the special general meeting, but will not be considered votes cast on any proposal brought before the special general meeting. Because the vote required to approve the proposals to be voted upon at the special general meeting is the affirmative vote of the specified required percentage of the votes cast assuming a quorum is present, an abstention or, if applicable, a “broker non-vote” with respect to any proposal to be voted on at the special general meeting will not have the effect of a vote for or against the relevant proposal, but will reduce the number of votes cast and therefore increase the relative influence of those shareholders voting.

AXIS Record Date and Voting by AXIS Directors and Executive Officers

Only AXIS shareholders of record, as shown on AXIS’ register of members, at the close of business on [], the record date for the special general meeting, will be entitled to notice of, and to vote at, the AXIS special general meeting or any adjournment or postponement thereof. As of [], there were [] AXIS common shares and [] AXIS preferred shares issued and outstanding. As of the same date, AXIS directors, executive officers and their affiliates had the right to vote [] AXIS common shares, representing approximately []% of the total AXIS common shares issued and outstanding. AXIS currently expects that all of its directors and executive officers will vote “FOR” each proposal on the AXIS proxy card.

AXIS Quorum

The quorum required at the commencement of the AXIS special general meeting to consider the proposals other than the amalgamation proposal and the adjournment proposal is two or more persons present in person and representing in person or by proxy shares representing more than 50% of the aggregate voting power of AXIS common shares as of the record date. Each AXIS preferred share and common share carries the right to vote on the amalgamation proposal and accordingly, if the bye-law amendment proposal is approved, then in accordance with the amended AXIS bye-laws, the quorum required at the AXIS special general meeting to consider the amalgamation proposal is two or more persons present in person and representing in person or by proxy shares representing more than 50% of the aggregate voting power of all AXIS shares as of the record date. If the bye-law amendment proposal is not approved, then in accordance with the Companies Act, the quorum required at the AXIS special general meeting to consider the amalgamation proposal is at least two persons present at least holding or representing by proxy more than one-third of the issued shares of AXIS as of the record date. Each AXIS preferred share and common share carries the right to vote on the adjournment proposal and accordingly the quorum required at the AXIS special general meeting to consider the adjournment proposal is two or more persons present in person and representing in person or by proxy shares

representing more than 50% of the aggregate voting power of all AXIS shares as of the record date. Please see the section of this joint proxy statement/prospectus titled “The AXIS Special General Meeting—Quorum.”

AXIS Required Vote

The holders of AXIS preferred shares will be entitled to vote on only the amalgamation proposal and the adjournment proposal, whereas the holders of AXIS common shares will be entitled to vote on all of the proposals. The affirmative vote of a majority of the votes cast, by the holders of AXIS common shares, at the AXIS special general meeting at which a quorum under AXIS bye-laws is present, is required to approve the bye-law amendment proposal, which will become effective immediately if so approved. Each AXIS preferred share and common share

Table of Contents

carries the right to vote on the amalgamation proposal and, if the bye-law amendment proposal is approved, the affirmative vote of a majority of the votes cast, at the AXIS special general meeting at which a quorum under AXIS' amended bye-laws is present, will be required to approve and adopt the amalgamation proposal. If the bye-law amendment proposal is not approved, then in accordance with the Companies Act, the affirmative vote of 75% of the votes cast, at the AXIS special general meeting at which a quorum consisting of two or more persons at least holding or representing by proxy more than one-third of the issued shares of AXIS is present, will be required to approve and adopt the amalgamation proposal. The affirmative vote of a majority of votes cast at the AXIS special general meeting at which a quorum under AXIS' bye-laws is present is required to approve each other matter to be considered, including any adjournment proposal. Each AXIS preferred share and common share carries the right to vote on the adjournment proposal. Please see the description in the section of this joint proxy statement/prospectus titled "Questions and Answers About the Amalgamation and the Special General Meetings— Who is entitled to vote at the special general meetings?". The vote required for each of the proposals is set forth under the description of each proposal in the section of this joint proxy statement/prospectus titled "Proposals to Be Submitted to AXIS Shareholders; Voting Requirements and Recommendations."

AXIS Voting Securities

Each AXIS preferred share entitles the holder of record to one vote on each of the amalgamation proposal and the adjournment proposal. Except as set forth in AXIS' bye-laws, each AXIS common share entitles the holder of record to one vote on each proposal voted on at the AXIS special general meeting. In accordance with AXIS' bye-laws, shareholders whose shares constitute 9.5% or more of the voting power of AXIS' common shares are entitled to less than one vote for each common share held by them, but only in the event that a U.S. shareholder, as defined in AXIS' bye-laws, owning 9.5% or more of AXIS' common shares is first determined to exist. AXIS will notify any shareholder whose voting power is reduced prior to the AXIS special general meeting.

AXIS Abstentions and Broker Non-Votes

Abstentions and, if applicable, "broker non-votes" will be counted toward the presence of a quorum at the AXIS special general meeting, but will not be considered votes cast on any proposal brought before the special general meeting. Because the vote required to approve the proposals to be voted upon at the special general meeting is the affirmative vote of the specified required percentage of the votes cast assuming a quorum is present, an abstention or, if applicable, a "broker non-vote" with respect to any proposal to be voted on at the AXIS special general meeting will not have the effect of a vote for or against the relevant proposal, but will reduce the number of votes cast and therefore increase the relative influence of those shareholders voting.

Recommendations of the PartnerRe Board of Directors

The PartnerRe board of directors has unanimously (1) determined that the amalgamation, on the terms and conditions set forth in the amalgamation agreement, is fair to, and in the best interests of, PartnerRe, (2) approved the amalgamation agreement, the statutory amalgamation agreement and the transactions contemplated thereby and (3) resolved that the amalgamation proposal be submitted to the PartnerRe shareholders for their consideration at the PartnerRe special general meeting. Accordingly, the PartnerRe board of directors unanimously recommends that PartnerRe shareholders vote (1) "FOR" the amalgamation proposal and (2) "FOR" the other proposals described in this joint proxy statement/prospectus in respect of which they are entitled to vote.

Recommendations of the AXIS Board of Directors

The AXIS board of directors has unanimously (1) determined that the bye-law amendment is advisable to and in the best interests of AXIS, and authorized and approved the bye-law amendment, (2) resolved that the bye-law amendment proposal and the amalgamation proposal be submitted to the AXIS shareholders for their consideration at the AXIS special general meeting, (3) determined that the amalgamation, on the terms and conditions set forth in the amalgamation agreement, is fair to, and in the best interests of, AXIS, and (4) approved the amalgamation agreement, the statutory amalgamation agreement and the transactions contemplated thereby. Accordingly, the AXIS board of directors unanimously recommends that AXIS shareholders vote (1) "FOR" the bye-law amendment proposal, (2) "FOR" the amalgamation proposal and (3) "FOR" the other proposals described in this joint proxy statement/prospectus in respect of which they are entitled to vote.

Table of Contents

Opinion of Financial Advisor for PartnerRe

On January 25, 2015, Credit Suisse Securities (USA) LLC (“Credit Suisse”) rendered its oral opinion to the PartnerRe board of directors (which was subsequently confirmed in writing by delivery of Credit Suisse’s written opinion addressed to the PartnerRe board of directors dated the same date) to the fairness, from a financial point of view and as of the date of such opinion, to the holders of PartnerRe common shares of the PartnerRe exchange ratio provided for in the amalgamation.

The full text of Credit Suisse’s written opinion, dated January 25, 2015, to the PartnerRe board of directors, which sets forth, among other things, the assumptions made, procedures followed, matters considered and limitations on the review undertaken by Credit Suisse in connection with such opinion, is attached to this joint proxy statement/prospectus as Annex B and is incorporated into this joint proxy statement/prospectus by reference in its entirety. The description of Credit Suisse’s opinion set forth in this joint proxy statement/prospectus is qualified in its entirety by reference to the full text of Credit Suisse’s opinion. Credit Suisse’s opinion was provided to the PartnerRe board of directors (in its capacity as such) for its information in connection with its evaluation of the fairness of the PartnerRe exchange ratio from a financial point of view to holders of PartnerRe common shares and did not address any other aspect of the amalgamation, including the relative merits of the amalgamation as compared to alternative transactions or strategies that might be available to PartnerRe or the underlying business decision of PartnerRe to proceed with the amalgamation. Credit Suisse’s opinion does not constitute advice or a recommendation to any shareholder as to how such shareholder should vote or act on any matter relating to the amalgamation or otherwise. Pursuant to a general engagement letter originally entered into in December, 2011, which was subsequently supplemented in May, 2014 in connection with services provided by Credit Suisse in connection with PartnerRe’s consideration of a potential transaction in 2014, and then further amended in connection with services provided in relation to the amalgamation, PartnerRe has agreed to pay Credit Suisse for its financial advisor services to PartnerRe in connection with these engagements an aggregate fee of \$28.0 million for its services, \$750,000 of which has already been paid, a further portion of which was payable upon delivery of Credit Suisse’s opinion and approximately \$25.5 million of which is contingent upon consummation of the amalgamation. PartnerRe also may, in its sole discretion, pay to Credit Suisse an additional fee of up to \$2.0 million. In addition, PartnerRe has agreed to indemnify Credit Suisse and certain related parties for certain liabilities and other items arising out of or related to Credit Suisse’s engagement.

Opinion of Financial Advisor for AXIS

Goldman, Sachs & Co. (“Goldman Sachs”) delivered its opinion to the AXIS board of directors that, as of January 25, 2015 and based upon and subject to the factors and assumptions set forth therein, the AXIS exchange ratio pursuant to the amalgamation agreement was fair from a financial point of view to the holders (other than PartnerRe and its affiliates) of AXIS common shares.

The full text of the written opinion of Goldman Sachs, dated January 25, 2015, which sets forth assumptions made, procedures followed, matters considered and limitations on the review undertaken in connection with the opinion, is attached as Annex C. Goldman Sachs provided its opinion for the information and assistance of the AXIS board of directors in connection with its consideration of the amalgamation. The Goldman Sachs opinion does not constitute a recommendation as to how any holder of AXIS common shares should vote with respect to such amalgamation or any other matter. Pursuant to an engagement letter between AXIS and Goldman Sachs, AXIS has agreed to pay Goldman Sachs a transaction fee of \$19.5 million, all of which is payable upon consummation of the amalgamation.

Conditions to Closing

Closing of the amalgamation is subject to the satisfaction or waiver by each of PartnerRe and AXIS of certain customary conditions, including, without limitation:

- approval of the amalgamation agreement, the statutory amalgamation agreement and the amalgamation by PartnerRe and AXIS shareholders;
- the Newco common shares to be issued in the amalgamation having been approved for listing on the NYSE, subject to official notice of issuance;
- all transaction approvals having been obtained or the applicable waiting periods having been terminated or expired, in each case, without causing a regulatory material adverse effect (which is described in the section of this joint proxy statement/prospectus titled “The Amalgamation Agreement—Efforts to Complete the Amalgamation”);

Table of Contents

- the absence of any law, regulation, order or injunction prohibiting the amalgamation;
- the registration statement on Form S-4 (of which this joint proxy statement/prospectus forms a part) having been declared effective by the SEC;
- the accuracy of the representations and warranties made by the parties in the amalgamation agreement, subject to the materiality standards provided therein;
- the performance in all material respects by each party of its obligations required to be performed by it under the amalgamation agreement at or prior to the closing; and
- certain other conditions to closing, all of which are described in greater detail in the section of this joint proxy statement/prospectus titled “The Amalgamation Agreement – Conditions to Consummation of the Amalgamation.”

Consents and Approvals

Under the Hart-Scott-Rodino Antitrust Improvements Act of 1976 (the “HSR Act”), PartnerRe and AXIS cannot close the amalgamation until PartnerRe and AXIS have notified the Antitrust Division and the Federal Trade Commission (the “FTC”) of the amalgamation and furnished them with certain information and materials relating to the amalgamation and the applicable waiting period has terminated or expired. Additionally, the amalgamation is conditioned upon the receipt or consummation of authorizations, consents, approvals of or declarations or filings with certain U.S. and foreign insurance and other regulatory authorities. The transaction approvals and consents required to consummate the amalgamation are described in greater detail in the sections of this joint proxy statement/prospectus titled “The Amalgamation—Regulatory Clearances Required for the Amalgamation” and “Regulatory Matters.”

Restrictions on Solicitation of Takeover Proposals by PartnerRe and AXIS; Requirement to Submit to Vote

In the amalgamation agreement, PartnerRe and AXIS have agreed not to solicit proposals relating to certain alternative transactions or, except as described below, engage in discussions or negotiations with respect to, or provide non-public information to any person in connection with, any proposal for an alternative transaction. If PartnerRe or AXIS, as the case may be, receives a written unsolicited bona fide proposal relating to an alternative transaction that the respective board of directors has determined in good faith (after consultation with its outside legal counsel and financial advisors) constitutes a superior proposal (as defined in the section of this joint proxy statement/prospectus titled “The Amalgamation Agreement—No Solicitation of Acquisition Proposals”) or could reasonably be expected to result in a superior proposal, then PartnerRe or AXIS, as applicable, may, subject to certain conditions, furnish non-public information to the third-party making the proposal for an alternative transaction and engage in discussions or negotiations with the third-party with respect to the proposal for an alternative transaction.

Prior to the closing of the amalgamation, the PartnerRe or AXIS board of directors may not withdraw, withhold, modify, or qualify, in a manner adverse to the other party, its recommendation that its shareholders approve the amalgamation proposal, subject to certain limited exceptions with respect to a “superior proposal.” Even if the board of directors of PartnerRe or AXIS has made a change of recommendation, PartnerRe or AXIS, as the case may be, is still required to call and hold its respective special general meeting for the purpose of obtaining the requisite shareholder vote in connection with the amalgamation.

For a more detailed description of the restrictions on solicitation of takeover proposals by PartnerRe and AXIS and the ability of the PartnerRe or AXIS board of directors to change its recommendation, see the section of this joint proxy

statement/prospectus titled “The Amalgamation Agreement—No Solicitation of Acquisition Proposals.”

Table of Contents

Termination of the Amalgamation Agreement

The amalgamation agreement may be terminated at any time before the effective time by mutual written consent of AXIS and PartnerRe and, subject to certain limitations described in the amalgamation agreement, by either AXIS or PartnerRe by notice to the other party, if any of the following occurs:

- the amalgamation has not been consummated by January 25, 2016 (the “end date”);
- the approval of the amalgamation proposal is not obtained at either of the respective special general meetings;
- any law, regulation, order or injunction prohibiting the consummation of the amalgamation is in effect and becomes final and nonappealable; or
- there has been a material breach by the other party of its representations, warranties, covenants or agreements contained in the amalgamation agreement, which breach would result in the failure of certain closing conditions to be satisfied on or prior to the end date, and such breach is not cured within 30 business days following detailed written notice to the breaching party.

Prior to PartnerRe obtaining the requisite vote of the PartnerRe shareholders, AXIS may terminate the amalgamation agreement, among other things, if the PartnerRe board of directors effects a change of recommendation or if PartnerRe materially breaches its non-solicitation obligations or its obligations to convene the PartnerRe special general meeting.

Prior to AXIS obtaining the requisite vote of the AXIS shareholders, PartnerRe may terminate the amalgamation agreement, among other things, if the AXIS board of directors effects a change of recommendation or if AXIS materially breaches its non-solicitation obligations or its obligations to convene the AXIS special general meeting.

For a more detailed description of termination rights under the amalgamation agreement, see the section of this joint proxy statement/prospectus titled “The Amalgamation Agreement—Termination of the Amalgamation Agreement.”

Effect of Termination; Termination Related Fees

PartnerRe will be obligated to pay a termination fee of \$250 million (the “termination fee”) to AXIS or its designee:

- following termination of the amalgamation agreement for any reason pursuant to the provisions described under “The Amalgamation Agreement—Termination of the Amalgamation Agreement—Termination by AXIS;” or
- if AXIS terminates the amalgamation agreement because: (i) PartnerRe materially breaches its representations, warranties, covenants or agreements so that the related closing condition would not be satisfied; or (ii) the end date is reached, in each case following the public announcement of an acquisition proposal with respect to PartnerRe, and within 12 months after the date of such termination PartnerRe enters into an agreement with respect to or consummates a business combination (as defined in the section of this joint proxy statement/prospectus titled “The Amalgamation Agreement—Effect of Termination; Liability for Breach”).

AXIS will be obligated to pay the termination fee to PartnerRe or its designee:

- following termination of the amalgamation agreement for any reason pursuant to the provisions described under “The Amalgamation Agreement —Termination of the Amalgamation Agreement—Termination by PartnerRe;” or

- if PartnerRe terminates the amalgamation agreement because: (i) AXIS materially breaches its representations, warranties, covenants or agreements so that the related closing condition would not be satisfied; or (ii) the end date is reached, in each case following the public announcement of an acquisition proposal with respect to AXIS, and within 12 months after the date of such termination AXIS enters into an agreement with respect to or consummates a business combination.

Table of Contents

PartnerRe will be obligated to pay the no approval fee of \$55 million to AXIS if either party has terminated the amalgamation agreement because the required PartnerRe shareholder approval has not been obtained (and if AXIS is the terminating party, the required AXIS shareholder approval has been obtained or such vote has not yet been taken). AXIS will be obligated to pay the no approval fee of \$55 million to PartnerRe if either party has terminated the amalgamation agreement because the required AXIS shareholder approval has not been obtained (and if PartnerRe is the terminating party, the required PartnerRe shareholder approval has been obtained or such vote has not yet been taken).

When the termination fee or the no approval fee is payable, the party liable for the termination fee or no approval fee will also be obligated to reimburse the other party for such party's out of pocket fees, costs and expenses in connection with the amalgamation in an amount not to exceed \$35 million.

For a more detailed description of the effects of termination and the termination related fees, see the section of this joint proxy statement/prospectus titled "The Amalgamation Agreement—Effect of Termination; Liability for Breach.

Treatment of PartnerRe's Equity Awards

Treatment of PartnerRe Share Options and Share Appreciation Rights

At the effective time each outstanding PartnerRe share option will be treated in accordance with its terms and converted into an option to purchase, on the same terms and conditions as the PartnerRe share option, a number of Newco common shares that is equal to the number of PartnerRe common shares subject to the PartnerRe share option multiplied by the PartnerRe exchange ratio, at an exercise price per Newco common share equal to the exercise price per share of PartnerRe common share subject to the PartnerRe share option divided by the PartnerRe exchange ratio. Each outstanding PartnerRe share appreciation right will be treated in accordance with its terms and converted into a share appreciation right, on the same terms and conditions as such PartnerRe share appreciation right, for a number of Newco common shares equal to the number of PartnerRe common shares subject to such PartnerRe share appreciation right multiplied by the PartnerRe exchange ratio, at an exercise price per Newco common share equal to the exercise price per PartnerRe common share subject to such PartnerRe share appreciation right divided by the PartnerRe exchange ratio.

Treatment of PartnerRe Other Share-Based Awards

At the effective time, each other share-based award granted by PartnerRe which under its terms becomes fully vested and settled as of the effective time will vest and be settled in accordance with its terms (and any such performance share units will vest and settle as if the maximum performance were achieved) and each PartnerRe common share delivered in settlement thereof will be eligible to receive the consideration for a PartnerRe common share described above. Each other share-based award granted by PartnerRe which is not vested as of the effective time will be converted into an award, on the same terms and conditions as such PartnerRe share-based award, with respect to a number of Newco common shares equal to the number of PartnerRe common shares underlying such PartnerRe share-based award multiplied by the PartnerRe exchange ratio.

Treatment of AXIS' Equity Awards

Treatment of AXIS Restricted Shares

At the effective time, each AXIS restricted share award will be converted into an award, on the same terms and conditions as such AXIS restricted share award (including applicable vesting requirements), with respect to a number

of Newco shares equal to the number of AXIS common shares subject to such AXIS restricted share award. Notwithstanding the foregoing, certain AXIS restricted share awards granted in 2014 will become fully vested as of the effective time.

Table of Contents

Treatment of AXIS Other Share-Based Awards

At the effective time, each other share-based award granted by AXIS will be converted into an award, on the same terms and conditions as such AXIS share-based award (including applicable vesting requirements), with respect to a number of Newco shares equal to the number of AXIS common shares underlying such AXIS share-based award. Notwithstanding the foregoing, certain AXIS other share-based awards granted in 2014 will become fully vested as of the effective time.

Interests of PartnerRe's Directors and Executive Officers in the Amalgamation

The directors and executive officers of PartnerRe will have interests in the amalgamation that may be different from or in addition to those of PartnerRe shareholders generally. These interests include the treatment in the amalgamation of PartnerRe shares, outstanding PartnerRe equity compensation awards and certain grants that may be made prior to the consummation of the amalgamation, severance arrangements, retirement plan arrangements and other rights that may be held by PartnerRe's directors and executive officers, and the indemnification of current and former PartnerRe directors and officers by Newco. These interests may present such executive officers and directors with actual or potential conflicts of interest. The PartnerRe board of directors was aware of and considered these differing interests and potential conflicts, among other matters, in evaluating and negotiating the amalgamation agreement with AXIS and in recommending that the PartnerRe shareholders approve the proposals to be voted upon at the PartnerRe special general meeting. For a more detailed discussion, see the section of this joint proxy statement/prospectus titled "The Amalgamation—Interests of PartnerRe's Directors and Executive Officers in the Amalgamation."

Interests of AXIS' Directors and Executive Officers in the Amalgamation

The directors and executive officers of AXIS will have interests in the amalgamation that may be different from or in addition to those of AXIS shareholders generally. These interests include the treatment in the amalgamation of AXIS shares, outstanding AXIS equity compensation awards and certain grants that may be made prior to the consummation of the amalgamation, severance arrangements, retirement plan arrangements and other rights that may be held by AXIS' directors and executive officers, and the indemnification of current and former AXIS directors and officers by Newco. These interests may present such executive officers and directors with actual or potential conflicts of interest. The AXIS board of directors was aware of and considered these differing interests and potential conflicts, among other matters, in evaluating and negotiating the amalgamation agreement with PartnerRe and in recommending that the AXIS shareholders approve the proposals to be voted upon at the AXIS special general meeting. For a more detailed discussion, see the section of this joint proxy statement/prospectus titled "The Amalgamation—Interests of AXIS' Directors and Executive Officers in the Amalgamation."

Dividends and Distributions

Each of PartnerRe and AXIS customarily pays a quarterly cash dividend on their respective common shares. Under the terms of the amalgamation agreement, prior to the effective time, PartnerRe and AXIS are each permitted to declare and pay ordinary course quarterly cash dividends on their respective common shares with record and payment dates consistent with recent past practice. However, during this period, PartnerRe is permitted to increase its quarterly cash dividend to an amount not to exceed \$0.70 per share per quarter while AXIS may continue to pay, but not increase, its current quarterly cash dividend of \$0.29. During the quarter in which the closing of the amalgamation occurs, PartnerRe and AXIS may pay a pro rata dividend for the period from the first day of such quarter until the day immediately preceding the closing date of the amalgamation.

Material U.S. Federal Income Tax Consequences

The amalgamation is intended to qualify as a “reorganization” for United States federal income tax purposes within the meaning of Section 368(a) of the Internal Revenue Code of 1986, as amended (the Code). It is a condition to the consummation of the amalgamation that PartnerRe and AXIS each receive an opinion from their respective legal counsel to the effect that the amalgamation will qualify as a “reorganization” for U.S. federal income tax purposes within the meaning of Section 386(a) of the Code. Accordingly, a U.S. person that is the beneficial owner of PartnerRe or AXIS common shares generally will not recognize gain or loss upon the exchange of PartnerRe common shares or AXIS common shares for amalgamated company common shares, except with respect to any cash received in lieu of a fractional Newco share.

Table of Contents

YOU SHOULD READ THE SECTION OF THIS JOINT PROXY STATEMENT/PROSPECTUS TITLED “MATERIAL U.S. FEDERAL INCOME TAX CONSEQUENCES” FOR A MORE DETAILED DISCUSSION OF THE U.S. FEDERAL INCOME TAX CONSEQUENCES OF THE AMALGAMATION. TAX MATTERS ARE COMPLICATED AND THE TAX CONSEQUENCES OF THE AMALGAMATION TO YOU WILL DEPEND UPON THE FACTS OF YOUR PARTICULAR SITUATION. BECAUSE INDIVIDUAL CIRCUMSTANCES MAY DIFFER, THE PARTIES URGE YOU TO CONSULT WITH YOUR TAX ADVISOR AS TO THE SPECIFIC TAX CONSEQUENCES OF THE AMALGAMATION TO YOU, INCLUDING THE APPLICABILITY OF U.S. FEDERAL, STATE, LOCAL, FOREIGN AND OTHER TAX LAWS.

Listing of Newco Common Shares

Newco will submit the necessary applications to cause the Newco common shares to be issued as the amalgamation consideration (save for any cash paid in lieu of fractional shares) to be authorized for listing on the NYSE, subject to official notice of issuance. Approval of this listing is a condition to the consummation of the amalgamation.

Comparison of Shareholder Rights

After the amalgamation, the PartnerRe and AXIS shareholders who receive Newco common shares as part of the amalgamation consideration will become Newco shareholders and their rights will be governed by Newco’s memorandum of association and bye-laws. There will be differences between the current rights of PartnerRe and AXIS shareholders and the rights to which such shareholders will be entitled as shareholders of Newco. See the section of this joint proxy statement/prospectus titled “Comparison of Shareholder Rights” for a discussion of the different rights associated with the Newco common shares.

Appraisal Rights

Under Bermuda law, PartnerRe and AXIS shareholders have rights of appraisal, pursuant to which those shareholders of AXIS or PartnerRe, as the case may be, who do not vote in favor of the amalgamation proposal and who are not satisfied that they have been offered fair value for their shares will be permitted to apply to the Bermuda Court for an appraisal of the fair value of their respective shares within a certain statutory time frame. See the section of this joint proxy statement/prospectus titled “The Amalgamation—Dissenters’ Rights of Appraisal for PartnerRe and AXIS Shareholders” for a discussion of the appraisal rights of the fair value of the PartnerRe and AXIS common shares and preferred shares.

Accounting Treatment

The transaction will be accounted for under the acquisition method of accounting in accordance with Accounting Standards Codification (“ASC”) Topic 805, Business Combinations (“ASC 805”), with AXIS as the acquiring entity. For a more detailed discussion, see the section of this joint proxy statement/prospectus titled “Notes To Preliminary Unaudited Pro Forma Condensed Consolidated Financial Statements Note 1—Basis of Pro Forma Presentation.”

Table of Contents

FORWARD-LOOKING STATEMENTS

This joint proxy statement/prospectus, including information contained or incorporated by reference into this joint proxy statement/prospectus, may include forward-looking statements, both with respect to PartnerRe and AXIS and their industries, that reflect their current views with respect to future events and financial performance. Statements that include the words “expect,” “intend,” “plan,” “believe,” “project,” “anticipate,” “will,” “may,” “would” and similar statements or forward-looking nature identify forward-looking statements. All forward-looking statements address matters that involve risks and uncertainties, many of which are beyond PartnerRe’s and AXIS’ control. Accordingly, there are or will be important risks and uncertainties that could cause actual results to differ materially from those indicated in such statements and, therefore, you should not place undue reliance on any such statements. PartnerRe and AXIS believe that these risks and uncertainties include, but are not limited to, the following: (1) we are exposed to significant losses from catastrophic events and other exposures that we cover, which we expect to cause significant volatility in our financial results from time to time; (2) the inherent uncertainties in our reserving process, particularly as regards to large catastrophic events and longer tail casualty lines; (3) the frequency and severity of catastrophic and other events which we cover could exceed our estimates and cause losses greater than we expect; (4) the risk of the lowering or loss of any of the financial strength, claims paying or enterprise wide risk management ratings of PartnerRe, AXIS or any of their respective subsidiaries, or changes in the policies or practices of the rating agencies; (5) risks associated with appropriately modeling, pricing for, and contractually addressing new or potential factors in loss emergence; (6) the risk we might be bound to policyholder obligations beyond our underwriting intent, or unable to enforce our own intent in respect of retrocessional arrangements, including in each case due to emerging claims and coverage issues; (7) risks due to reliance on a small and decreasing number of reinsurance brokers and other distribution services for a material portion of our revenue; (8) the risk that our customers may fail to make premium payments due to us, as well as the risk of failures of our reinsurers, brokers or other counterparties to honor their obligations to us, including as regards to large catastrophic events, and also including their obligations to make third-party payments for which we might be liable; (9) a contention by the IRS that any of our Bermuda subsidiaries, is subject to U.S. taxation; (10) other risks relating to potential adverse tax developments, including potential changes to the taxation of inter-company or related party transactions; (11) risks relating to adverse legislative developments that could reduce the size of the private markets we serve, or impede their future growth, including proposals to shift U.S. catastrophe risks to federal mechanisms; similar proposals at the state level in the U.S. or failing to implement reforms to reduce such coverage; and the risk that new legislation will be enacted in the international markets we serve which might reduce market opportunities in the private sector, weaken our customers or otherwise adversely impact us, which risks could also be retrospective and could impact business that has already been written and priced; (12) risks relating to the inability, or delay, in the claims paying ability of private market participants, particularly following a large catastrophic events, for example hurricanes in the United States, cyclones in Europe, earthquakes in California or Japan, which could weaken or destabilize a particular geographic market and give rise to an unpredictable range of impacts which might be adverse to us, perhaps materially so; (13) risks associated with our investment portfolio, including the risk that our investment assets may fail to yield attractive or even positive results; and the risk that investment managers may breach our investment guidelines, or the inability of such guidelines to mitigate investment risks; (14) risks associated with implementing our business strategies and initiatives; (15) risks associated with potential for loss of services of any one of our key senior officers, and the risk that we fail to attract or retain the executives and employees necessary to manage our business; (16) changes in economic conditions, including interest rate, currency, equity and credit conditions which could affect our investment portfolio or declines in our investment returns for other reasons which could reduce our profitability and hinder our ability to pay claims promptly in accordance with our strategy; (17) risks associated with highly subjective judgments, such as valuing our more illiquid assets, and determining the impairments taken on our investments, all of which impact our reported financial position and operating results; (18) risks associated with inflation, which could cause loss costs to increase, and impact the performance of our investment portfolio, thereby adversely impacting our financial position or operating results; (19) operational risks, including system or human failures or cyber attacks, which could result in our incurring material losses; (20) risks that we may require additional capital in the future, which may not be available or

may be available only on unfavorable terms; (21) risks relating to our potential failure to comply with covenants in our debt agreements, which failure could provide our lenders the right to accelerate our debt which would adversely impact us; (22) the risk of potential challenges to the claim of exemption from insurance regulation of PartnerRe, AXIS and certain of their respective subsidiaries in certain jurisdictions under certain current laws and the risk of increased global regulation of the insurance and reinsurance industry; (23) risks relating to the inability of our operating subsidiaries to declare and pay dividends, which could cause us to be unable to pay dividends to our shareholders or to repay our indebtedness; (24) the risk that there could be regulatory or legislative changes adversely impacting PartnerRe or AXIS, each as a Bermuda-based company, relative to our competitors, or actions taken by multinational organizations having such an impact; (25) risks relating to operating in a highly competitive environment, which we expect to continue to increase over time from new competition from traditional and non-traditional participants; (26) risks arising out of possible changes in the distribution or placement of risks due to increased consolidation of customers or insurance and reinsurance brokers; and (27) risks relating to changes in regulatory regimes and/or accounting rules, which could result in significant changes to our financial results; as well as PartnerRe's or AXIS' management's response to any of the aforementioned factors.

Table of Contents

Additionally, the amalgamation is subject to risks and uncertainties, including: (A) that PartnerRe and AXIS may be unable to complete the amalgamation because, among other reasons, conditions to the consummation of the amalgamation may not be satisfied or waived; (B) uncertainty as to the timing of consummation of the amalgamation, (C) uncertainty as to the long-term value of Newco common shares; and (D) failure to realize the anticipated benefits of the amalgamation, including as a result of failure or delay in integrating the PartnerRe and AXIS businesses, as well as PartnerRe's and AXIS' management's response to any of the aforementioned factors.

The foregoing review of important factors should not be construed as exhaustive and should be read in conjunction with the other cautionary statements that are included herein and elsewhere, including the risk factors set forth in the section of this joint proxy statement/prospectus titled "Risk Factors" and those included in PartnerRe's most recent Annual Report on Form 10-K and the risk factors included in AXIS' most recent Annual Report on Form 10-K and any other documents of PartnerRe and AXIS on file with the SEC. Any forward-looking statements made or referenced in this joint proxy statement/prospectus are qualified by these cautionary statements, and there can be no assurance that the actual results or developments anticipated by PartnerRe or AXIS will be realized or, even if substantially realized, that they will have the expected consequences to, or effects on, PartnerRe and AXIS or their respective businesses or operations. Each forward-looking statement speaks only as of the date of the particular statement and, except as may be required by applicable law, PartnerRe and AXIS undertake no obligation to update publicly or revise any forward-looking statement, whether as a result of new information, future events or otherwise.

Table of Contents

RISK FACTORS

In addition to the other information included or incorporated by reference into this joint proxy statement/prospectus, including the matters addressed in the section of this joint proxy statement/prospectus titled “Forward-Looking Statements,” you should carefully consider the following risks before deciding whether to vote in favor of the amalgamation proposal. In addition, you should read and consider carefully the risks associated with the businesses of PartnerRe and AXIS because these risks will also affect Newco following consummation of the amalgamation. These risks can be found in the Annual Reports on Form 10-K for the fiscal year ended December 31, 2014, and any amendments thereto, for each of PartnerRe and AXIS, as such risks may be updated or supplemented in each company’s subsequently filed Quarterly Reports on Form 10-Q or Current Reports on Form 8-K, which are incorporated by reference into this joint proxy statement/prospectus. You should also read and consider carefully the other information in this joint proxy statement/prospectus and the other documents incorporated by reference into this joint proxy statement/prospectus. See the section of this joint proxy statement/prospectus titled “Where You Can Find More Information” for information on how you can view PartnerRe’s and AXIS’ incorporated documents. If any of the risks described below or in the reports incorporated by reference into this joint proxy statement/prospectus actually occurs, the respective businesses, financial results, financial conditions, operating results or share prices of PartnerRe or AXIS or Newco could be materially adversely affected.

Risk Factors Relating to the Amalgamation

Failure to complete the amalgamation could negatively impact the price of PartnerRe and/or AXIS common shares, as well as its future business and financial results, and have an adverse effect on PartnerRe and AXIS.

The amalgamation agreement contains a number of conditions precedent that must be satisfied or waived prior to the consummation of the amalgamation. There are no assurances that all of the conditions to the amalgamation will be so satisfied or waived. If the conditions to the amalgamation are not satisfied or waived, then PartnerRe and AXIS may be unable to complete the amalgamation. See the section of this joint proxy statement/prospectus titled “The Amalgamation Agreement—Conditions to Consummation of the Amalgamation” for a discussion of the conditions to the amalgamation.

If the amalgamation is not completed, the ongoing businesses of PartnerRe and AXIS may be adversely affected as follows:

- the attention of management of PartnerRe and AXIS will have been diverted to the amalgamation instead of being directed solely to their own operations and the pursuit of other opportunities that could have been beneficial to the companies;
- the manner in which brokers, insurers, cedents and other third parties perceive PartnerRe and AXIS may be negatively impacted, which in turn could affect their ability to compete for or write new business or obtain renewals in the marketplace;
- the loss of time and resources;
- under certain circumstances, AXIS or PartnerRe, as the case may be, may be required to pay to the other party a fee of \$55 million or \$250 million in the event the amalgamation agreement is terminated, and costs and expenses incurred in connection with the amalgamation agreement and the transactions contemplated thereby in an amount not to exceed \$35 million;
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employees may leave in anticipation of the amalgamation thereby leaving PartnerRe and AXIS less able to operate as effectively as before the transaction was announced; and

- PartnerRe and AXIS would have incurred fees and costs, such as legal, accounting and certain financial advisor fees.

Additionally, in approving the amalgamation agreement and the transactions contemplated thereby, each of the boards of directors of PartnerRe and AXIS considered a number of factors and potential benefits, as described in the section of this joint proxy statement/prospectus titled

Table of Contents

“The Amalgamation–PartnerRe’s Reasons for the Amalgamation and Recommendation of PartnerRe’s Board of Directors” and “The Amalgamation–AXIS’ Reasons for the Amalgamation and Recommendation of the AXIS Board of Directors.”

Because the market price of Newco common shares will not be known until after the consummation of the amalgamation, PartnerRe and AXIS shareholders cannot be sure of the value of the amalgamation consideration they will receive.

Upon the closing of the amalgamation, each PartnerRe common share and AXIS common share will be converted into the right to receive 2.18 shares and 1 share, respectively, of Newco common shares. The Newco common shares will not begin trading publicly until after the closing of the amalgamation, and thus the market price of the Newco common shares will not be known prior to closing of the amalgamation. Accordingly, at the time of the special general meetings, PartnerRe or AXIS shareholders will not necessarily know or be able to calculate the value of the amalgamation consideration they would receive upon consummation of the amalgamation. Neither company is permitted to terminate the amalgamation agreement, and neither PartnerRe nor AXIS is permitted to resolicit the vote of its shareholders, solely because of changes in the market prices of either company’s shares. See the sections of this joint proxy statement/prospectus titled “Comparative Per Share Data” and “Market Price and Dividend Information.”

Newco, PartnerRe and AXIS must obtain certain approvals of, and satisfy certain requirements imposed by, governmental and regulatory authorities to complete the amalgamation, which, if delayed or not granted, may delay or result in termination of the amalgamation.

The amalgamation is conditioned on, among other things, the receipt or consummation of authorizations, consents, orders and approvals of, or declarations or filings with various U.S. and international insurance and governmental regulatory authorities, the expiration or termination of the applicable waiting period required under the HSR Act, and the approvals of certain antitrust authorities. If the consent from other governmental, insurance and regulatory authorities is not received, or if PartnerRe and AXIS fail to satisfy the regulatory requirements under the HSR Act or merger control or foreign investment laws outside of the U.S., then PartnerRe and AXIS may not be obligated to complete the amalgamation.

Subject to the terms and conditions of the amalgamation agreement and in accordance with applicable laws, PartnerRe and AXIS have agreed to use reasonable best efforts to take, or cause to be taken, all actions and to do, or cause to be done, all things necessary, proper or advisable to close the amalgamation and the other transactions contemplated by the amalgamation agreement in the most expeditious manner practicable and in any event prior to the end date, as discussed in the section of this joint proxy statement/prospectus titled “The Amalgamation Agreement—Consents and Approvals.” In connection with obtaining a required regulatory approval, however, neither PartnerRe nor AXIS nor any of their respective subsidiaries will be required to sell, divest or dispose of any of its businesses, products lines or assets or otherwise agree to take or refrain from taking any action that would be expected to have a regulatory material adverse effect.

Under the HSR Act, PartnerRe and AXIS cannot close the amalgamation until PartnerRe and AXIS have notified the Antitrust Division and the FTC of the amalgamation and furnished them with certain information and materials relating to the amalgamation and the applicable statutory waiting period has terminated or expired. The termination of the waiting period means the parties have satisfied their regulatory requirements under the HSR Act. PartnerRe and AXIS filed the required notifications with the Antitrust Division and the FTC on March 3, 2015. The waiting period will generally expire thirty (30) days after the appropriate notification has been filed unless the applicable regulatory agency requests additional information or the parties receive early termination. The parties have requested early termination of the waiting period, but there can be no assurance that early termination will be granted.

See the section of this joint proxy statement/prospectus titled “The Amalgamation Agreement—Conditions to Consummation of the Amalgamation” for a discussion of the conditions to the amalgamation and the section titled “Regulatory Matters” for a description of the requisite regulatory consents or requirements that must be satisfied in connection with the amalgamation.

PartnerRe and/or AXIS may waive certain of the conditions to the consummation of the amalgamation without resoliciting or seeking shareholder approval.

Each of the conditions to PartnerRe’s or AXIS’ obligations to complete the amalgamation may be waived, to the extent legally permissible, in whole or in part by PartnerRe or AXIS, as applicable. The respective boards of directors of PartnerRe or AXIS will evaluate the materiality of any such waiver to determine whether resolicitation of proxies is necessary or, if shareholders have approved the amalgamation proposal, whether further shareholder approval is necessary. In the event that any such waiver is not determined to be significant enough to require resolicitation or additional approval of PartnerRe and/or AXIS shareholders, the amalgamation may be completed without seeking any further shareholder approval.

Table of Contents

The amalgamation agreement contains provisions that could discourage potential acquirers from making a competing proposal.

The amalgamation agreement contains provisions that could discourage potential acquirers from making a competing proposal, including the applicable termination fees and expense reimbursement provisions, a party's right to match the terms of any superior proposal the other party receives and a requirement that each party hold its special general meeting even if it receives a superior proposal or its board changes its recommendation. As a result of these limitations, PartnerRe or AXIS may lose opportunities to enter into a more favorable transaction than the amalgamation. See the section of this joint proxy statement/prospectus titled "The Amalgamation Agreement—No Solicitation of Alternative Proposals" for a discussion of the restrictions on PartnerRe and AXIS' abilities to pursue alternative transactions.

Once PartnerRe and AXIS shareholders approve the amalgamation, the closing may occur even if a more attractive transaction becomes available to a party and its shareholders.

The ability of PartnerRe or AXIS to participate in any discussions or negotiations with, or furnish information to, any third-party in response to a superior acquisition proposal will cease upon shareholder adoption and approval of the amalgamation proposal. As a result, once PartnerRe or AXIS shareholders have adopted and approved the amalgamation proposal and unless the amalgamation agreement is terminated pursuant to its terms, PartnerRe or AXIS will be required to close the amalgamation upon the satisfaction of all the other conditions to closing (which conditions include a number of insurance and other regulatory approvals but do not include the obtaining of any contractual consents) even if, after the requisite PartnerRe or AXIS shareholder approval has been obtained but before the closing of the amalgamation, a superior acquisition proposal is received from a third-party.

PartnerRe and AXIS will be subject to business uncertainties and contractual restrictions while the proposed amalgamation is pending, which could adversely affect PartnerRe's and AXIS' business.

The amalgamation agreement requires PartnerRe and AXIS to act in the ordinary course of business and restricts PartnerRe and AXIS, without approval, from taking certain specified actions until the proposed amalgamation occurs or the amalgamation agreement terminates. See the section of this joint proxy statement/prospectus titled "The Amalgamation Agreement—Conduct of Business" for a more detailed description of the restrictions on PartnerRe's and AXIS' conduct of business. These restrictions may prevent PartnerRe and AXIS from pursuing otherwise attractive business opportunities and making other changes to its business before consummation of the amalgamation or, if the amalgamation is not completed, termination of the amalgamation agreement.

PartnerRe and AXIS will each be exposed to underwriting and other business risks during the period that each party's business continues to be operated independently from the other.

Until consummation of the amalgamation, each of PartnerRe and AXIS will operate independently from the other in accordance with such party's distinct underwriting guidelines, investment policies, referral processes, authority levels and risk management policies and practices. As a result, during this period, PartnerRe may assume risks that AXIS would not have assumed for itself, accept premiums that, in AXIS' judgment, do not adequately compensate it for the risks assumed, make investment decisions that would not adhere to AXIS' investment policies or otherwise make business decisions or take on exposure that, while consistent with PartnerRe's general business approach and practices, are not the same as those of AXIS. At the same time, AXIS may assume risks that PartnerRe would not have assumed for itself, accept premiums that, in PartnerRe's judgment, do not adequately compensate it for the risks assumed, make investment decisions that would not adhere to PartnerRe's investment policies or otherwise make business decisions or take on exposure that, while consistent with AXIS' general business approach and practices, are not the same as those of PartnerRe. Significant delays in completing the amalgamation will materially increase the risk that PartnerRe or

AXIS will operate its business in a manner that differs from how the business would have been conducted by the other party to the amalgamation.

Uncertainties associated with the amalgamation may cause a loss of management personnel and other key employees or result in the departure of customers of PartnerRe and/or AXIS, which could adversely affect their businesses.

Uncertainty about the effect of the amalgamation on PartnerRe's and AXIS' employees and customers may have an adverse effect on their businesses. These uncertainties may impair PartnerRe's and/or AXIS' ability to attract, retain and motivate key personnel until the amalgamation is completed and for a period of time thereafter, and could cause customers and others that transact with each party to seek to change the existing business relationships with PartnerRe and/or AXIS. Employee retention may be particularly challenging during the pendency of the amalgamation. If key employees depart or if customers and others that deal with PartnerRe or AXIS change in an adverse manner their existing business relationships with PartnerRe or AXIS, their business could be seriously harmed. If the business of PartnerRe or AXIS is adversely affected, the companies may not be able to realize the anticipated benefits of the amalgamation.

Table of Contents

Some directors and executive officers of PartnerRe and AXIS have interests in the amalgamation that are different from, or in addition to, the interests of PartnerRe and AXIS shareholders generally.

In considering the recommendations of the PartnerRe and AXIS boards of directors with respect to the amalgamation, shareholders should be aware that some of PartnerRe's and AXIS' directors and executive officers have financial interests in the amalgamation that are different from, or in addition to, the interests of PartnerRe and AXIS shareholders generally. See the sections of this joint proxy statement/prospectus titled "The Amalgamation—Interests of PartnerRe's Directors and Executive Officers in the Amalgamation" and "The Amalgamation—Interests of AXIS' Directors and Executive Officers in the Amalgamation."

PartnerRe and AXIS shareholders will have reduced ownership and voting interests after the consummation of the amalgamation and will exercise less influence over the management of Newco than they currently exercise over the management of PartnerRe and AXIS.

After the consummation of the amalgamation, PartnerRe and AXIS shareholders will own in the aggregate a significantly smaller percentage of Newco than they currently own of PartnerRe or AXIS. PartnerRe shareholders are expected to own, in the aggregate, immediately following the closing of the amalgamation, approximately [●]% of the outstanding Newco common shares on a pro forma fully-diluted basis and AXIS shareholders are expected to own, in the aggregate, immediately following the closing of the amalgamation, approximately [●]% of the outstanding Newco common shares on a pro forma fully-diluted basis. Consequently, PartnerRe and AXIS shareholders as a group will have less influence over the management and policies of Newco than they currently exercise over the management and policies of their respective companies.

Risk Factors Relating to Newco Following the Amalgamation

Future results of Newco may differ materially from the Preliminary Unaudited Pro Forma Condensed Consolidated Financial Information of Newco presented in this joint proxy statement/prospectus.

The future results of Newco following the consummation of the amalgamation may be materially different from those shown in the Preliminary Unaudited Pro Forma Condensed Consolidated Financial Information of Newco presented in this joint proxy statement/prospectus, which show only a combination of PartnerRe's and AXIS' historical results after giving effect to the amalgamation. Additionally, if the amalgamation is consummated, Newco anticipates incurring significant integration costs, which costs have not been reflected in the Preliminary Unaudited Pro Forma Condensed Consolidated Financial Information of Newco presented in this joint proxy statement/prospectus, as they are nonrecurring in nature and difficult to determine as of the date of this joint proxy statement/prospectus. In addition, the amalgamation and post-amalgamation integration process may give rise to unexpected liabilities and costs, including costs associated with the defense and resolution of possible litigation or other claims. Unexpected delays in completing the amalgamation or in connection with the post-amalgamation integration process may significantly increase the related costs and expenses incurred by Newco.

The integration of PartnerRe and AXIS following the amalgamation may present significant challenges and costs.

Newco may face significant challenges, including technical, accounting and other challenges, in combining PartnerRe's and AXIS' operations. PartnerRe and AXIS entered into the amalgamation agreement because each company believes that the amalgamation will be beneficial to it and its respective shareholders. Achieving the anticipated benefits of the amalgamation will depend in part upon whether Newco will be successful in integrating PartnerRe's and AXIS' businesses in a timely and efficient manner. Newco may not be able to accomplish this integration process smoothly or successfully, and it may incur unanticipated costs in connection with obtaining regulatory consents and approvals required to complete the amalgamation, which could also adversely affect its ability

to integrate the operations of PartnerRe and AXIS or reduce the anticipated benefits of the amalgamation.

Potential difficulties Newco may encounter as part of the integration process include the following:

- delays in the integration of management teams, strategies, operations, products and services;
- diversion of the attention of management as a result of the amalgamation;
- differences in business backgrounds, corporate cultures and management philosophies;
 - the inability to retain key employees;

Table of Contents

- the inability to establish and maintain integrated risk management systems, underwriting methodologies and controls, which could give rise to excess accumulation or aggregation of risks, underreporting or underrepresentation of exposures or other adverse consequences;
- the inability to create and enforce uniform financial, compliance and operating controls, procedures, policies and information systems;
- complexities associated with managing combined operating units, including the challenge of integrating complex systems, technology, networks and other assets of PartnerRe and AXIS in a seamless manner that minimizes any adverse impact on customers, brokers, employees and other constituencies;
- potential unknown liabilities and unforeseen increased expenses or delays associated with the amalgamation, including one-time cash costs to integrate PartnerRe and AXIS beyond current estimates; and
- the disruption of, or the loss of momentum in, the amalgamated company's ongoing businesses or inconsistencies in standards, controls, procedures and policies,

any of which could adversely affect the amalgamated company's ability to maintain relationships with customers, brokers, employees and other constituencies or Newco's ability to achieve the anticipated benefits of the amalgamation or could otherwise adversely affect the business and financial results of Newco after the amalgamation.

In addition, Newco will incur integration and restructuring costs following the consummation of the amalgamation as it integrates the businesses of PartnerRe and AXIS. Although the parties expect that the realization of efficiencies related to the integration of the businesses will offset incremental transaction, integration and restructuring costs over time, none of Newco, PartnerRe nor AXIS can give any assurance that this net benefit will be achieved at any time in the future.

The price of Newco common shares after the amalgamation will be affected by factors different from those affecting the price of PartnerRe common shares or AXIS common shares or the value of PartnerRe common shares or AXIS common shares before the amalgamation.

As the businesses and business strategies of PartnerRe and AXIS are different, the results of operations as well as the price of Newco common shares following the amalgamation may be affected by factors different from those factors affecting PartnerRe or AXIS as independent stand-alone entities. For a discussion of PartnerRe's and AXIS' businesses and certain risk factors to consider in connection with their respective businesses, see the respective sections entitled "Management's Discussion and Analysis of Financial Condition and Results of Operations" in each of PartnerRe's and AXIS' Annual Reports on Form 10-K for the year ended December 31, 2014 and other documents incorporated by reference into this joint proxy statement/prospectus.

The market price of Newco common shares may decline in the future as a result of the sale of such shares held by former PartnerRe or AXIS shareholders or due to other factors.

Newco will issue an aggregate of [] Newco common shares to PartnerRe and AXIS shareholders (including for this purpose each eligible holder of PartnerRe and AXIS equity awards) in the amalgamation. Upon the receipt of Newco common shares as amalgamation consideration, former holders of PartnerRe or AXIS common shares may seek to sell the Newco common shares delivered to them. These sales (or the perception that these sales may occur) may affect the market for, and the market price of, Newco common shares in an adverse manner. None of these shareholders are

subject to a “lock-up” or “market standoff” agreement.

The market price of Newco common shares may also decline in the future as a result of the amalgamation for a number of other reasons, including:

- the unsuccessful integration of PartnerRe and AXIS;
- the failure of Newco to achieve the anticipated benefits of the amalgamation, including financial results, as rapidly as or to the extent anticipated;
- decreases in Newco’s financial results after the closing of the amalgamation;
- as described below, any failure to maintain Newco’s financial strength, claims paying and enterprise-wide risk management ratings as a result of the amalgamation; or

Table of Contents

- general market or economic conditions unrelated to Newco's performance.

These factors are, to some extent, beyond the control of Newco.

The financial analyses and forecasts considered by PartnerRe's and AXIS' financial advisors and PartnerRe's and AXIS' boards of directors may not be realized, which may adversely affect the market price of the Newco's common shares following the amalgamation.

In performing certain financial analyses and delivering their respective opinions to PartnerRe's and AXIS' boards of directors that, as of [], 2015, and based upon and subject to the factors and assumptions set forth therein, the aggregate consideration to be paid pursuant to the amalgamation agreement was fair from a financial point of view to the holders of the outstanding PartnerRe common shares and AXIS common shares, the financial advisors reviewed, among other things, projected non-public financial statements and other projected non-public financial data prepared and furnished to it by PartnerRe and AXIS management, respectively. None of the projected non-public financial statements and other projected non-public financial data was prepared with a view toward public disclosure or compliance with the published guidelines of the SEC or the American Institute of Certified Public Accountants regarding projections and forecasts. These projections are inherently based on various estimates and assumptions that are subject to the judgment of those preparing them. These projections are also subject to significant economic, competitive, industry and other uncertainties and contingencies, all of which are difficult or impossible to predict and many of which are beyond the control of PartnerRe and AXIS. Accordingly, there can be no assurance that Newco's financial condition or results of operations will not be significantly worse than those set forth in such projected non-public financial statements and other projected non-public financial data.

The amalgamation may result in a ratings downgrade of Newco or its insurance affiliates relative to PartnerRe or AXIS, which may result in a material adverse effect on Newco's business, financial condition and operating results, as well as the market price of Newco common shares following the amalgamation.

Ratings with respect to claims paying ability and financial strength are important factors in maintaining customer confidence in Newco and its ability to market insurance and reinsurance products and compete with other insurance and reinsurance companies. Rating organizations regularly analyze the financial performance and condition of insurers and reinsurers. The insurance financial strength ratings assigned in respect of PartnerRe and AXIS by certain rating organizations are detailed in the table below:

	AXIS Ratings	PartnerRe Ratings	Agency's Rating Definition	Rating Review Status
Standard & Poor's	A+	A+	"Strong financial security characteristics"	Both companies have been affirmed with stable outlook
A.M. Best	A+	A+	"Superior ability to meet ongoing insurance obligations"	Under review with negative implications for both companies
Moody's Investor Services	A2	A1	"Insurance companies offer good financial strength"	AXIS rating under review with possible upgrade. PartnerRe rating has been affirmed with stable outlook
Fitch	A+	A+	"Strong capacity to meet policyholder and contract	AXIS rating placed on Rating Watch Positive and

obligations”

PartnerRe rating placed on
Rating Watch Negative

Following the amalgamation, any ratings downgrades, or the potential for ratings downgrades, of Newco or its subsidiaries could adversely affect Newco’s ability to market and distribute products and services and successfully compete in the marketplace, which could have a material adverse effect on its business, financial condition and operating results. For example, many of the reinsurance contracts of each of PartnerRe’s and AXIS’ reinsurance subsidiaries contain provisions that would allow ceding companies to terminate the contract or demand security following a downgrade in financial strength ratings below specified levels by one or more rating agencies. Neither PartnerRe nor AXIS can predict the extent to which their termination right would be exercised, if at all; however, the effect of such termination could have a significant and negative effect on Newco’s financial condition and results of operations following the amalgamation. Even in the absence of such contractual provisions, numerous cedents and brokers prefer to secure coverage or assign preferential allocations to the highest rated reinsurers, and accordingly, any decrease in ratings could adversely affect the ability of the amalgamated company to access the businesses it will seek to underwrite.

While management anticipates that Newco’s financial strength and claims paying ratings will be affirmed subsequent to the closing of the amalgamation, there is no guarantee that such affirmations will occur.

In addition, each of PartnerRe and AXIS are rated on their holding company indebtedness. A downgrade in such credit ratings could increase each company’s borrowing costs. A credit rating downgrade subsequent to the amalgamation could increase Newco’s cost of borrowing, or may negatively impact Newco’s ability to raise additional debt capital or the willingness of financial counterparties to deal with Newco.

PartnerRe’s and AXIS’ counterparties to contracts and arrangements may acquire certain rights upon the amalgamation, which could negatively affect Newco following the amalgamation.

PartnerRe and AXIS and their operating subsidiaries are parties to numerous contracts, agreements, licenses, permits, authorizations and other arrangements that contain provisions giving counterparties certain rights (including, in some cases, termination rights) upon a “change in control” of PartnerRe or AXIS or their subsidiaries, as applicable. The definition of “change in control” varies from contract to contract, ranging from a narrow to a broad definition, and in some cases, the “change in control” provisions may be implicated by the amalgamation. If such “change in control” provisions are triggered as a result of the amalgamation, a wide range of consequences may result, including the possibility that cedents will have the right to cancel and commute a contract, or the requirement that PartnerRe or AXIS return unearned premiums, net of commissions, or post certain collateral requirements.

Table of Contents

Whether a counterparty would have any of these or other rights in connection with the amalgamation depends upon the terms of its agreement with PartnerRe or AXIS or its applicable subsidiaries. Whether a counterparty exercises any cancellation rights it has would depend on, among other factors, such counterparty's views with respect to the financial strength and business reputation of Newco following the amalgamation, the extent to which such counterparty currently has reinsurance coverage with Newco's affiliates, the prevailing market conditions, the pricing and availability of replacement reinsurance coverage and Newco's ratings following the amalgamation. Neither PartnerRe nor AXIS can currently predict the extent to which such cancellation rights would be triggered or exercised, if at all.

In addition to the fact that a significant portion of PartnerRe's and AXIS' in-force reinsurance contracts contain special termination provisions that may be triggered following a change in control, many of these reinsurance contracts, as well as most reinsurance and insurance contracts of PartnerRe's and AXIS', renew annually, and so whether or not they may be terminated following the amalgamation, reinsurance cedents or policyholders may choose not to renew these contracts with Newco following the amalgamation.

Termination of in-force contracts or failure to renew reinsurance or insurance agreements and policies by contractual counterparties could adversely affect the benefits to be received by Newco from PartnerRe's and AXIS' contractual arrangements. If the benefits from these arrangements are less than expected, including as a result of these arrangements being terminated, determined to be unenforceable, in whole or in part, or the counterparties to such arrangements failing to satisfy their obligations thereunder, the benefits of the amalgamation may be significantly less than anticipated.

Any Newco common shares received by PartnerRe and AXIS shareholders as a result of the amalgamation will have different rights from PartnerRe and AXIS common shares.

Following consummation of the amalgamation, PartnerRe and AXIS shareholders will no longer be shareholders of PartnerRe or AXIS and will instead become shareholders of Newco. There will be important differences between the current rights of PartnerRe and AXIS shareholders and the rights to which such shareholders will be entitled as shareholders of Newco. See the section of this joint proxy statement/prospectus titled "Comparison of Shareholder Rights" for a discussion of the different rights associated with the Newco common shares.

Changes in U.S. federal income tax law could materially adversely affect an investment in Newco common shares.

In the past, legislation has been introduced in the U.S. Congress intended to eliminate some perceived tax advantages of companies (including insurance companies) that have legal domiciles outside the United States but have certain U.S. connections. It is possible that similar legislation could be introduced and enacted by the current Congress or future Congresses that could have an adverse impact on Newco.

In addition, the U.S. federal income tax laws and interpretations, including those regarding whether a company is engaged in a U.S. trade or business or is a passive foreign investment company (which we refer to as a "PFIC"), or whether U.S. holders would be required to include "subpart F income" or "related person insurance income" (which we refer to as "RPII") in their gross income, are subject to change, possibly on a retroactive basis. No regulations regarding the application of the PFIC rules to insurance companies are currently in effect, and the regulations regarding RPII are still in proposed form. New regulations or pronouncements interpreting or clarifying such rules may be forthcoming. None of Newco, PartnerRe nor AXIS can be certain if, when, or in what form, such regulations or pronouncements may be provided, and whether such guidance will have a retroactive effect.

Other Risk Factors Relating to PartnerRe

You should read and consider carefully other risk factors specific to PartnerRe that will also affect Newco after the amalgamation, described in Part I, Item 1A of PartnerRe's Annual Report on Form 10-K for the fiscal year ended December 31, 2014, under this section of this joint proxy statement/prospectus, "Risk Factors," as such risks may be updated or supplemented by subsequent Quarterly Reports on Form 10-Q and Current Reports on Form 8-K, and other documents that have been filed by PartnerRe with the SEC and which are incorporated by reference into this joint proxy statement/prospectus. See the section of this joint proxy statement/prospectus titled "Where You Can Find More Information" for the location of information incorporated by reference into this joint proxy statement/prospectus.

Table of Contents

Other Risk Factors Relating to AXIS

You should read and consider carefully other risk factors specific to AXIS that will also affect Newco after the amalgamation, described in Part I, Item 1A of AXIS' Annual Report on Form 10-K for the fiscal year ended December 31, 2014, under this section of this joint proxy statement/prospectus, "Risk Factors," as such risks may be updated or supplemented by subsequent Quarterly Reports on Form 10-Q and Current Reports on Form 8-K, and other documents that have been filed by AXIS with the SEC and which are incorporated by reference into this joint proxy statement/prospectus. See the section of this joint proxy statement/prospectus titled "Where You Can Find More Information" for the location of information incorporated by reference into this joint proxy statement/prospectus.

Table of Contents

THE COMPANIES

Newco

Pursuant to the amalgamation agreement and the statutory amalgamation agreement, at the effective time, PartnerRe and AXIS will amalgamate with Newco continuing thereafter as a Bermuda exempted company with limited liability, with all the rights, properties, liabilities and obligations of PartnerRe and AXIS. Newco will be a significant global specialty insurance and reinsurance company. Newco will have a substantial global presence and capabilities across a broad range of business lines, with gross premiums written expected to be in excess of \$10 billion, total capital greater than \$14 billion and cash and invested assets of approximately \$32 billion. The board of directors of Newco will consist of seven directors initially designated by AXIS and seven directors initially designated by PartnerRe. The initial directors of Newco will be Jean-Paul L. Montupet (Chairman of the board of directors), Albert A. Benchimol (Chief Executive Officer), Michael A. Butt (Chairman Emeritus of the board of directors), Charles A. Davis, Robert L. Friedman, Christopher V. Greetham, Roberto Mendoza, Debra J. Perry, Thomas C. Ramey, Rémy Sautter, Henry B. Smith, Kevin M. Twomey, Egbert Willam and David Zwiener.

The amalgamated company's management team will be drawn from the existing PartnerRe and AXIS management teams, and the combined management team will be led by Albert Benchimol, AXIS' current President and Chief Executive Officer, who will serve as President and Chief Executive Officer of Newco; Joseph Henry, currently Chief Financial Officer of AXIS, who will continue in this role as Chief Financial Officer of Newco; William Babcock, currently Chief Financial Officer of PartnerRe, who will serve as Deputy Chief Financial Officer and Lead Integration Officer of Newco and will assume the role of Chief Financial Officer of Newco upon the retirement of Mr. Henry in July 2016; Emmanuel Clarke, currently Chief Executive Officer of PartnerRe Global, who will serve as Chief Executive Officer of Reinsurance of Newco; Peter Wilson, currently Chief Executive Officer of AXIS Insurance, who will serve as Chief Executive Officer of Insurance of Newco; Chris DiSipio, currently Chief Executive Officer of AXIS Accident and Health, who will serve as Chief Executive Officer of Life, Accident and Health of Newco; and John (Jay) Nichols, currently Chief Executive Officer of AXIS Re, who will serve as Executive Vice President of Strategic Business Development and Capital Solutions at Newco.

PartnerRe

PartnerRe provides reinsurance on a worldwide basis through its principal wholly-owned subsidiaries, including Partner Reinsurance Company Ltd., Partner Reinsurance Europe SE and Partner Reinsurance Company of the U.S. Risks reinsured include, but are not limited to, property, casualty, motor, agriculture, aviation/space, catastrophe, credit/surety, engineering, energy, marine, specialty property, specialty casualty, multiline and other lines, mortality, longevity and health and alternative risk products. PartnerRe's alternative risk products include weather and credit protection to financial, industrial and service companies on a worldwide basis. PartnerRe is an exempted limited liability company incorporated under the laws of Bermuda, with its principal executive offices located at 90 Pitts Bay Road, Pembroke HM 08, Bermuda. Its telephone number is (441) 292-0888.

For additional information about PartnerRe and its business, including how to obtain the documents that PartnerRe has filed with the SEC, see the section of this joint proxy statement/prospectus titled "Where You Can Find More Information."

AXIS

AXIS provides specialty lines insurance and reinsurance on a worldwide basis through its operating subsidiaries which include AXIS Specialty Limited, AXIS Specialty Europe SE, AXIS Re SE, AXIS Insurance Company, AXIS Reinsurance Company and AXIS Surplus Insurance Company. AXIS' specialty insurance lines of business include

property, marine, terrorism, aviation, credit and political risk, professional lines, liability and accident and health. AXIS' reinsurance lines of business include catastrophe, property, professional lines, credit and surety, motor, liability, engineering, agriculture and other lines. AXIS' reinsurance business also includes, primarily derivative based, risk management products designed to address weather and commodity price risks. AXIS has operating subsidiaries and branch networks based in Bermuda, the United States, Europe, Singapore, Canada and Australia. AXIS also maintains marketing offices in Brazil, France and Spain. AXIS is an exempted company with limited liability incorporated under the laws of Bermuda with its principal executive offices located at 92 Pitts Bay Road, Pembroke HM 08, Bermuda. Its telephone number is (441) 496-2600.

For additional information about AXIS and its business, including how to obtain the documents that AXIS has filed with the SEC, see the section of this joint proxy statement/prospectus titled "Where You Can Find More Information."

Table of Contents

SELECTED HISTORICAL CONSOLIDATED FINANCIAL DATA OF PARTNERRE

Set forth below is certain selected historical consolidated financial data relating to PartnerRe and its consolidated subsidiaries. The selected historical consolidated financial data as of December 31, 2014 and 2013, and for each of the years in the three-year period ended December 31, 2014, has been derived from PartnerRe's audited consolidated financial statements and accompanying notes included in its Annual Report on Form 10-K for the year ended December 31, 2014, which is incorporated by reference into this joint proxy statement/prospectus. The selected historical consolidated financial data as of December 31, 2012, 2011 and 2010, and for the years ended December 31, 2011 and 2010, has been derived from PartnerRe's audited consolidated financial statements and accompanying notes for such years, which have been filed with the SEC but which are not incorporated by reference into this joint proxy statement/prospectus. You should not take historical results as necessarily indicative of the results that may be expected for any future period.

More comprehensive financial information, including management's discussion and analysis of financial condition and results of operations, is contained in other documents filed by PartnerRe with the SEC, and the following summary is qualified in its entirety by reference to such other documents and all of the financial information and notes contained in those documents. See the section of this joint proxy statement/prospectus titled "Where You Can Find More Information."

For the years ended December 31,
(Expressed in millions of U.S. dollars or shares, except per
share data)

Statement of Operations Data	2014	2013	2012	2011	2010
Gross premiums written	\$5,932	\$5,570	\$4,718	\$4,633	\$4,885
Net premiums written	5,720	5,397	4,573	4,486	4,705
Net premiums earned	\$5,609	\$5,198	\$4,486	\$4,648	\$4,776
Net investment income	480	484	571	629	673
Net realized and unrealized investment gains (losses)	372	(161)	494	67	402
Other income	16	17	12	8	10
Total revenues	6,477	5,538	5,563	5,352	5,861
Losses and loss expenses and life policy benefits	3,463	3,158	2,805	4,373	3,284
Total expenses	5,185	4,830	4,234	5,797	4,892
Income (loss) before taxes and interest in earnings (losses) of equity method investments	1,292	708	1,329	(445)	969
Income tax expense	239	49	204	69	129
Interest in earnings (losses) of equity method investments	15	14	10	(6)	13
Net income (loss)	\$1,068	\$673	\$1,135	\$(520)	\$853
Net income attributable to noncontrolling interests	13	9	—	—	—
Net income (loss) attributable to PartnerRe Ltd.	\$1,055	\$664	\$1,135	\$(520)	\$853
Preferred dividends	57	58	62	47	35
Loss on redemption of preferred shares	—	9	—	—	—
Net income (loss) attributable to PartnerRe Ltd. common shareholders	998	597	1,073	(567)	818
Basic net income (loss) per common share	\$19.96	\$10.78	\$17.05	\$(8.40)	\$10.65
Diluted net income (loss) per common share	\$19.51	\$10.58	\$16.87	\$(8.40)	\$10.46
Dividends declared and paid per common share	\$2.68	\$2.56	\$2.48	\$2.35	\$2.05

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Operating earnings (loss) attributable to PartnerRe

Ltd. common shareholders (1) (4)	\$755	\$722	\$664	\$(642)) \$492
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Diluted operating earnings (loss) per common share

and common share equivalents outstanding (1)	\$14.76	\$12.79	\$10.43	\$(9.50)) \$6.29
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Table of Contents

	For the years ended December 31, (Expressed in millions of U.S. dollars or shares, except per share data)									
Statement of Operations Data	2014		2013		2012		2011		2010	
Operating return on beginning diluted book value per common share and common share equivalents outstanding (2) (4)	13.5	%	12.7	%	12.3	%	(10.1)	%)	7.4	%
Weighted average number of common shares and common share equivalents outstanding	51.2		56.4		63.6		67.6		78.2	
Non-life ratios										
Loss ratio	56.1	%	56.7	%	58.5	%	96.7	%	65.9	%
Acquisition ratio	24.3		22.5		22.3		21.3		21.3	
Other expense ratio	5.8		6.1		7.0		7.4		7.8	
Combined ratio	86.2	%	85.3	%	87.8	%	125.4	%	95.0	%

	At December 31,									
Balance Sheet Data	2014		2013		2012		2011		2010	
Total investments, funds held—directly managed and cash and cash equivalents	\$17,222		\$17,431		\$18,026		\$17,898		\$18,181	
Total assets	22,270		23,038		22,980		22,855		23,364	
Unpaid losses and loss expenses and policy benefits for life and annuity contracts	11,796		12,620		12,523		12,919		12,417	
Debt related to senior notes	750		750		750		750		750	
Debt related to capital efficient notes	71		71		71		71		71	
Total shareholders' equity attributable to PartnerRe Ltd.	7,049		6,710		6,933		6,468		7,207	
Diluted book value per common share and common share equivalents outstanding	\$126.21		\$109.26		\$100.84		\$84.82		\$93.77	
Diluted tangible book value per common share and common share equivalents outstanding (3)	\$114.76		\$98.49		\$90.86		\$76.47		\$85.53	
Number of common shares outstanding, net of treasury shares	49.1		53.6		58.9		65.3		70.0	

(1) Operating earnings or loss attributable to PartnerRe common shareholders (operating earnings or loss) is calculated as net income or loss available to PartnerRe common shareholders excluding net realized and unrealized gains or losses on investments, net of tax (except where PartnerRe has made a strategic investment in an insurance or reinsurance related investee), net foreign exchange gains or losses, net of tax, loss on redemption of preferred shares, interest in earnings or losses of equity investments, net of tax (except where PartnerRe has made a strategic investment in an insurance or reinsurance related investee and where PartnerRe does not control the investee's activities) and certain withholding taxes on inter-company dividends, net of tax, and is calculated after preferred dividends. Diluted operating earnings or loss per common share and common share equivalent outstanding (diluted operating earnings or loss per share) are calculated using operating earnings or loss for the period divided by the weighted average number of common shares and common share equivalents outstanding. The presentation of operating earnings or loss or diluted operating earnings or loss per share are non-GAAP financial measures within the meaning of Regulation G. See Key Financial Measures in Item 7 of Part II of the Annual Report on Form 10-K for the year ended December 31, 2014, which is incorporated by reference into this joint proxy statement/prospectus, for a detailed discussion of the measures used by PartnerRe to evaluate its financial performance.

(2) Operating return on beginning diluted book value per common share and common share equivalents outstanding (Operating ROE) is calculated using diluted operating earnings or loss per share, as defined above, divided by diluted book value per common share and common share equivalents outstanding at the beginning of the year. The presentation of

Table of Contents

Operating ROE is a non-GAAP financial measure within the meaning of Regulation G. See Key Financial Measures in Item 7 of Part II of the Annual Report on Form 10-K for the year ended December 31, 2014, which is incorporated by reference into this joint proxy statement/prospectus, for a detailed discussion of the measures used by PartnerRe to evaluate its financial performance.

- (3) Diluted tangible book value per common share and common share equivalents outstanding (Diluted Tangible Book Value per Share) is calculated using common shareholders' equity attributable to PartnerRe Ltd. (total shareholders' equity less noncontrolling interests and the aggregate liquidation value of preferred shares) less goodwill and intangible assets, net of tax, divided by the weighted average number of common shares and common share equivalents outstanding (assuming exercise of all share-based awards and other dilutive securities). The presentation of Diluted Tangible Book Value per Share is a non-GAAP financial measure within the meaning of Regulation G. See Key Financial Measures in Item 7 of Part II of the Annual Report on Form 10-K for the year ended December 31, 2014, which is incorporated by reference into this joint proxy statement/prospectus, for a detailed discussion of the measures used by PartnerRe to evaluate its financial performance.
- (4) Effective January 1, 2011, management of PartnerRe redefined its operating earnings or loss available to common shareholders calculation to additionally exclude net foreign exchange gains or losses. In addition, management of PartnerRe redefined its Operating return on beginning diluted book value per share and common share equivalents outstanding calculation to measure operating return on a diluted per share basis (Operating ROE, previously referred to as operating return on beginning common shareholders' equity). Operating earnings or loss and Operating ROE for all periods presented have been recast to reflect PartnerRe's redefined non-GAAP measures. See Key Financial Measures in Item 7 of Part II of the Annual Report on Form 10-K for the year ended December 31, 2014, which is incorporated by reference into this joint proxy statement/prospectus, for a discussion of Management's reasons for redefining these measures.

Table of Contents

SELECTED HISTORICAL CONSOLIDATED FINANCIAL DATA OF AXIS

Set forth below is certain selected historical consolidated financial data relating to AXIS and its consolidated subsidiaries. The selected historical financial data as of December 31, 2014 and 2013, and for each of the years in the three-year period ended December 31, 2014, has been derived from AXIS' audited consolidated financial statements and accompanying notes included in its Annual Report on Form 10-K for the year ended December 31, 2014, which is incorporated by reference into this joint proxy statement/prospectus. The selected historical consolidated financial data as of December 31, 2012, 2011 and 2010, and for the years ended December 31, 2011 and 2010, has been derived from AXIS' audited consolidated financial statements and accompanying notes for such years, which have been filed with the SEC but which are not incorporated by reference into this joint proxy statement/prospectus. You should not take historical results as necessarily indicative of the results that may be expected for any future period.

More comprehensive financial information, including management's discussion and analysis of financial condition and results of operations, is contained in other documents filed by AXIS with the SEC, and the following summary is qualified in its entirety by reference to such other documents and all of the financial information and notes contained in those documents. See the section of this joint proxy statement/prospectus titled "Where You Can Find More Information."

(Expressed in millions of U.S Dollars or shares, except per share data)

Selected Statement of Operations Data:	As of and for the year ended December 31,				
	2014	2013	2012	2011	2010
Gross premiums written	\$4,712	\$4,697	\$4,140	\$4,096	\$3,751
Net premiums earned	3,871	3,707	3,415	3,315	2,947
Net investment income	343	409	381	362	407
Net realized investment gains	132	76	127	121	195
Net losses and loss expenses	2,187	2,134	2,096	2,675	1,677
Acquisition costs	737	664	628	587	489
General and administrative expenses	622	575	561	459	450
Interest expense and financing costs	75	62	62	63	56
Preferred share dividends	40	40	38	37	37
Net income available to common shareholders					
(1)	\$771	\$684	\$495	\$9	\$820
Operating income (loss) (2)	\$563	\$633	\$423	\$(153)	\$611
Per Common Share Data:					
Basic earnings per common share	\$7.38	\$6.02	\$4.05	\$0.08	\$6.74
Diluted earnings per common share	7.29	5.93	4.00	0.07	6.02
Diluted operating income (loss) per common share (2)	\$5.32	\$5.49	\$3.41	\$(1.26)	\$4.49
Cash dividends declared per common share	\$1.10	\$1.02	\$0.97	\$0.93	\$0.86
Operating ROACE (3)	10.8	% 12.1	% 8.2	% (3.1)	% 12.1
Basic weighted average common shares outstanding	104.4	113.6	122.1	122.5	121.7
Diluted weighted average common shares outstanding	105.7	115.3	123.7	128.1	136.2

Operating Ratios:(4)

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Net loss and loss expense ratio	56.5	%	57.6	%	61.4	%	80.7	%	56.9	%
Acquisition cost ratio	19.0	%	17.9	%	18.4	%	17.7	%	16.6	%
General and administrative expense ratio	16.1	%	15.5	%	16.4	%	13.9	%	15.2	%
Combined ratio	91.6	%	91.0	%	96.2	%	112.3	%	88.7	%

(1) The 2014 net income available to common shareholders includes an amount attributable from noncontrolling interests of \$6.

(2) Operating income (loss) represents after-tax operational results without consideration of after-tax net realized investment gains and losses, foreign exchange gains and losses, and losses on repurchase of preferred shares. Diluted operating income (loss) per common share is calculated using operating income (loss) for the period divided by the diluted weighted average number of common shares and common share equivalents outstanding. The presentation of operating income (loss) and diluted operating income (loss) per common share are non-GAAP financial measures within the meaning of Regulation G. See Non-GAAP Financial Measures in Item 7 of Part II of the AXIS Annual Report on Form 10-K for the year ended December 31, 2014, which is incorporated by reference into this joint proxy statement/prospectus, for a detailed discussion of the measures used by AXIS to evaluate its financial performance.

Table of Contents

(3) Operating return on average common equity (Operating ROACE) is calculated using diluted operating income (loss), as defined above, divided by average common shareholders' equity determined by using the common shareholders' equity balances at the beginning and end of the period. The presentation of Operating ROACE is a non-GAAP financial measure within the meaning of Regulation G. See Non-GAAP Financial Measures in Item 7 of Part II of the AXIS Annual Report on Form 10-K for the year ended December 31, 2014, which is incorporated by reference into this joint proxy statement/prospectus, for a detailed discussion of the measures used by AXIS to evaluate its financial performance.

(4) Operating ratios are calculated by dividing the respective operating expenses by net premiums earned.

As of for the year ended December 31,

Selected Balance Sheet Data:	2014	2013	2012	2011	2010
Investments and cash and cash equivalents	\$ 14,980	\$ 14,768	\$ 14,397	\$ 13,550	\$ 12,570
Reinsurance recoverable on unpaid and paid losses	1,926	1,930	1,864	1,770	1,578
Total assets	19,956	19,635	18,852	17,806	16,446
Reserve for losses and loss expenses	9,597	9,582	9,059	8,425	7,032
Unearned premiums	2,735	2,684	2,455	2,454	2,334
Senior notes	991	996	995	995	994
Total shareholders' equity attributable to AXIS Capital	\$ 5,821	\$ 5,818	\$ 5,780	\$ 5,444	\$ 5,625
Book value per common share(1)	\$ 52.23	\$ 47.40	\$ 44.75	\$ 39.37	\$ 45.60
Diluted book value per common share(1)	\$ 50.63	\$ 45.80	\$ 42.97	\$ 38.08	\$ 39.37
Common shares outstanding	99.4	109.5	117.9	125.6	112.4
Common shares outstanding – diluted	102.6	113.3	122.8	129.8	130.2

(1) Book value per common share and diluted book value per common share are based on total common shareholders' equity divided by common shares and diluted common share equivalents outstanding, respectively.

Table of Contents

PRELIMINARY UNAUDITED PRO FORMA CONDENSED CONSOLIDATED FINANCIAL INFORMATION

The following preliminary unaudited pro forma condensed consolidated financial statements are based on the separate historical financial statements of AXIS and PartnerRe after giving effect to the amalgamation and the assumptions and adjustments described in the accompanying notes to the preliminary unaudited pro forma condensed consolidated financial statements. The preliminary unaudited pro forma condensed consolidated balance sheet as of December 31, 2014 is presented as if the amalgamation with PartnerRe had occurred on December 31, 2014. The preliminary unaudited pro forma condensed consolidated statement of income for the year ended December 31, 2014 is presented as if the amalgamation had occurred on January 1, 2014. The historical condensed consolidated financial information has been adjusted to reflect factually supportable items that are directly attributable to the amalgamation and, with respect to the statements of income only, expected to have a continuing impact on the consolidated results of operations.

The preparation of the preliminary unaudited pro forma condensed consolidated financial statements and related adjustments required management to make certain assumptions and estimates. The preliminary unaudited pro forma condensed consolidated financial statements should be read together with:

- the accompanying notes to the preliminary unaudited pro forma condensed consolidated financial statements;
- AXIS' separate audited historical consolidated financial statements and accompanying notes as of and for the year ended December 31, 2014, included in AXIS' Annual Report on Form 10-K for the year ended December 31, 2014;
- PartnerRe's separate audited historical consolidated financial statements and accompanying notes as of and for the year ended December 31, 2014, included in PartnerRe's Annual Report on Form 10-K for the year ended December 31, 2014; and
- other information pertaining to AXIS and PartnerRe contained in or incorporated by reference into this joint proxy statement/prospectus. See "Selected Historical Consolidated Financial Data of AXIS" and "Selected Historical Consolidated Financial Data of PartnerRe" included elsewhere in this joint proxy statement/prospectus.

The preliminary unaudited pro forma condensed consolidated financial information has been prepared using the acquisition method of accounting for business combinations under accounting principles generally accepted in the United States (U.S. GAAP). After considering the relevant U.S. GAAP guidance, it has been determined that AXIS is the acquiring entity for accounting purposes, primarily due to the number of the senior management positions, including the Chief Executive Officer, in the amalgamated company being filled by current AXIS employees.

The preliminary unaudited pro forma adjustments, including the allocations of the acquisition consideration, have been made solely for the purpose of providing preliminary unaudited pro forma condensed consolidated financial information. A final determination of the acquisition consideration and fair values of PartnerRe's assets and liabilities, which cannot be made prior to the completion of the amalgamation, will be based on the actual net tangible and intangible assets of PartnerRe that exist as of the date of completion of the transaction. Consequently, amounts preliminarily allocated to the gain on bargain purchase and intangible assets could change significantly from those allocations used in the preliminary unaudited pro forma condensed consolidated financial statements presented below and could result in a material change in amortization of acquired intangible assets.

In connection with the plan to integrate the operations of AXIS and PartnerRe following the completion of the amalgamation, management anticipates that nonrecurring charges will be incurred. Management is not able to determine the timing, nature and amount of these integration charges as of the date of this joint proxy statement/prospectus. However, these charges will affect the results of operations of AXIS and PartnerRe, as well as those of the combined company following the completion of the amalgamation, in the periods in which they are incurred. The preliminary unaudited pro forma condensed consolidated financial statements do not include the effects of the costs associated with any restructuring or integration activities resulting from the transaction, as they are

nonrecurring in nature and not factually supportable at the time that the preliminary unaudited pro forma condensed consolidated financial statements were prepared.

Table of Contents

The adjustments that will be recorded as of the completion of the amalgamation may differ materially from the information presented in these preliminary unaudited pro forma condensed consolidated financial statements as a result of:

- the occurrence of natural or man-made catastrophic events which trigger losses on catastrophe-exposed (re)insurance contracts written by PartnerRe;
- changes in the fair value of PartnerRe's investment portfolio due to market volatility, changes in interest rates and foreign exchange movements;
- changes in the trading price for AXIS' common shares;
- net cash used or generated in PartnerRe's operations between the signing of the amalgamation agreement and completion of the amalgamation;
- the timing of the completion of the amalgamation; and
- other changes in PartnerRe's net assets that occur prior to completion of the amalgamation, which could cause material differences in the information presented below.

The preliminary unaudited pro forma condensed consolidated financial statements are provided for informational purposes only. Additionally, the preliminary unaudited pro forma condensed consolidated financial statements are not necessarily, and should not be assumed to be, an indication of the results that would have been achieved had the transaction been completed as of the dates indicated or that may be achieved in the future. The preliminary unaudited pro forma condensed consolidated financial statements do not give consideration to the impact of possible revenue enhancements, potential revenue decreases due to lost business, any expense efficiencies, synergies or asset dispositions that may result from the amalgamation.

Management has recorded reclassifications of PartnerRe information to conform to AXIS' presentation. Additionally, as of the date of this joint proxy statement/prospectus, management has identified material preliminary adjustments necessary to conform PartnerRe's accounting policies to AXIS' accounting policies. Management of the combined company following the completion of the amalgamation will conduct a final review of PartnerRe's accounting policies as of the date of the completion of the amalgamation in an effort to determine if further differences in accounting policies require adjustment to conform to AXIS' accounting policies or if further reclassifications are considered necessary. As a result of this review, management may identify further differences that, when conformed, could have a material impact on these unaudited pro forma condensed consolidated financial statements.

Table of Contents

PRELIMINARY UNAUDITED PRO FORMA CONDENSED CONSOLIDATED BALANCE SHEET

	As of December 31, 2014 (in thousands, except for per share data)					
	AXIS	PartnerRe	Adjustments			Total
Assets						
Investments:						
Fixed maturities and short-term investments, available for sale	\$ 12,236,807	\$ —	\$ 13,944,423	(a)	\$	26,181,230
Fixed maturities and short-term investments, trading	—	13,944,423	(13,944,423)	(b)		—
Equity securities, available for sale	567,707	—	—			567,707
Equity securities, trading	—	1,056,514	—			1,056,514
Other investments	965,465	298,827	20,164	(c)		1,284,456
Total investments	13,769,979	15,299,764	20,164			29,089,907
Cash and cash equivalents, including restricted cash	1,209,695	1,313,468	—			2,523,163
Insurance and reinsurance premium balances receivable	1,808,620	2,454,850	296,342	(d)		4,559,812
Reinsurance recoverable on unpaid and paid losses	1,926,145	246,158	(226,070)	(e)		1,946,233
Deferred acquisition costs	466,987	661,186	(661,186)	(f)		466,987
Value of business acquired	—	—	440,000	(g)		440,000
Goodwill	47,148	456,380	(456,380)	(h)		47,148
Intangible assets	41,812	159,604	57,742	(i)		259,158
Other assets	685,350	1,678,947	94,580	(j)		2,458,877
Total assets	\$ 19,955,736	\$ 22,270,357	\$ (434,808)		\$	41,791,285
Liabilities						
Reserve for losses and loss expenses	\$ 9,596,797	\$ 9,745,806	\$ (165,282)	(k)	\$	19,177,321
Policy benefits for life and annuity contracts	—	2,050,107	160,000	(l)		2,210,107
Unearned premiums	2,735,376	1,750,607	(262,536)	(m)		4,223,447
Debt	990,790	820,989	102,717	(n)		1,914,496
Other liabilities	752,833	798,437	164,929	(o)		1,716,199
Total liabilities	14,075,796	15,165,946	(172)			29,241,570
Shareholders' equity						
Preferred shares	627,843	34,150	819,600	(p)		1,481,593
Common shares	2,191	87,237	(85,906)	(q)		3,522
Additional paid-in capital	2,285,016	3,949,665	1,540,278	(r)		7,774,959
Accumulated other comprehensive loss	(45,574)	(34,083)	34,083	(s)		(45,574)
Retained earnings	5,715,504	6,270,811	(6,001,561)	(t)		5,984,754
Treasury shares	(2,763,859)	(3,258,870)	3,258,870	(u)		(2,763,859)
	5,821,121	7,048,910	(434,636)			12,435,395

Total shareholders' equity
attributable to controlling
interests

Noncontrolling interests	58,819	55,501	—	114,320
Total shareholders' equity	5,879,940	7,104,411	(434,636)	12,549,715

Total liabilities and shareholders' equity	\$ 19,955,736	\$ 22,270,357	\$ (434,808)	\$ 41,791,285
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Selected Share Data

Diluted common shares outstanding	102,577	49,087	58,509 (v)	210,173
Diluted book value per common share	\$ 50.63	\$ 126.21	n/a	\$ 52.12

n/a - not applicable

See accompanying notes to the preliminary unaudited pro forma condensed consolidated financial statements.

Table of Contents

PRELIMINARY UNAUDITED PRO FORMA CONDENSED CONSOLIDATED STATEMENT OF INCOME

	For the year ended December 31, 2014 (in thousands, except for per share data)			
	AXIS	PartnerRe	Adjustments	Total
Revenues				
Net premiums earned	\$ 3,870,999	\$ 5,609,195	\$ (86,480) (a)	\$ 9,393,714
Net investment income	342,766	479,696	—	822,462
Other income	650	16,190	—	16,840
Net realized investment gains(1)	132,108	371,796	(178,355) (b)	325,549
Total revenues	4,346,523	6,476,877	(264,835)	10,558,565
Expenses				
Net losses and loss expenses and life policy benefits	2,186,722	3,462,770	(87,590) (c)	5,561,902
Acquisition costs	737,197	1,213,822	58,406 (d)	2,009,425
General and administrative expenses	619,894	449,688	—	1,069,582
Foreign exchange gains	(104,439)	(18,201)	(128,959) (e)	(251,599)
Amortization of intangible assets	1,982	27,486	(940) (f)	28,528
Interest expense and financing costs	74,695	48,963	(20,318) (g)	103,340
Total expenses	3,516,051	5,184,528	(179,401)	8,521,178
Income before income taxes and interest in earnings of equity method investments	830,472	1,292,349	(85,434)	2,037,387
Income tax expense	25,908	239,506	(15,269) (h)	250,145
Interest in earnings of equity method investments	—	15,270	—	15,270
Net income	804,564	1,068,113	(70,165)	1,802,512
Amounts attributable (from) to noncontrolling interests	(6,181)	13,139	—	6,958
Net income attributable to controlling interests	810,745	1,054,974	(70,165)	1,795,554
Preferred share dividends	40,088	56,735	—	96,823
Net income available to common shareholders	\$ 770,657	\$ 998,239	\$ (70,165)	\$ 1,698,731
Per share data				
Net income per common share				
Basic net income	\$ 7.38	\$ 19.96	n/a	\$ 7.83
Diluted net income	\$ 7.29	\$ 19.51	n/a	\$ 7.79
Weighted average number of common shares outstanding - basic	104,368	50,019	n/a	216,943
Weighted average number of common shares outstanding - diluted	105,713	51,174	n/a	218,167

n/a - not applicable

(1)

PartnerRe's net realized investment gains also include the change in net unrealized investment gains for the year ended December 31, 2014.

See accompanying notes to the preliminary unaudited pro forma condensed consolidated financial statements.

Table of Contents

NOTES TO PRELIMINARY UNAUDITED PRO FORMA CONDENSED
CONSOLIDATED FINANCIAL STATEMENTS

Note 1—Basis of Pro Forma Presentation

The preliminary unaudited pro forma condensed consolidated balance sheet as of December 31, 2014 and the preliminary unaudited pro forma condensed consolidated statement of income for the year ended December 31, 2014 are based on the historical financial statements of AXIS and PartnerRe after giving effect to the completion of the amalgamation and the assumptions and adjustments described in the accompanying notes. It does not give consideration to the impact of revenue enhancements or potential lost business, expense efficiencies, synergies, integration costs, asset dispositions, or other actions that may result from the amalgamation. The preliminary unaudited pro forma information was prepared in accordance with applicable SEC pro forma guidance under Regulation S-X Article 11.

The transaction will be accounted for under the acquisition method of accounting in accordance with Accounting Standards Codification (“ASC”) Topic 805, Business Combinations (“ASC 805”), with AXIS as the acquiring entity. In business combination transactions in which the consideration given is not in the form of cash (that is, in the form of non-cash assets, liabilities incurred, or equity interests issued), measurement of the acquisition consideration is based on the fair value of the consideration given or the fair value of the assets (or net assets) acquired, whichever is more clearly evident and, thus, more reliably measurable.

Under ASC 805, all of the PartnerRe assets acquired and liabilities assumed in this business combination are recognized at their acquisition-date fair value, while transaction costs and restructuring costs associated with the business combination are expensed as incurred. The amount of the acquisition consideration below the fair value of assets acquired and liabilities assumed is treated as a gain on bargain purchase. Changes in deferred tax asset valuation allowances and income tax uncertainties, if any, after the acquisition date will generally affect income tax expense. Subsequent to the completion of the amalgamation, AXIS and PartnerRe will finalize an integration plan, which may affect how the assets acquired, including intangible assets, will be utilized by the combined company.

The preliminary unaudited pro forma information is presented solely for informational purposes and is not necessarily indicative of the consolidated results of operations or financial position that might have been achieved for the periods or dates indicated, nor is it necessarily indicative of the future results of the combined company.

Note 2—Preliminary Acquisition Consideration

On January 25, 2015, AXIS entered into a definitive agreement and plan of amalgamation with PartnerRe, pursuant to which AXIS will be amalgamated with PartnerRe and Newco shall continue after the amalgamation. At the closing (as defined in the amalgamation agreement), each PartnerRe common share issued and outstanding immediately prior to the amalgamation's effective time (as defined in the amalgamation agreement) will be automatically canceled and converted into the right to receive 2.18 validly issued, fully paid and non-assessable common shares of the amalgamated company, par value \$0.0125 per share, together with any cash paid in lieu of fractional shares. At the closing, each AXIS common share issued and outstanding immediately prior to the amalgamation's effective time will be automatically canceled and converted into the right to receive one validly issued, fully paid and non-assessable amalgamated company common share.

The share price used in determining the preliminary acquisition consideration is based upon the closing price of AXIS common shares on March 9, 2015. The estimated maximum number of PartnerRe common shares which may be canceled in the amalgamation is based on the PartnerRe common shares outstanding on March 9, 2015.

The effect of an increase (decrease) in the price of an AXIS common share of 1% would be to decrease (increase) the pro forma gain on bargain purchase and to increase (decrease) contributed capital by approximately \$56.5 million reflecting the increase (decrease) in the acquisition consideration. There would be no impact on the pro forma net income.

Table of Contents

The preliminary acquisition consideration excludes the impact of fractional shares and is calculated as follows (dollars and shares in thousands, except per share data):

Calculation of Acquisition Consideration

Estimated number of PartnerRe's common shares which may be canceled in the amalgamation	48,831
Exchange ratio per the amalgamation agreement	2.18
Amalgamated company's share issuance to PartnerRe's shareholders	106,452
Multiplied by AXIS's closing price per share on March 9, 2015	\$51.50
Amalgamated company's share issuance consideration	\$5,482,278

Note 3—Preliminary Acquisition Consideration Allocation

Under the acquisition method of accounting, the total acquisition consideration is allocated to the acquired tangible and identifiable intangible assets and assumed liabilities of PartnerRe based on their estimated fair values as of the closing of the amalgamation. The excess of the fair value of assets acquired and liabilities assumed over the acquisition consideration is recorded as a gain on bargain purchase.

The allocation of the estimated acquisition consideration is preliminary because the proposed amalgamation has not yet been completed. The preliminary allocation is based on estimates, assumptions, valuations, and other studies which have not progressed to a stage where there is sufficient information to make a definitive allocation. Accordingly, the acquisition consideration allocation reflected in the preliminary unaudited pro forma adjustments will remain preliminary until management determines the final acquisition consideration and the fair values of assets acquired and liabilities assumed. The final determination of the acquisition consideration allocation is anticipated to be completed as soon as practicable after the completion of the amalgamation and will be based on the value of the AXIS share price at the closing of the transaction and on the fair values of PartnerRe's assets acquired and liabilities assumed at the closing of the transaction. The final amounts allocated to PartnerRe's assets acquired and liabilities assumed could differ significantly from the amounts presented in the preliminary unaudited pro forma condensed consolidated financial statements.

Table of Contents

The total preliminary acquisition consideration is allocated to PartnerRe's tangible and identifiable intangible assets and liabilities as of December 31, 2014 based on their preliminary fair values as follows (dollars in thousands):

Preliminary Acquisition Consideration Allocation

PartnerRe's shareholders' equity attributable to controlling interests as of December 31, 2014	\$ 7,048,910
Preliminary adjustments for fair value, by applicable balance sheet caption:	
Assets:	
Other investments	13,708
Deferred acquisition costs	(773,927)
Value of business acquired	440,000
Goodwill	(456,380)
Intangible assets	57,742
Other assets	43,803
Liabilities:	
Reserve for losses and loss expenses	(47,618)
Policy benefits for life and annuity contracts	(160,000)
Unearned premiums	647,719
Debt	(102,717)
Other liabilities (reflecting estimated PartnerRe's transaction and separation agreement costs)	(56,594)
Estimated fair value of net assets acquired	6,654,646
Estimated purchase price	5,482,278
Liquidation value of PartnerRe's preferred shares as of December 31, 2014	853,750
Gain on bargain purchase, before AXIS' estimated transaction costs	\$ 318,618

The preliminary estimated gain on bargain purchase upon closing of the amalgamation is reflected as an increase in retained earnings in the pro forma balance sheet. The preliminary gain on bargain purchase results from the acquisition date fair value of PartnerRe's identifiable net assets acquired exceeding the estimated purchase price. This bargain purchase determination is consistent with the fact that this is a merger of equals being transacted at relative tangible book values of AXIS and PartnerRe. See Note 2 to the Preliminary Unaudited Pro Forma Condensed Consolidated Financial Statements above for the impact of an increase (decrease) in the price of the AXIS common share price on the purchase price.

Note 4—Preliminary Unaudited Pro Forma and Acquisition Accounting Adjustments

The preliminary unaudited pro forma financial information is not necessarily indicative of what the financial position and results from operations actually would have been had the amalgamation been completed at the date indicated and includes adjustments which are preliminary and may be revised. Such revisions may result in material changes. The financial position shown herein is not necessarily indicative of what the past financial position of the combined companies would have been, nor necessarily indicative of the financial position of the post-amalgamation periods.

The following preliminary unaudited pro forma adjustments result from accounting for the amalgamation, including the determination of fair value of the assets, liabilities, and commitments which AXIS, as the acquiring entity for accounting purposes, will acquire and assume from PartnerRe. The adjustments below include initial accounting

policy conclusions on the treatment of PartnerRe's investments and the related realized and unrealized investment gains and losses and foreign exchange impacts. These conclusions are preliminary and may be subject to change following a full review of the PartnerRe's investment portfolio.

The descriptions related to the preliminary adjustments are as follows (dollars in thousands):

Balance Sheet

		Increase (decrease) as of December 31, 2014
Assets:		
(a)	Adjustment to Fixed maturities and short-term investments, available for sale:	
	To reclassify fixed maturities and short-term investments to available for sale to conform accounting policies	\$ 13,944,423

Table of Contents

(b)	Adjustment to Fixed maturities and short-term investments, trading:	
	To reclassify fixed maturities and short-term investments to available for sale to conform accounting policies	(13,944,423)
(c)	Adjustments to Other investments:	
	To reclassify derivative assets and liabilities to conform presentation	6,456
	To fair value investments held at cost or valued under the equity method	13,708
(d)	Adjustments to Insurance and reinsurance premium balances receivable:	
	To align written premium methodologies to conform accounting policies	307,942
	To eliminate intercompany transactions between PartnerRe and AXIS	(11,600)
(e)	Adjustments to Reinsurance recoverable on unpaid and paid losses:	
	To reclassify prepaid reinsurance to conform presentation	(13,170)
	To eliminate intercompany transactions between PartnerRe and AXIS	(212,900)
(f)	Adjustments to Deferred acquisition costs:	
	To align written premium methodologies to conform accounting policies	112,741
	To eliminate PartnerRe's deferred acquisition cost asset	(773,927)
(g)	Adjustment to record Value of business acquired:	
	To record the fair value of PartnerRe's life business	440,000
(h)	Adjustment to Goodwill:	
	To eliminate PartnerRe's carried goodwill	(456,380)
(i)	Adjustments to Intangible assets:	
	To record finite-lived intangible assets acquired (non-life customer and broker relationships and brand)	189,996
	To record finite-lived intangible assets acquired - (life renewal rights)	20,000
	To record an indefinite-lived intangible asset acquired (U.S. licenses)	7,350
	To eliminate PartnerRe's carried intangible assets	(159,604)
(j)	Adjustments to Other assets:	
	To reclassify receivables for securities sold, derivative assets and prepaid reinsurance to conform presentation	86,277
	To record deferred tax impact on pro forma adjustments	43,803
	To eliminate intercompany transactions between PartnerRe and AXIS	(35,500)
Total adjustments to Assets		(434,808)
Liabilities:		
(k)	Adjustments to Reserve for losses and loss expenses:	
	To record unpaid losses and loss adjustment expenses at fair value, reflecting an increase for a market based risk margin	47,618

	partially offset by a discount used to present value of the unpaid losses and loss adjustment expenses	
	To eliminate intercompany transactions between PartnerRe and AXIS	(212,900)
(l)	Adjustment to Policy benefits for life and annuity contracts:	
	To reflect policy benefits for life and annuity contracts at fair value	160,000
(m)	Adjustments to Unearned premiums:	
	To record the fair value of profit within PartnerRe's non-life unearned premiums, adjusted for a risk factor	(647,719)
	To align written premium methodologies to conform accounting policies	420,683
	To eliminate intercompany transactions between PartnerRe and AXIS	(35,500)
(n)	Adjustments to Debt:	
	To reflect PartnerRe's debt at fair value	102,717
(o)	Adjustments to Other liabilities:	
	To reflect AXIS and PartnerRe estimated transaction costs, separation agreement costs and cash-settled share-based compensation costs related to the amalgamation	96,966
	To reclassify receivables for securities sold and derivative liabilities to conform presentation	79,563
	To eliminate intercompany transactions between PartnerRe and AXIS	(11,600)

Table of Contents

Total adjustments to Liabilities		(172)
Shareholders' Equity:		
(p)	Adjustment to Preferred shares:	
	To align presentation of preferred shares	\$ 819,600
(q)	Adjustments to Common shares:	
	To reflect issuance of amalgamated company shares	1,331
	To eliminate PartnerRe's common shares	(87,237)
(r)	Adjustments to Additional paid-in capital:	
	To reflect issuance of amalgamated company shares	5,480,947
	To align presentation of preferred shares	(819,600)
	To eliminate PartnerRe's additional paid-in capital	(3,130,065)
	To record AXIS' estimated share-based compensation costs related to the amalgamation	8,996
(s)	Adjustments to Accumulated other comprehensive loss:	
	To eliminate PartnerRe's accumulated other comprehensive loss	34,083
(t)	Adjustments to Retained earnings:	
	To record gain on bargain purchase	318,618
	To record AXIS' estimated share-based compensation costs related to the amalgamation	(19,368)
	To record AXIS' estimated amalgamation transactions costs	(30,000)
	To eliminate PartnerRe's retained earnings	(6,270,811)
(u)	Adjustment to Treasury shares:	
	To eliminate PartnerRe's treasury shares	3,258,870
Total adjustments to Shareholders' Equity		\$ (434,636)
(v)	Adjustments to Common shares outstanding (in thousands of shares):	
	To reflect elimination of PartnerRe's common shares outstanding, issuance of amalgamated company shares to PartnerRe's shareholders and the vesting of PartnerRe and AXIS share-based compensation awards due to the amalgamation	58,509

Table of Contents

Statement of Income

		Increase (decrease) for year ended December 31, 2014
Revenues:		
(a)	Adjustments to Net premiums earned:	
	To align written and earned premium methodologies to conform accounting policies	\$ (25,880)
	To eliminate intercompany transactions between PartnerRe and AXIS	(60,600)
(b)	Adjustments to Net realized investment gains	
	To reclassify presentation of foreign exchange on realized gains and losses on investments	52,364
	To reclassify unrealized gains and losses on investments to conform accounting policies	(230,719)
Total adjustments to Revenues		(264,835)
Expenses:		
(c)	Adjustments to Net losses and loss expenses and life policy benefits:	
	To record amortization of the adjustment resulting from the difference between the estimated fair value and the historical carrying value of PartnerRe's net losses and loss expenses and life and annuity policy benefits	(29,430)
	To align earned premium methodologies to conform accounting policies	(18,060)
	To eliminate intercompany transactions between PartnerRe and AXIS	(40,100)
(d)	Adjustments to Acquisition costs:	
	To amortize the fair value of profit within PartnerRe's unearned premiums adjusted for a risk factor, non-life	550,561
	To reduce acquisition costs following the write-off of the deferred acquisition cost asset	(504,401)
	To amortize the fair value of PartnerRe's life business	34,466
	To align earned premium methodologies to conform accounting policies	(5,420)
	To eliminate intercompany transactions between PartnerRe and AXIS	(16,800)
(e)	Adjustments to Foreign exchange gains:	
	To align presentation of foreign exchange on realized gains and losses on investments	52,364
	To align unrealized foreign exchange gains and losses on investments to conform accounting policies	(181,323)
(f)	Adjustments to Amortization of intangibles:	
	To record amortization of intangible assets resulting from the amalgamation	26,546
		(27,486)

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To eliminate PartnerRe's historical amortization expense
related to intangible assets

(g)	Adjustment to Interest expense and financing costs:	
	To record reduction of interest expense related to the amortization of the fair value adjustment on PartnerRe's debt	(20,318)
Total adjustments to Expenses		(179,401)
Income taxes:		
(h)	Adjustment to Income tax expense:	
	To record income tax on pro forma adjustments	(15,269)
Total adjustments to net income		\$ (70,165)

Table of Contents

Estimated amortization charges relating to the fair value adjustments

The estimated useful lives of the identified finite-life intangible assets range from five to twenty years.

The following table shows the estimated annual pre-tax amortization expenses (income) of the fair value adjustments for the first five years following the acquisition (dollars in millions):

	Year following the acquisition				
	1	2	3	4	5
Reduction in net losses and loss expenses and life and annuity policy benefits	\$ (29)	\$ (21)	\$ (17)	\$ (15)	\$ (13)
Amortization of the fair value of PartnerRe's life business and profit within PartnerRe's non-life unearned premium, offset by reduction in acquisition costs due to the write-off of the deferred acquisition costs asset	80	27	21	17	16
Total included in underwriting result	51	6	4	2	3
Estimated amortization expenses	27	27	27	27	27
Reduction in interest expenses	(20)	(20)	(20)	(20)	(11)
Total included in other expenses	7	7	7	7	16
Total	\$ 58	\$ 13	\$ 11	\$ 9	\$ 19

Note 5—Preliminary Unaudited Pro Forma Net Income Per Share

Preliminary unaudited pro forma net income per share for the year ended December 31, 2014 has been calculated using AXIS's historic weighted average common shares outstanding plus the common shares assumed to be issued to PartnerRe shareholders per the amalgamation agreement.

The following table sets forth the calculation of basic and diluted preliminary unaudited pro forma net income per share for the year ended December 31, 2014 (dollars in thousands, except per share amounts):

	Year ended December 31, 2014	
	Basic	Diluted
Preliminary pro forma net income available to common shareholders	\$ 1,698,731	\$ 1,698,731
Weighted average common shares outstanding:		
AXIS historical	104,368	105,713
AXIS share issuance to PartnerRe's shareholders	109,042	111,560
Restricted stock units, stock options and other share-based compensation expected to vest upon the completion of the amalgamation (1)	3,533	894
Preliminary pro forma adjusted weighted average common shares outstanding	216,943	218,167
Preliminary pro forma net income per share	\$ 7.83	\$ 7.79

(1) Calculated using the treasury share method that assumes proceeds received upon the exercise of stock options and the implied proceeds received upon the exercise of share appreciation rights will be used to repurchase the Company's common shares at the average market price.

Table of Contents

Note 6—Preliminary Unaudited Pro Forma Debt

The historical and preliminary unaudited pro forma debt of AXIS and PartnerRe is summarized as follows (dollars in millions):

	As of December 31, 2014		
	Historical AXIS	Historical PartnerRe	Pro Forma
2.65% Senior Notes due April 1, 2019	\$ 248.1	\$ —	\$ 248.1
5.875% Senior Notes due June 1, 2020	496.5	—	496.5
5.15% Senior Notes due April 1, 2045	246.2	—	246.2
6.875% Senior Notes due June 1, 2018	—	250.0	317.6
5.5% Senior Notes due June 1, 2020	—	500.0	536.2
6.440% Capital Efficient Notes due December 1, 2066		71.0	69.9
	\$ 990.8	\$ 821.0	\$ 1,914.5

Table of Contents

COMPARATIVE PER SHARE DATA

The historical earnings per share, dividends and book values of PartnerRe and AXIS shown in the table below are derived from their respective audited consolidated financial statements as of and for the year ended December 31, 2014. The unaudited pro forma comparative basic and diluted earnings per share data give effect to the acquisition method of accounting as if the amalgamation had been completed on January 1, 2014. The unaudited pro forma book value per share information was computed as if the amalgamation had been completed on December 31, 2014.

You should read this information in conjunction with the historical financial information of PartnerRe and AXIS included or incorporated elsewhere into this joint proxy statement/prospectus, including PartnerRe's and AXIS' respective financial statements and related notes thereto. The unaudited pro forma per share data is not necessarily indicative of either actual results had the amalgamation occurred as of the dates or during the periods indicated or of the future operations of PartnerRe or AXIS.

This unaudited pro forma per share financial data does not give consideration to the impact of possible revenue enhancements, potential loss of business, expense efficiencies, synergies, strategy modifications, asset dispositions or other actions. This pro forma per share data is subject to risks and uncertainties, including those discussed in the section of this joint proxy statement/prospectus titled "Risk Factors."

Per share data as of and for the year ended December 31, 2014:

	PartnerRe Historical	AXIS Historical	Unaudited Pro Forma
Book value per common share	\$129.51	\$52.23	\$53.77
Diluted book value per common share	\$126.21	\$50.63	\$52.12
Diluted tangible book value per common share(1)	\$114.76	\$49.76	\$50.79
Dividends declared per common share	\$2.68	\$1.10	\$1.16
Net income available to common shareholders per common share—basic	\$19.96	\$7.38	\$7.83
Net income available to common shareholders per common share—diluted	\$19.51	\$7.29	\$7.79
Operating income available to common shareholders per common share—diluted(1)	\$14.76	\$5.32	\$5.91

(1) Diluted tangible book value per common share and operating income are "non-GAAP financial measures" as defined by Regulation G.

Diluted tangible book value per common share is calculated using common shareholders' equity attributable to controlling interests (total shareholders' equity less noncontrolling interests and aggregate liquidation value of preferred shares) less goodwill and intangible assets, net of tax, divided by the diluted common shares outstanding (assuming exercise of all share-based awards and other dilutive securities). We believe that this measure, in combination with diluted book value per common share, is useful in assessing value generated for our common shareholders. A reconciliation of diluted tangible book value per common share to the most directly comparable GAAP financial measure is provided below:

Table of Contents

	As of December 31, 2014		
	Partner Re Historical	AXIS Historical	Unaudited Pro Forma
Total shareholders' equity	\$ 7,104,411	\$ 5,879,940	\$ 12,549,714
Less:			
Preferred shares, aggregate liquidation value	853,750	627,843	1,481,593
Noncontrolling interests	55,501	58,819	114,320
Common shareholders' equity attributable to controlling interests	6,195,160	5,193,278	10,953,801
Less:			
Goodwill	456,380	47,148	47,148
Intangible assets, net of tax	105,652	41,812	232,655
Tangible book value attributable to common shareholders	\$ 5,633,128	\$ 5,104,318	\$ 10,673,998
Diluted common shares outstanding	49,087	102,577	210,173
Diluted tangible book value per common share	\$ 114.76	\$ 49.76	\$ 50.79

Operating income represents after-tax operational results without consideration of after-tax net realized investment gains, foreign exchange gains, interest in earnings of equity method investments and withholding tax on inter-company dividends. Diluted operating earnings per common share is derived from this non-GAAP operating income measure. For a further explanation of this measure, see PartnerRe's and AXIS' Annual Reports on Form 10-K for the year ended December 31, 2014. A reconciliation of diluted operating earnings per common share to the most directly comparable GAAP financial measure is provided below:

	Year Ended December 31, 2014		
	Partner Re Historical	AXIS Historical	Unaudited Pro Forma
Net income available to common shareholders	\$998,239	\$ 770,657	\$ 1,698,731
Less:			
Net realized investment gains, net of tax	286,252	106,196	247,778
Net foreign exchange gains (losses), net of tax	(45,883)	101,586	158,174
Interest in earnings of equity method investments, net of tax	8,577	—	8,577
Withholding tax on inter-company dividends, net of tax	(6,125)	—	(6,125)
Operating income available to common shareholders	\$755,418	\$ 562,875	\$ 1,290,327
Weighted average number of common shares outstanding - diluted	51,174	105,713	218,167
Operating income available to common shareholders per common share - diluted	\$14.76	\$ 5.32	\$ 5.91

Table of Contents

MARKET PRICE AND DIVIDEND INFORMATION

PartnerRe

PartnerRe common shares are quoted on the NYSE under the ticker symbol “PRE.” The following table shows the intraday high and low prices for the PartnerRe common shares and cash dividends per share, for the periods indicated as reported by the NYSE. These prices do not necessarily represent actual transactions.

	High	PartnerRe Low	Dividend
Year ending December 31, 2015			
First quarter (March 9, 2015)	\$ 122.45	\$ 110.39	\$0.70 (1)
Year ended December 31, 2014			
Fourth quarter	\$ 118.47	\$ 107.57	\$0.67
Third quarter	\$ 113.35	\$ 103.57	\$0.67
Second quarter	\$ 109.73	\$ 99.99	\$0.67
First quarter	\$ 104.95	\$ 94.50	\$0.67
Year ended December 31, 2013			
Fourth quarter	\$ 105.90	\$ 90.48	\$0.64
Third quarter	\$ 93.44	\$ 85.98	\$0.64
Second quarter	\$ 96.41	\$ 86.13	\$0.64
First quarter	\$ 94.26	\$ 80.50	\$0.64

(1) Dividend declared February 2, 2015 and paid February 27, 2015.

On January 23, 2015, the last business day before the public announcement of the amalgamation agreement, and [•], 2015, the last reported sales price of PartnerRe common shares, as reported by the NYSE, was \$114.14 and \$[•], respectively. PartnerRe shareholders and AXIS shareholders are encouraged to obtain current market quotations for PartnerRe common shares before making any decision with respect to the amalgamation. No assurance can be given concerning the market price for PartnerRe common shares before or after the date on which the amalgamation will close. The market price for PartnerRe common shares will fluctuate between the date of this joint proxy statement/prospectus and the date on which the amalgamation closes and thereafter.

As of February 13, 2015, there were approximately 92,967 holders of record of PartnerRe common shares. This does not represent the actual number of beneficial owners of PartnerRe common shares because shares are frequently held in “street names” by securities dealers and others for the benefit of beneficial owners who may vote shares.

AXIS

AXIS common shares are quoted on the NYSE under the ticker symbol “AXS.” The following table shows the intraday high and low prices for the AXIS common shares and cash dividends per share, for the periods indicated as reported by NYSE. These prices do not necessarily represent actual transactions.

	High	AXIS Low	Dividend
Year ending December 31, 2015			
First quarter (March 9, 2015)	\$53.02	\$47.65	\$0.29 (1)
Year ended December 31, 2014			

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Fourth quarter	\$52.21	\$44.94	\$0.29
Third quarter	\$48.66	\$43.00	\$0.27
Second quarter	\$47.34	\$43.91	\$0.27
First quarter	\$47.41	\$41.82	\$0.27
Year ended December 31, 2013			
Fourth quarter	\$49.75	\$43.43	\$0.27
Third quarter	\$48.39	\$41.87	\$0.25
Second quarter	\$46.88	\$41.29	\$0.25
First quarter	\$41.98	\$34.95	\$0.25

(1) Dividend declared February 20, 2015 and payable April 15, 2015.

Table of Contents

On January 23, 2015, the business day before the public announcement of the amalgamation agreement, and [•], 2015, the last reported sales price of AXIS common shares, as reported by the NYSE, was \$49.33 and \$[], respectively. AXIS shareholders and PartnerRe shareholders are encouraged to obtain current market quotations for AXIS common shares before making any decision with respect to the amalgamation. No assurance can be given concerning the market price for AXIS common shares before or after the date on which the amalgamation will close. The market price for AXIS common shares will fluctuate between the date of this joint proxy statement/prospectus and the date on which the amalgamation closes and thereafter.

As of March 3, 2015, there were 23 holders of record of AXIS common shares. This does not represent the actual number of beneficial owners of AXIS common shares because shares are frequently held in “street names” by securities dealers and others for the benefit of beneficial owners who may vote shares.

PartnerRe Security Ownership of Certain Beneficial Owners, Management and Directors of PartnerRe

The following table sets forth information as of March 6, 2015 with respect to the beneficial ownership of issued and outstanding common shares by (i) PartnerRe’s Chief Executive Officer, PartnerRe’s Chief Financial Officer, and each of the three remaining most highly compensated executive officers during the 2014 fiscal year (collectively, Named Executive Officers or NEOs); (ii) each of PartnerRe’s directors; (iii) all of PartnerRe’s executive officers and directors as a group; and (iv) each person known by us to beneficially own 5% or more of the issued and outstanding PartnerRe common shares. As defined by the SEC, a person is deemed to “beneficially own” shares if such person directly or indirectly (i) has or shares the power to vote or dispose of such shares, regardless of whether such person has any pecuniary interest in the shares; or (ii) has the right to acquire the power to vote or dispose of such shares within 60 days, including through the exercise of any option, warrant, or right. Pursuant to Rule 13d-4 under the Securities Exchange Act of 1934, as amended, the statements concerning voting and dispositive power concerning PartnerRe common shares included in the footnotes to this table shall not be construed as confirmation that such persons are the beneficial owners of such common shares.

As of March 6, 2015, the common shares owned by all directors and executive officers as a group (including Costas Miranthis, PartnerRe’s former President and Chief Executive Officer) constitute approximately 2.1% of the issued and outstanding common shares, net of treasury shares. The shares detailed in the table below are not necessarily owned by the entity named but may be owned by accounts over which it exercises discretionary investment authority.

Name of Beneficial Owner	Common Shares	Exercisable Options/SSARs	Amount of Beneficial Ownership	Percentage of Issued and Outstanding Common Shares
David Zwiener	5,587	25,621	31,208	*
William Babcock	9,659	100,317	109,976	*
Emmanuel Clarke	23,357	106,329	129,686	*
Laurie Desmet	10,517	65,987	76,504	*
Theodore C. Walker	8,809	209,460	218,269	*
Costas Miranthis	126,821	65,874	192,695	*
Jean-Paul L. Montupet	10,166	38,627	48,793	*
Judith Hanratty	1,039	6,683	7,722	*
Jan H. Holsboer	20,086	66,062	86,148	*
Roberto Mendoza	2,194	23,170	25,364	*
Debra J. Perry	-	-	-	*
Rémy Sautter	11,149	17,451	28,600	*
Greg F. H. Seow	-	-	-	*

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Kevin M. Twomey	2,674	34,765	37,439	*	
Egbert Willam	-	3,899	3,899	*	
All directors and executive officers (15 total)			996,303	2.1	%
Other Beneficial Owners(1)					
The Vanguard Group, Inc. (2)					
100 Vanguard Blvd.					
Malvern, PA 19355	3,803,996	—	3,803,996	7.8	%
AllianceBernstein L.P. (3)					
1345 Avenue of the Americas					
New York, NY 10105	3,769,797	—	3,769,797	7.7	%

* Denotes beneficial ownership of less than 1%

(1) The information contained in Other Beneficial Owners is based solely on reports on Schedules 13G/A filed with the SEC; PartnerRe has not independently verified the data.

(2) As of December 31, 2014, based on a report on Schedule 13G filed on February 11, 2015, The Vanguard Group, Inc. beneficially owns and has sole voting power over 45,694 common shares, sole dispositive power over 3,762,002 common shares and shared dispositive power over 41,994 common shares. Vanguard Fiduciary Trust Company a wholly-owned subsidiary of the Vanguard Group, Inc is the beneficial owner of 28,894 common shares. Vanguard Investments Australia, Ltd., a wholly-owned subsidiary of The Vanguard Group, Inc. is the beneficial owner of 29,900 common shares. The ownership percentage is based on the assumption that The Vanguard Group, Inc. continues to own the number of common shares reflected in the table above as of February 17, 2015.

(3) As of December 31, 2014, based on a report on Schedule 13G filed on February 10, 2015, AllianceBernstein L.P. beneficially owns and has sole voting power over 3,374,724 common shares, sole dispositive power over 3,768,647 common shares and shared dispositive power over 1,150 common shares. The ownership percentage is based on the assumption that AllianceBernstein L.P. continues to own the number of common shares reflected in the table above as of February 17, 2015.

There are no arrangements, known to PartnerRe, including any pledge by any person of securities of PartnerRe, the operation of which may at a subsequent date result in a change in control of PartnerRe, other than the amalgamation agreement between PartnerRe and AXIS (see Business—General in Item 1 of Part I of this report).

Table of Contents

AXIS Security Ownership of Certain Beneficial Owners, Management and Directors of AXIS

The following table sets forth information as of March 6, 2015 with respect to the beneficial ownership of issued and outstanding common shares by (i) AXIS' Chief Executive Officer, AXIS' Chief Financial Officer, and each of the three remaining most highly compensated executive officers during the 2014 fiscal year (collectively, Named Executive Officers or NEOs); (ii) each of AXIS' directors; (iii) all of AXIS' executive officers and directors as a group; and (iv) each person known by us to beneficially own 5% or more of the issued and outstanding AXIS common shares. As defined by the SEC, a person is deemed to "beneficially own" shares if such person directly or indirectly (i) has or shares the power to vote or dispose of such shares, regardless of whether such person has any pecuniary interest in the shares; or (ii) has the right to acquire the power to vote or dispose of such shares within 60 days, including through the exercise of any option, warrant, or right. Pursuant to Rule 13d-4 under the Securities Exchange Act of 1934, as amended, the statements concerning voting and dispositive power concerning AXIS common shares included in the footnotes to this table shall not be construed as confirmation that such persons are the beneficial owners of such common shares.

	Number of Common Shares (1)	Percent of Outstanding Common Shares (1)
Directors and Executive Officers		
Executive Officers		
Albert A. Benchimol	508,237	*
Christopher N. DiSipio	56,913	*
Joseph C. Henry	23,759	*
John D. Nichols	84,325	*
Peter W. Wilson	2,869	*
Non-Employee Directors		
Geoffrey Bell	13,454	*
Jane Boisseau	6,971	*
Michael A. Butt	1,215,956	1.2%
Charles A. Davis	—	*
Robert L. Friedman	47,183	*
Christopher V. Greetham	24,949	*
Maurice A. Keane	95,880	*
Sir Andrew Large	9,711	*
Cheryl-Ann Lister	23,716	*
Thomas C. Ramey	12,276	*
Henry B. Smith	38,309	*
Alice Young	2,177	*
Wilhelm Zeller	12,527	*
All directors and executive officers as a group (18 persons)	2,179,212	2.2%
Other Shareholders		
FMR LLC and related entities (2)	9,777,217	9.56%
Pzena Investment Management, LLC (3)	7,078,975	6.93%
The Vanguard Group (4)	7,742,888	7.57%
BlackRock, Inc. (5)	5,205,588	5.1%

* Less than 1%

- (1) Unless otherwise indicated, the number of common shares beneficially owned and percentage ownership are based on 100,936,535 common shares issued and outstanding as of March 6, 2015 adjusted as required by rules promulgated by the SEC. Beneficial ownership is determined in accordance with the rules of the SEC and includes sole or shared voting or investment power with respect to such shares. Except as indicated in the footnotes to the table, based on information provided by the persons named in the table, such persons have sole voting and investment power with respect to all common shares shown as beneficially owned by them. Our bye-laws reduce the total voting power of any shareholder owning 9.5% or more of our common shares to less than 9.5% of the voting power of our issued share capital, but only in the event that a U.S. Shareholder, as defined in our bye-laws, owning 9.5% or more of our common shares is first determined to exist.
- (2) The number of common shares beneficially owned and the information set forth below is based solely on information contained in Amendment No. 11 to the Schedule 13G/A filed on February 13, 2015 by FMR LLC, 245 Summer Street, Boston Massachusetts, 02210, and includes common shares beneficially owned as of December 31, 2014. FMR LLC has sole voting power over 528,665 common shares and sole dispositive power over 9,777,217 common shares; Edward C. Johnson 3d is a Director and the Chairman of FMR LLC and has sole dispositive power over 9,777,217 common shares; Abigail P. Johnson is a Director, the Vice Chairman, the Chief Executive Officer and the President of FMR LLC and has sole dispositive power over 9,777,217 common shares; Fidelity Low-Priced Stock Fund has sole voting power over 7,484,300 common shares. Neither FMR LLC nor Edward C. Johnson 3d nor Abigail P. Johnson has the sole power to vote or direct the voting of the shares owned directly by the various investment companies registered under the Investment Company Act ("Fidelity Funds") advised by Fidelity Management & Research Company, a wholly owned subsidiary of FMR LLC, which power resides with the Fidelity Funds' Boards of Trustees. Fidelity Management & Research Company carries out the voting of the shares under written guidelines established by the Fidelity Funds' Boards of Trustees.
- (3) The number of common shares beneficially owned and the information set forth below is based solely on information contained in Schedule 13G filed on January 29, 2015 by Pzena Investment Management, LLC ("Pzena"), 120 West 45th Street, 20th Floor, New York, NY 10036, and includes common shares beneficially owned as of December 31, 2014. Pzena has sole voting power over 3,862,876 common shares and sole dispositive power over 7,078,975 common shares.
- (4) The number of common shares beneficially owned and the information set forth below is based solely on information contained in Schedule 13G filed on February 10, 2015 by The Vanguard Group ("Vanguard"), 100 Vanguard Blvd., Malvern, PA 19355, and includes common shares beneficially owned as of December 31, 2014. Vanguard has sole voting power over 100,257 common shares and sole dispositive power over 7,658,702 common shares.
- (5) The number of common shares beneficially owned and the information set forth below is based solely on information contained in Schedule 13G filed on February 3, 2015 by BlackRock, Inc. ("BlackRock"), 55 East 52nd Street, New York, NY 10022, and includes common shares beneficially owned as of December 31, 2014. BlackRock has sole voting power over 4,429,021 common shares and sole dispositive power over 5,205,588 common shares.

Table of Contents

THE AMALGAMATION

Effects of the Amalgamation

As of the effective time, subject to the terms and conditions of the amalgamation agreement and the statutory amalgamation agreement, AXIS and PartnerRe will be amalgamated and the amalgamated company will continue after the amalgamation. The parties have acknowledged and agreed that for the purposes of Bermuda law; (i) the amalgamation will be effected so as to constitute an “amalgamation” in accordance with section 104 of the Companies Act; and (ii) Newco will be deemed to be an “amalgamated company” as such term is understood under the Companies Act. Under the Companies Act, from and after the effective time: (i) the amalgamation of AXIS and PartnerRe and their continuance as one company will become effective; (ii) the property of each of AXIS and PartnerRe will become the property of the amalgamated company; (iii) the amalgamated company will continue to be liable for the obligations and liabilities of each of AXIS and PartnerRe; (iv) any existing cause of action, claim or liability to prosecution will be unaffected; (v) any civil, criminal or administrative action or proceeding pending by or against AXIS or PartnerRe may continue to be prosecuted by or against the amalgamated company; and (vi) a conviction against, or ruling, order or judgment in favor of or against AXIS or PartnerRe may be enforced by or against the amalgamated company.

At the effective time; (i) each PartnerRe common share issued and outstanding immediately prior to the effective time will be converted into the right to receive 2.18 Newco common shares, together with any cash payable in lieu of any fractional Newco common share; and (ii) each AXIS common share issued and outstanding immediately prior to the effective time will be converted into the right to receive one Newco common share.

At the effective time, each PartnerRe preferred share and each AXIS preferred share issued and outstanding immediately prior to the effective time will continue as a preferred share of Newco and will be entitled to the same dividend and other relative rights, preferences, limitations and restrictions as are now provided by the respective certificate of designation, preferences and rights of such PartnerRe preferred shares or AXIS preferred shares, respectively.

Background of the Amalgamation

The PartnerRe board of directors and senior management periodically review the company’s operations, financial condition and performance, and long-term strategic plan and objectives, as well as industry conditions, regulatory developments and their respective impact on PartnerRe’s long-term strategic plan and objectives. Over the past two years, the PartnerRe board of directors has reviewed and considered the current and future industry trends and risks to PartnerRe’s ability to execute its strategic plan as a stand-alone entity, including the impact of continuing consolidation in the reinsurance industry, and increasing competitive pricing from, among other things, consolidation of brokers and increasing participation in catastrophe markets by alternative sources of capital. The PartnerRe board of directors also reviewed the full range of strategic alternatives to continuing to execute its business plan as a stand-alone entity and concluded that continuing as a stand-alone entity and seeking to reposition the company in response to changing market conditions would be the most actionable alternative, and the most attractive alternative, for the shareholders of PartnerRe.

The PartnerRe board of directors identified four key factors that it believed would drive PartnerRe’s operational, financial and business growth as a stand-alone entity in the face of changing industry and market conditions. These factors were: (i) size and scale in both insurance and reinsurance markets; (ii) capabilities in the primary insurance market and the ability to dynamically deploy capital; (iii) ability to leverage third party capital in catastrophe and non-catastrophe markets; and (iv) pursuit of opportunistic acquisitions that would be accretive.

In September 2013, the senior management of PartnerRe presented a possible strategic acquisition candidate to the PartnerRe board of directors. The PartnerRe board of directors reviewed the merits and challenges of completing the possible acquisition proposed by the senior management, and after preliminary analysis and discussions with the senior management, the PartnerRe board of directors determined that it would be worthwhile exploring that acquisition further. In this regard, the PartnerRe board of directors established a transaction committee of the PartnerRe board of directors (the “PartnerRe Transaction Committee”) to further evaluate the possibility of proceeding with the transaction. The PartnerRe Transaction Committee was composed of Mr. Jean-Paul Montupet, Chairman of the PartnerRe board of directors, Mr. Costas Miranthis, the then-Chief Executive Officer of PartnerRe and a member of the PartnerRe board of directors, and Messrs. Roberto Mendoza and David Zwiener, each a member of the PartnerRe board of directors. After preliminary discussions, the PartnerRe Transaction Committee, while working with the senior management of PartnerRe, determined that the transaction with the counterparty was not actionable.

Table of Contents

In early 2014, Mr. Miranthis had preliminary discussions with another counterparty in connection with a potential strategic transaction. Mr. Miranthis further discussed this matter with the members of the senior management of PartnerRe and representatives from Davis Polk & Wardwell LLP (“Davis Polk”), PartnerRe’s regular U.S. outside counsel, and Credit Suisse, with whom PartnerRe had a preexisting retainer agreement, which was later modified to cover the amalgamation with AXIS. In February 2014, Mr. Miranthis reported to the PartnerRe board of directors on the preliminary discussions he had had with the counterparty in connection with the potential strategic transaction. In his report, Mr. Miranthis identified potential synergies and strategic benefits of the possible transaction to the PartnerRe board of directors. After discussions with the senior management, the PartnerRe board of directors unanimously supported further dialogue with the counterparty. The PartnerRe board of directors authorized the PartnerRe Transaction Committee to evaluate the possible transaction and oversee discussions with the counterparty and directed the PartnerRe Transaction Committee to report back to the PartnerRe board of directors with respect to its findings.

After the February 2014 meeting of the PartnerRe board of directors, the PartnerRe Transaction Committee, with the assistance of senior management and advisors, explored and evaluated the terms of the potential transaction that it would be willing to pursue. The PartnerRe board of directors was subsequently briefed by the PartnerRe Transaction Committee and members of the senior management on the further preliminary discussions with such counterparty and unanimously authorized the PartnerRe Transaction Committee to explore, evaluate and negotiate the terms of a possible transaction with the identified counterparty, and any other strategic transaction that it would deem to be in the best interests of PartnerRe and its shareholders, and to recommend such transaction to the PartnerRe board of directors. In June 2014, after further discussions with the counterparty, the PartnerRe Transaction Committee concluded that no actionable transaction would be possible on such terms, and the PartnerRe Transaction Committee terminated discussions with such counterparty.

Following the termination of discussions, the PartnerRe board of directors directed senior management to consider other possible responses to the trends in the industry, including potential acquisitions and strategic options and to report their findings to the PartnerRe board of directors.

During the September and November 2014 meetings of the PartnerRe board of directors, the PartnerRe board of directors considered various strategic options to respond to changing industry trends presented by senior management, including potential transactions with a variety of primary insurance companies or participating in the consolidation of the reinsurance sector. At these meetings, members of the senior management gave an overview of certain challenges faced by the reinsurance industry and the strategic landscape, including a review of several potential candidates, which included AXIS. The PartnerRe board of directors then generally concluded that a transaction involving a company in the primary insurance market would be the logical next strategic step for PartnerRe because such a transaction, in comparison to a transaction with a pure-play reinsurance company, likely would lead to higher levels of value creation for PartnerRe’s shareholders by allowing PartnerRe to expand its business platforms and enter the primary insurance market. However, the PartnerRe board of directors discussed the fact that the primary insurance targets that PartnerRe believed it could viably acquire did not have sufficient market presence to enable PartnerRe to enter the primary insurance market in a meaningful manner. Furthermore, since primary insurance companies historically traded at higher multiples than reinsurance companies, the premium required for the acquisition of a primary insurance target likely would be dilutive to PartnerRe’s earnings per share. The PartnerRe board of directors considered that AXIS, with its roughly even split of reinsurance and insurance business, could be a merger partner that offered PartnerRe’s shareholders the opportunity to be invested in an entity with a primary insurance business and with an ability to consolidate in the reinsurance market while achieving significant financial and operational synergies, creating a combined company that would be well-positioned as a leader in the broker-based reinsurance distribution channel. The PartnerRe board of directors also considered that a strategic transaction between PartnerRe and AXIS would result in a combined company that would be in a significantly stronger financial and operational position. In light of

these considerations, the PartnerRe board of directors thought that AXIS was an attractive strategic candidate that could accomplish all of PartnerRe's strategic goals, provided a transaction could be negotiated on the terms and conditions acceptable to PartnerRe and its shareholders.

Table of Contents

Following the November 2014 meeting of the PartnerRe board of directors, the non-executive members of the PartnerRe Transaction Committee further discussed the strategic alternatives potentially available to PartnerRe at that time. The non-executive members of the PartnerRe Transaction Committee discussed their belief that a combination with AXIS represented the most likely opportunity for PartnerRe to accomplish all of PartnerRe's strategic goals, but they would need to explore whether such a transaction was actionable in the form of a merger of equals. Given the rapidly growing trend of consolidation in the reinsurance market and in light of discussions at the November 2014 PartnerRe board of directors meeting, the non-executive members of the PartnerRe Transaction Committee determined that it was necessary to quickly understand whether AXIS would be receptive to a strategic transaction with PartnerRe. The non-executive members of the PartnerRe Transaction Committee also determined that, since any merger of equals transaction with AXIS would raise questions about the leadership of the combined company, initial discussions regarding a proposed transaction with AXIS should be at the Chairman to Chairman level.

The AXIS board of directors and AXIS' senior management regularly review and evaluate their strategic plan and competitive positioning in the global insurance and reinsurance markets and regulatory developments with the goal of maximizing shareholder value. As part of their review process, the AXIS board of directors routinely analyzes the competitive landscape, including the trading price of its common shares, and the current environment in the industries in which AXIS operates. As part of this ongoing process the AXIS board of directors and senior management of AXIS from time to time consider a variety of potential alternatives including possible acquisitions and business combinations.

In June 2014, AXIS received an informal oral communication regarding a potential transaction. After consideration of all relevant factors by the AXIS board of directors and the senior management, the AXIS board of directors determined that it would be preferable for AXIS to continue to pursue its strategy as an independent company.

As part of its annual strategy session during its September 2014 meetings, the AXIS board of directors and senior management evaluated industry trends, AXIS' position in the insurance and reinsurance markets and various strategic options that may be available to AXIS. The evaluation included discussions of certain potential transactions in the insurance and reinsurance sectors. At these meetings, members of the senior management of AXIS also gave an overview of the strengths and challenges faced by the industry and the strategic landscape for AXIS' businesses. These topics were discussed in detail by the AXIS board of directors at the September 2014 board meetings and again at a meeting on December 5, 2014 in connection with the board of directors' annual review of the AXIS' business plans for the upcoming year.

In the first week of December, 2014, Mr. Mendoza contacted Mr. Michael Butt, the Chairman of AXIS, whom Mr. Mendoza had known professionally for several years, and invited Mr. Butt to have an introductory meeting with Mr. Montupet regarding a business proposal. As a result of years of business interactions, PartnerRe and AXIS were familiar with each other's respective reinsurance businesses. Mr. Butt reported his conversation with Mr. Mendoza to Mr. Albert Benchimol, the Chief Executive Officer of AXIS, and to some other members of the AXIS board of directors at a board dinner that evening.

On December 10, 2014, Mr. Montupet had an introductory telephone conversation with Mr. Butt. Messrs. Montupet and Butt discussed, among other things, the challenges facing the reinsurance industry and the high level of M&A activity and consolidation in the industry. In this context, Mr. Montupet suggested that it could be in the best interests of the two companies and their respective shareholders to explore a potential merger of equals between PartnerRe and AXIS. Mr. Butt advised Mr. Montupet that the AXIS board of directors had approved AXIS' strategic plan at its September board meeting and its 2015 business plan at its December board meeting and was confident in AXIS' ability to move forward as an independent company. However, Mr. Butt indicated that the possibility of a merger of equals transaction with PartnerRe could be of interest and that he would review the matter with the Executive Committee of

the AXIS board of directors (the “Executive Committee”) and get back to him. After the call, Mr. Butt called Mr. Benchimol and advised him of his call with Mr. Montupet.

On December 11, 2014, Messrs. Butt and Benchimol had a lengthy meeting to discuss the potential transaction with PartnerRe. They also met with the AXIS Lead Independent Director, Mr. Henry Smith. The members of the Executive Committee, Messrs. Butt, Benchimol, Smith and Charles A. Davis, then met by phone and discussed the inquiry Mr. Butt had received from Mr. Montupet. The Executive Committee discussed the advantages and disadvantages associated with the PartnerRe proposal as compared to the standalone prospects of AXIS as well as the potential for alternative transactions that might offer greater value to AXIS’ shareholders. The consensus of the Executive Committee was that while AXIS was comfortable with its current strategy as an independent company, given the parties’ respective reinsurance businesses and the environment for transactions in the reinsurance market, they may be interested in further exploring a merger of equals with PartnerRe. The directors also discussed in detail the potential composition of the board of directors and management of a combined entity and Messrs. Butt, Smith and Davis expressed the desire that Mr. Benchimol assume the role of Chief Executive Officer of the combined company because, among other reasons, of his familiarity with both companies. The directors also noted that Mr. Benchimol’s future role was a necessary condition to be resolved before AXIS would agree to a meeting with the representatives of PartnerRe. Mr. Butt also discussed with two other directors whether they would support exploratory talks with PartnerRe on the basis outlined by the Executive Committee. Both of the other directors supported such talks. They, along with the Executive Committee, recommended that this matter should be discussed with the full AXIS board of directors at an early opportunity.

Table of Contents

On December 12, 2014, Mr. Butt called Mr. Montupet and indicated that AXIS was interested in exploring a potential merger of equals with PartnerRe, but noted that its willingness to do so was conditioned on Mr. Benchimol being appointed as the Chief Executive Officer of the combined company. Mr. Butt indicated that, consistent with a merger of equals structure, PartnerRe could appoint Mr. Montupet as the Chairman of the board of the combined company, with the key members of the management of the combined company coming from both parties. Mr. Montupet told Mr. Butt that PartnerRe would consider this proposal and revert to Mr. Butt in a few days.

Thereafter, the non-executive members of the PartnerRe Transaction Committee further discussed the response from AXIS, including discussions with a representative from Davis Polk. The non-executive members of the PartnerRe Transaction Committee concluded that it would be in the best interests of PartnerRe and its shareholders to continue exploratory discussions with AXIS. The non-executive members of the PartnerRe Transaction Committee also discussed AXIS' requirement that Mr. Benchimol be appointed the Chief Executive Officer of the combined company in the event of a transaction. The PartnerRe Transaction Committee concluded that Mr. Benchimol would be the more suitable candidate to lead the combined company and would be well-placed to position the combined company for success and achieve the potential synergies afforded by the proposed transaction because he had extensive experience in managing primary insurance business due to his employment at AXIS and was already familiar with the PartnerRe business and to the senior management of PartnerRe and the PartnerRe board of directors given his past employment with PartnerRe, including 10 years as the Executive Vice President and Chief Financial Officer (including his position as the Chief Executive Officer of the Capital Markets Group during his last three years at PartnerRe), during which time he had earned the confidence of and developed strong working relationships with the members of the PartnerRe board of directors.

On December 15, 2014, Mr. Montupet informed Mr. Butt that, subject to final approval by the PartnerRe board of directors, the non-executive members of the PartnerRe Transaction Committee were amenable to AXIS' proposal that Mr. Benchimol be appointed the Chief Executive Officer of the combined business if the other key terms of a proposed transaction could be agreed. Mr. Butt reaffirmed that Mr. Montupet could be appointed as the Chairman of the board of the combined company and proposed that the board of the combined company have equal representation from both companies. On the same call, Messrs. Montupet and Butt agreed to an in-person meeting between the non-executive members of the PartnerRe Transaction Committee and representatives of AXIS, which meeting was subsequently scheduled for January 6, 2015, and agreed that it would be determined at a later date which PartnerRe and AXIS senior officers would be senior officers of the combined company. Later that day, representatives of AXIS began due diligence of publicly available information regarding PartnerRe.

The AXIS board of directors had a telephonic meeting on December 16, 2014 in which management described the PartnerRe business, discussed the benefits and challenges of a potential strategic transaction with PartnerRe and considered the various financial, structural, process related, legal, timing and other relevant aspects of such a transaction. The AXIS board of directors also evaluated the value to AXIS' shareholders of the consolidated companies versus the current business plan. It also considered the industry market conditions and challenges and the potential impact of future industry consolidation. A further discussion ensued regarding Mr. Benchimol's appointment as Chief Executive Officer of the amalgamated company and the next steps associated with a response to PartnerRe regarding their proposal. Following these discussions, the AXIS board of directors authorized Messrs. Butt and Benchimol to have more detailed discussions with the representatives of PartnerRe.

Between December 19 and 22, 2014, Mr. Montupet individually called each of the non-executive members of the PartnerRe board of directors and informed them of the recent developments with AXIS regarding a potential no-premium merger of equals. All non-executive PartnerRe board of directors members were supportive of continuing discussions with AXIS, including proceeding on the basis that Mr. Benchimol be appointed the Chief Executive Officer of the combined company.

Table of Contents

On January 6, 2015, the planned meeting between the non-executive members of the PartnerRe Transaction Committee and Messrs. Butt and Benchimol took place. At the meeting, Mr. Benchimol presented an analysis that he and AXIS senior management had prepared utilizing publicly available information of both companies that summarize his vision for the combined business, including how to achieve the benefits of increased size and scale, as well as estimates for potential synergies that could be achieved by a strategic transaction. The participants discussed the potential business and strategic benefits that could result from a strategic transaction. AXIS proposed that the respective ownership percentages of the combined company of each party be set at 50/50 and that the initial board of the combined company comprise 13 members, six to be designated by PartnerRe and AXIS each with the last member being the Chief Executive Officer of the combined company. PartnerRe made a counter-proposal that the respective ownership percentages of the combined company of the shareholders of each party should reflect each party's respective current market capitalizations and relative tangible book value and that, consistent with the past discussions between Messrs. Butt and Montupet, the initial board of the combined company should have equal representation from both parties, further proposing that the initial board should comprise 12 members, with six to be designated by PartnerRe and AXIS each. The parties also started discussions on potential senior officers of the combined company. The parties did not reach agreement on the respective ownership percentages of the combined company of each party or the board composition of the combined company. Later that day, Messrs. Montupet and Butt further discussed the issue of the basis on which the respective board representation and ownership percentage of the combined company of each party should be determined in the context of the proposed transaction.

Following the meeting, the non-executive members of the PartnerRe Transaction Committee discussed Mr. Benchimol's vision for the combined company, including the strategic benefits of a merger of equals with AXIS and determined that it was in the best interests of PartnerRe and its shareholders to continue discussions with AXIS. The non-executive members of the PartnerRe Transaction Committee further discussed AXIS' proposal on the respective ownership percentages of the combined company of each party, the board composition of the combined company and a counter-proposal on these issues that Mr. Montupet would deliver to AXIS.

On January 7, 2015, Mr. Montupet had a telephone conversation with Mr. Butt. On this call, Mr. Montupet stated that the non-executive members of the PartnerRe Transaction Committee would be willing to recommend to the PartnerRe board of directors an ownership split of the combined company taking into consideration each party's current relative tangible book value and respective market capitalizations resulting in a proposed ownership split of the combined company of 51.6% and 48.4% for PartnerRe and AXIS, respectively. During the same call, Mr. Butt proposed that the combined company have an initial board of 14 directors, seven to be designated by PartnerRe (including Mr. Montupet, who would be appointed as the Chairman of the board of the combined company) and seven to be designated by AXIS (including Mr. Benchimol, who would be appointed as the Chief Executive Officer of the combined company). Mr. Montupet responded to the proposal by stating that the non-executive members of the PartnerRe Transaction Committee would be willing to recommend Mr. Butt's proposal on the board composition if AXIS agreed to the PartnerRe proposal on ownership percentages. Mr. Butt agreed to discuss these positions regarding the respective ownership split of the combined company and board composition with the AXIS board of directors at a telephonic meeting of the AXIS board of directors scheduled for later the same day, and revert to Mr. Montupet with the decision of the AXIS board of directors.

Later that day the AXIS board of directors had a telephonic meeting to discuss the status of negotiations. The board of directors of AXIS discussed the proposed valuation and considered whether the potential transaction was in the best interests of its shareholders. Mr. Benchimol reviewed the potential senior management roster and discussed potential financial advisors should the transaction move forward. The AXIS board of directors continued to express interest in a potential strategic transaction with PartnerRe and authorized Mr. Butt to proceed on the basis of the proposed ownership split of the combined company of 51.6%/48.4%, the proposal that AXIS and PartnerRe each designate seven members of the combined entity's initial board of directors and that Mr. Benchimol be the Chief Executive

Officer and Mr. Montupet the Chairman of the board of the combined company. Later the same day, following the AXIS board of directors meeting, Mr. Butt informed Mr. Montupet of the decisions made by the AXIS board of directors at its meeting earlier that day. They then discussed the next steps in pursuing the potential transaction, which included more detailed analysis of the transaction, mutual due diligence, refining the estimates of synergies and negotiation of definitive transaction documents.

Table of Contents

Between January 7, 2015 and January 15, 2015, progress continued on several work streams. Mr. Montupet discussed with Mr. Miranthis the status of negotiations with AXIS and his role in the potential transaction, including whether it would be in PartnerRe's and his mutual best interest for him to continue to serve as the Chief Executive Officer of PartnerRe until closing of the proposed transaction, or separate from PartnerRe at signing so he could explore other opportunities. Mr. Montupet discussed with Mr. Zwiener his willingness to serve as the interim Chief Executive Officer of PartnerRe between signing and closing given his extensive experience, including senior management experience, in the insurance and other financial industries that would make him a well-qualified candidate for the position. AXIS and PartnerRe also negotiated a mutual confidentiality agreement containing a customary, mutual one-year standstill provision. The parties also continued to explore and refine their understanding of key issues, including the structure of the proposed transaction, other terms that needed to be negotiated, and composition of the board committees, and made preparations for detailed due diligence.

On January 14, 2015, Mr. Montupet contacted Mr. Butt and proposed to have a meeting of the PartnerRe Transaction Committee and Messrs. Butt and Benchimol on January 21, 2015 to further discuss the potential strategic transaction. Mr. Butt agreed to have a meeting, subject to confirming the date with Mr. Benchimol.

On January 16, 2015, Messrs. Montupet and Benchimol discussed the proposed agenda for the scheduled January 21 meeting.

Also on January 16, 2015, the PartnerRe board of directors held a special meeting by telephone, during which the non-executive members of the PartnerRe Transaction Committee reported on the recent developments in connection with the proposed transaction between PartnerRe and AXIS. A representative of Davis Polk also joined the meeting. Among other things, the PartnerRe board of directors discussed the potential business and strategic benefits of such transaction, possible deal structures, due diligence matters and cultural issues. The PartnerRe board of directors supported the PartnerRe Transaction Committee's recommendation to accept, subject to completion of due diligence and satisfactory negotiation of open items, a split of ownership of the combined company of 51.6% and 48.4%, the proposal that AXIS and PartnerRe each designate seven members of the combined entity's initial board of directors and AXIS' precondition that Mr. Benchimol be the Chief Executive Officer of the combined company.

At the same meeting, the PartnerRe board of directors also discussed the leadership of PartnerRe in the event of entering into definitive transaction documents with AXIS and discussed the possibility of a leadership change, including the possibility of Mr. Zwiener being appointed as the interim Chief Executive Officer.

On January 17, 2015, the non-executive members of the PartnerRe Transaction Committee met with the representatives of Davis Polk and Credit Suisse to plan the next steps in the proposed transaction with AXIS, including the expected signing timeline, structure of the transaction, minimizing the transaction execution risk, planning for the possibility of a leak, and due diligence approach. Given AXIS' and PartnerRe's significant, preexisting understanding of each other's respective businesses and operations and the availability of substantially final financial information for the most recently completed fiscal year, representatives of AXIS and PartnerRe discussed with their advisors that there was an opportunity for an efficient due diligence process. In order to minimize the risks to the potential transaction posed by a possible leak, the non-executive members of the PartnerRe Transaction Committee determined to explore with AXIS the possibility of completing due diligence and negotiating definitive transaction documents expeditiously, tentatively targeting the announcement of the transaction prior to January 26, 2015. Later that day, Mr. Montupet and Mr. Benchimol met to discuss the timing of the potential transaction and agreed to proceed towards signing by January 26, 2015, provided that it was possible to complete satisfactory due diligence and finalize definitive transaction documents. Mr. Benchimol contacted Mr. Butt and discussed with him the outcome of his meeting with Mr. Montupet, and Mr. Butt concurred with the action plan that had been discussed during the meeting. Mr. Benchimol and Mr. Butt agreed that it would be appropriate to retain Goldman Sachs as the financial

advisor to the AXIS board of directors, due to its extensive experience advising companies in the insurance and reinsurance industries in which AXIS and PartnerRe operate. Later the same day, Mr. Benchimol reached out to formally engage Goldman Sachs as AXIS' financial advisor, having initially contacted Goldman Sachs earlier in the week.

On January 18, 2015, the PartnerRe Transaction Committee met with the senior management of PartnerRe to plan due diligence and the next phases of the proposed transaction with AXIS. Also on January 18 members of senior management of AXIS met with representatives of Simpson Thacher & Bartlett LLP ("Simpson Thacher"), regular outside legal counsel to AXIS, and Goldman Sachs to discuss the key financial elements of the proposed transaction with PartnerRe, significant details relating to the proposed transaction structure and the diligence procedure, timeline and milestones that would need to be met to ensure that the negotiation and execution of definitive transaction agreements proceeded as expeditiously as possible.

Table of Contents

On January 19, 2015, a meeting of the board of directors of AXIS took place. Mr. Butt began with an update by noting that he and Mr. Montupet had agreed on several material matters, including that the respective ownership percentages of PartnerRe and AXIS shareholders in the amalgamated company would be 51.6% and 48.4%, respectively, that the initial board of directors of the amalgamated company would be comprised equally of PartnerRe and AXIS appointed directors and that Messrs. Benchimol and Montupet would be the Chief Executive Officer and the Chairman of the board of the amalgamated company, respectively. Mr. Butt also noted that a due diligence work plan was established after Mr. Butt, members of the AXIS management and AXIS' legal and financial advisors met with the PartnerRe management and PartnerRe's advisors on January 18, 2015. Mr. Benchimol then reported on the details of the due diligence work plan and the management's preliminary due diligence findings in respect of PartnerRe. The AXIS board of directors discussed certain governance matters of the amalgamated company, including their support for Mr. Benchimol to assume the Chief Executive Officer position of the amalgamated company.

From January 19 to January 24, 2015, representatives from PartnerRe and AXIS, along with their financial and legal advisors, engaged in extensive confidential due diligence of each other's financial, actuarial, accounting, operational, regulatory, legal, human resources, information technology and business profiles. Over the course of this time, representatives from PartnerRe and AXIS participated in various detailed in-person meetings and conference calls to discuss their areas of respective expertise and identify the potential risks and merits of the proposed strategic transaction. As needed, additional meetings and conference calls were scheduled to address follow-up diligence requests and questions. These meetings and calls were attended by a large number of representatives of both parties, including members of their senior management. Both parties provided each other access to electronic data rooms with substantial nonpublic information for due diligence purposes. In addition to the information gathered during in-person meetings, the senior management of both companies and their respective advisors continued to review both public and nonpublic information made available in the data rooms to supplement their in-person due diligence activities. The non-executive members of the PartnerRe Transaction Committee and representatives from AXIS, including Messrs. Butt and Benchimol and their respective advisors also further discussed issues related to due diligence, composition of the board committees and management of the combined company and requirements related to the appointment and removal of the Chief Executive Officer and the Chairman of the board of the directors of the combined company. In addition, representatives from Davis Polk and Simpson Thacher began discussing structuring alternatives for combining the companies and the terms of a transaction agreement. During this period, at the end of each day, each of AXIS and PartnerRe would also convene with their respective representatives to deliberate on the most significant findings that were emerging from their ongoing evaluation and analyses, the status of the due diligence process, and the next steps to be taken in the transaction process.

In the early hours of January 20, 2015, Simpson Thacher sent its initial draft of the Agreement and Plan of Amalgamation (as subsequently revised by the parties prior to execution of the definitive agreement, the "Draft Agreement") to Davis Polk.

On January 20, 2015, the PartnerRe board of directors received an in-person detailed briefing (with one director participating by audio conference and another director participating by video conference) from the senior management, non-executive members of the PartnerRe Transaction Committee and representatives from Davis Polk and Credit Suisse on interim due diligence findings, the merits of, and risks associated with, the proposed transaction, the status of negotiations on the terms of the deal and proposed timeline to signing. Mr. Miranthis also expressed his support for the proposed transaction and explained its merits to the PartnerRe board of directors. The PartnerRe board of directors supported the senior management team and the non-executive members of the PartnerRe Transaction Committee continuing to pursue the proposed transaction with AXIS, complete due diligence and finalize the definitive transaction documents.

Between January 20 and January 25, 2015, the parties completed the due diligence and negotiated the definitive transaction documents. Representatives from Davis Polk, Credit Suisse, senior management of PartnerRe and the non-executive members of the PartnerRe Transaction Committee negotiated the terms of the Draft Agreement with the representatives from Simpson Thacher, AXIS and Goldman Sachs. Representatives from Simpson Thacher gave daily briefings regarding the status of legal due diligence to AXIS management during this period. The key issues negotiated among the parties included, among other things, termination rights, termination fees, other deal protection provisions, conditions to closing, transaction structure, retention arrangements for employees and treatment of options and awards in the proposed transaction.

Table of Contents

The AXIS board of directors had a telephonic meeting on January 22, 2015 to discuss the status of due diligence and negotiations on the material terms of the transaction and certain open terms of the proposed transaction. Senior members of the AXIS management team briefed the AXIS board of directors on their preliminary business and operational due diligence findings. Representatives of Goldman Sachs reviewed its preliminary financial analysis of the proposed transaction, while representatives of Simpson Thacher briefed the AXIS board of directors on certain open points in the negotiation of the definitive transaction agreement. During their deliberations, members of the AXIS board of directors asked and received answers to a number of questions of senior management, Goldman Sachs and Simpson Thacher. In addition, the AXIS board of directors discussed strategic rationales for the transaction, the key financial assumptions of the proposed transaction as well as potential negative considerations. The AXIS board of directors also examined other potential acquisition or merger partners for each of AXIS and PartnerRe. The AXIS board of directors and the senior management team at AXIS also discussed the expectation as to which individuals would fill certain key management positions at the combined company.

On January 23, 2015 the parties agreed to an exchange ratio of 2.18 common shares of the combined company for each common share of PartnerRe and 1 common share for each common share of AXIS to achieve the previously agreed split of ownership of 51.6% and 48.4%.

On January 25, 2015, the PartnerRe board of directors held an in-person meeting (with two directors participating by audio conference), which was also attended by the senior management of PartnerRe and representatives from Credit Suisse, Davis Polk and Appleby (Bermuda) Limited (“Appleby”). Prior to the meeting, the members of the PartnerRe board of directors had been provided with a set of meeting materials, including a summary of the fiduciary duties of the PartnerRe board of directors under applicable law and other Bermuda law aspects of the proposed transaction prepared by Appleby, a summary of the key terms and conditions of the Draft Agreement prepared by Davis Polk, certain financial analyses prepared by Credit Suisse, as further described below under “The Amalgamation Opinion of PartnerRe’s Financial Advisor”, and a summary of the key findings of the due diligence of AXIS’ business prepared by PartnerRe’s senior management and review of the strategic rationale and risks associated with the transaction. At the meeting, Mr. Montupet reviewed the course of negotiations with AXIS since the last board meeting. Members of PartnerRe’s senior management reported that they had completed the due diligence of financial, operational, legal and business aspects of AXIS, and discussed in detail, among other things, the strategic, operational and financial rationale of the proposed transaction, key considerations for the PartnerRe board of directors in connection with the proposed transaction, key findings from their due diligence of AXIS, estimated cost synergies and capital efficiencies and the effect of the proposed transaction on enhancing the combined company’s ability to effectively channel third party capital. A representative of Credit Suisse presented to the PartnerRe board of directors various financial analyses prepared by Credit Suisse, as further described below under “The Amalgamation Opinion of PartnerRe’s Financial Advisor”, in connection with the proposed transaction. In connection with the deliberations of the PartnerRe board of directors, Credit Suisse then delivered to the PartnerRe board of directors its oral opinion, which was confirmed by delivery of a written opinion dated January 25, 2015, to the effect that, as of such date and based upon and subject to the assumptions, procedures, factors, qualifications and limitations set forth in such opinion, the exchange ratio pursuant to the Draft Agreement was fair, from a financial point of view, to PartnerRe and its common shareholders, as more fully described below under “The Amalgamation Opinion of PartnerRe’s Financial Advisor”. A representative of Davis Polk summarized the proposed transaction structure, governance matters, key terms of the definitive transaction documents and the expected closing timeline for the benefit of the PartnerRe board of directors. A representative of Appleby also reviewed with the PartnerRe board of directors the fiduciary duties of the directors under Bermuda law and other Bermuda law aspects of the proposed transaction. After considering the proposed terms of the Draft Agreement and the transactions contemplated thereby and the various presentations of its legal and financial advisors and senior management team of PartnerRe, and taking into consideration the matters discussed during that meeting and prior meetings and briefings of the PartnerRe board of directors, the PartnerRe Transaction Committee and prior discussions with PartnerRe’s senior management, including the factors described under “The Amalgamation PartnerRe’s Reasons for the Amalgamation and Recommendation of PartnerRe’s Board of Directors” below, the PartnerRe board of

directors unanimously resolved that the proposed amalgamation, on the terms and conditions set forth in the Draft Agreement, was in the best interest of PartnerRe and its shareholders and approved the proposed amalgamation, recommended adoption of the Draft Agreement by PartnerRe's shareholders and authorized PartnerRe to enter into the Draft Agreement.

At the same meeting, the PartnerRe board of directors approved the appointment of Mr. Zwiener, effective immediately, as interim Chief Executive Officer of PartnerRe as well as a separation agreement with Mr. Miranthis.

Also, on January 25, 2015, the AXIS board of directors met (with three directors participating by video or audio conference) with members of management and representatives of Goldman Sachs, Simpson Thacher and AXIS' Bermuda Counsel, Conyers Dill & Pearman Limited ("Conyers"). Prior to the meeting, members of the AXIS board of directors had received a set of meeting materials from the AXIS management and AXIS' financial and legal advisors, including certain financial analyses of the proposed transaction prepared by Goldman Sachs, a summary of material conditions and terms of the proposed amalgamation agreement prepared by Simpson Thacher and a summary of the fiduciary duties of the AXIS board of directors under Bermuda law prepared by Conyers. Members of AXIS management discussed their due diligence findings and their determination of potential cost synergies from the transaction and responded to questions from the directors with respect thereto. Representatives of Goldman Sachs reviewed its financial analysis of the proposed transaction and answered questions from the meeting participants in connection therewith. The full text of the written opinion of Goldman Sachs is attached to this joint proxy statement/prospectus, is incorporated by reference herein in its entirety, and is further described in the section titled "The Amalgamation—Opinion of AXIS' Financial Advisor." The directors discussed the reasons for the transaction and challenges of the transaction, reexamined the key financial assumptions made, the potential for regulatory or other material impediments to closing. Simpson Thacher addressed and responded to questions from the directors regarding the summary of deal terms previously provided to the AXIS board of directors. Representatives of Conyers reviewed with the AXIS board of directors its fiduciary duties in connection with the proposed transaction under Bermuda law. A representative of Goldman Sachs then delivered to the AXIS board of directors its oral opinion, which was confirmed by delivery of a written opinion dated January 25, 2015, as of that date and based upon and subject to the assumptions made, procedures followed, matters considered and limitations stated therein the Company exchange ratio pursuant to the Draft Agreement was fair, from a financial point of view, to the holders (other than PartnerRe and its affiliates) of AXIS common shares. At the meeting the AXIS board of directors also reviewed the expected senior leadership team of the amalgamated company which included, in addition to Mr. Benchimol, Messrs. Joseph Henry as Chief Financial Officer (currently Chief Financial Officer of AXIS), William Babcock, currently Chief Financial Officer of PartnerRe, as Deputy Chief Financial Officer of Newco and Lead Integration Officer and who would assume the role of Chief Financial Officer of Newco upon the retirement of Mr. Henry in July 2016, Peter Wilson as Chief Executive Officer of Insurance (currently Chief Executive Officer of AXIS Insurance), Chris DiSipio as Chief Executive Officer of Life, Accident and Health (currently Chief Executive Officer of AXIS Accident and Health), Emmanuel Clarke as Chief Executive Officer of Reinsurance (currently Chief Executive Officer of PartnerRe Global) and John (Jay) Nichols as Executive Vice President of Strategic Business Development and Capital Solutions (currently Chief Executive Officer of AXIS Re). Following a discussion of the proposed transaction, which included the factors described under "The Amalgamation—AXIS' Reasons for the Amalgamation and Recommendation of AXIS' Board of Directors" below, the AXIS board of directors unanimously voted to approve the Draft Agreement and the transactions contemplated thereby and authorized management of AXIS to take action designed to accomplish the transactions contemplated thereby.

Later the same day, the Draft Agreement was executed and the merger of equals was announced through a joint press release.

Table of Contents

PartnerRe's Reasons for the Amalgamation and Recommendation of PartnerRe's Board of Directors

The PartnerRe board of directors believes that the amalgamation agreement and the transactions contemplated thereby, including the amalgamation, are advisable and fair to and in the best interests of PartnerRe and its shareholders. Accordingly, the PartnerRe board of directors has approved the amalgamation agreement and the transactions contemplated thereby, and unanimously recommends that the PartnerRe shareholders vote "FOR" adoption of the amalgamation agreement and the transactions contemplated thereby, including the amalgamation.

As described above under the section titled "Background of the Amalgamation," the PartnerRe board of directors, prior to and in reaching its decision at its meeting on January 25, 2015 to approve the Draft Agreement and the transactions contemplated thereby, consulted with PartnerRe's management and financial and legal advisors and considered a variety of potentially positive factors relating to the amalgamation, including, but not limited to, the following:

Strategic Reasons

- the transaction represents a unique opportunity to implement PartnerRe's long-term strategic plan
- the transaction represents an attractive route to entering into the important primary insurance business with an established global leader and to diversifying PartnerRe's exposure to the reinsurance industry;
 - consideration of current and future industry trends and the risks to PartnerRe's ability to execute its strategic plan as a stand-alone entity, including the impact of continuing consolidation in the reinsurance industry and increasing competitive pricing from, among other things, consolidation of brokers and increasing participation in catastrophe markets by alternative capital sources;
- the superior future earnings and growth prospects as an amalgamated company means that it will be better able to withstand and oversee the substantial challenges facing each company and the industry more generally;
- the potential to increase return on equity for holders over the long term and be accretive to both companies' earnings and to both companies' shareholders in terms of book value per converted share after the amalgamation;
- consideration of other alternatives to the transaction available to PartnerRe, including remaining a stand-alone entity, seeking to grow in the reinsurance market through the acquisition of new reinsurance businesses, the acquisition of a standalone pure primary insurance business, or a combination of the foregoing, or the sale of it or substantially all of its assets to a third-party;

Business of the Amalgamated Company

- the transaction will create a top 5 global property and casualty reinsurance leader, and a leader in the broker-based reinsurance distribution channel, with premiums in excess of \$10 billion, cash and invested assets of approximately of \$32 billion, shareholders' equity over \$13 billion and total capitalization over \$14 billion;
- the possible significant synergies in the areas of reduced public company costs, consolidated corporate governance, reduced labor and shared platform costs estimated to be at least \$200 million, plus part of the cost reductions previously announced by AXIS and corresponding impact on the amalgamated company's earnings, and the belief that the amalgamated company would have superior future earnings and growth prospects than the entities alone;
-

the amalgamated company would have greater capital efficiency and enhanced ability to respond to competitive pressures, greater diversification opportunities, increased opportunity to compete profitably and to grow its business or return additional funds to shareholders;

- the amalgamated company would be much better positioned than each standalone company to consider and pursue future acquisitions;
- the potential to create a leading, diversified insurance and reinsurance company with global reach, including greater product offerings and improved market positions;
- the amalgamated company will have a more diversified pool of underwriting risk by product and geography (reducing volatility of earnings and cash flows and delivering more stable results under a wider range of market conditions);
- the amalgamated company should have less concentrated distribution relationships and an improved trading relevance;
- an increased customer base and potential to attract new customers because of the amalgamated company's greater scale, scope and reach;

Table of Contents

- the amalgamated company should have low balance sheet risk given both entities' high quality investment portfolio and prudent reserving philosophies;
 - the enhanced ability to access third-party capital to fund risks and generate income;
 - the belief that the amalgamated company will benefit from strong financial strength ratings;
- the knowledge that each company has of its own (and of the other company's) business, operations, financial condition, earnings and prospects, including the results of the company's due diligence review of the other company;
 - the transaction will preserve the existing tax structures and treatments of each party;

Terms of the Transaction

- the structure of the transaction as a "merger of equals:"
 - o seven of 14 members of the new company's board of directors will be designated by PartnerRe;
 - o Chairman of the board of directors will be designated by PartnerRe;
 - o Chief Executive Officer will be AXIS' current Chief Executive Officer;
 - o key members of PartnerRe's management and board of directors would continue with the new company;
- o PartnerRe shareholders would hold 51.6% of the amalgamated company, on a fully diluted basis, following consummation of the amalgamation;
- o the amalgamated company's board committee assignments would be split evenly among designees from both PartnerRe and AXIS' boards, with PartnerRe designees as chairpersons of three of the six committees;
- the fact that the exchange ratio of 2.18 shares of the amalgamated company for each PartnerRe share is fixed, consistent with market practice for combinations of this type, and provides certainty to shareholders of both entities as to their aggregate pro forma percentage ownership of the amalgamated company;
- the expectation that the amalgamation would be treated as a tax-free reorganization for U.S. federal income tax purposes, except with respect to cash received in lieu of fractional shares;
- detailed financial analysis and other information with respect to PartnerRe and AXIS presented by management and Credit Suisse, including Credit Suisse's opinion to the effect that, as of the date of the opinion, and based on and subject to the various assumptions made, procedures followed, matters considered and limitations on the review undertaken, the PartnerRe exchange ratio provided for in the amalgamation was fair, from a financial point of view, to holders of PartnerRe common shares. A copy of Credit Suisse's written opinion is attached to this joint proxy statement/prospectus as Annex B;

Management Teams

- each of PartnerRe's and AXIS' highly experienced management teams with extensive industry experience in facets of the insurance and reinsurance industry;

- the similar business and management approaches of each of PartnerRe and AXIS, including emphasis on independent agents and brokers and performance-based cultures, will ease integration process;
- the belief that there would be limited integration risk due to the similar risk cultures of the two companies with respect to underwriting discipline and risk management and due to the familiarity that the amalgamated company's Chief Executive Officer has with the management team and operations of both the PartnerRe and AXIS businesses;
- the fact that key members of the AXIS management team have worked for both companies and that many employees of both companies know each other due to the proximate location of the two companies;
- the historical and current information about each of the companies and their business prospects, financial performance and condition, technology, management and competitive positions;

Terms of the amalgamation agreement

- the specific terms of the amalgamation agreement, including:

Table of Contents

o PartnerRe’s ability, under certain circumstances, to consider and respond to an unsolicited proposal for the acquisition of 15% or more of the shares or assets of PartnerRe or engage in discussions or negotiations with the third-party making such a proposal, in each case if the PartnerRe board of directors determines in good faith (after consultation with its outside legal counsel and financial advisor) that such “acquisition proposal” either constitutes or is reasonably likely to result in a “superior proposal” (as such terms are defined and described in the section titled “—The Amalgamation Agreement—No Solicitation of Acquisition Proposals”);

o the ability of the PartnerRe board of directors to change its recommendation that PartnerRe shareholders vote in favor of adoption of the amalgamation agreement if, in response to an acquisition proposal, the PartnerRe board of directors has determined in good faith (after consultation with its outside legal counsel and financial advisors) that the failure to take such action would violate the directors’ fiduciary duties under applicable law and the PartnerRe board

of directors had determined in good faith (after consultation with its outside legal counsel and financial advisors) that such proposal constitutes a superior proposal (see the section titled “The Amalgamation Agreement—No Solicitation of Acquisition Proposals”);

o the reciprocal requirement that the amalgamation agreement be submitted to a vote of the shareholders of both companies;

o the fact that in certain circumstances, if the transaction is not consummated, PartnerRe will be entitled to receive a termination fee of up to \$250 million and be reimbursed for certain expenses incurred by PartnerRe in connection with the amalgamation (up to \$35 million);

- the fact that the amalgamation agreement allows PartnerRe to continue to declare and pay regular quarterly cash dividends consistent with past practice;
 - the likelihood that the amalgamation will be consummated because of the limited number of conditions to the amalgamation and each party’s commitment to obtain regulatory approvals;
- the requirement under Bermuda law that if the amalgamation is approved by shareholders, those who do not vote in favor of approval have the right to demand appraisal of their shares pursuant to Bermuda law; and
 - the lack of any financing requirement or condition to the amalgamation.

In the course of its deliberations, the PartnerRe board of directors, in consultation with PartnerRe management and legal and financial advisors, also considered a variety of risks and other potentially negative factors relating to the amalgamation, including the following:

- the risk that the potential benefits sought in the amalgamation, including anticipated synergies, might not be realized;
 - the possibility that the amalgamation might not be completed, or that the consummation might be delayed;
- the risk that despite the efforts of the amalgamated company, key technical and management personnel might not remain employed by the amalgamated company;
- the loss of PartnerRe’s Chief Executive Officer and the need for the PartnerRe board of directors to appoint an interim Chief Executive Officer for the period up to the closing of the transaction;

- the fact that, at the time the PartnerRe board of directors approved the transaction, a conclusion had not been reached on which party would be the accounting acquirer or the accounting consequences thereof;
- the risk of diverting management focus and resources from other strategic opportunities and operational matters while implementing the amalgamation;
- the risk that either PartnerRe shareholders or AXIS shareholders may fail to adopt the amalgamation agreement and approve the transactions contemplated by the amalgamation agreement;
- the potential negative effect of the pendency of the amalgamation on PartnerRe's business and relationships with customers, vendors, business partners and employees, including the risk that key employees might not choose to remain employed with PartnerRe prior to the consummation of the amalgamation, regardless of whether or not the amalgamation is completed;
 - the fact that AXIS' current loss reserve provisions may not be as expected;

Table of Contents

- the risk that governmental entities may oppose or refuse to approve the amalgamation or impose conditions on PartnerRe and/or AXIS prior to approving the amalgamation;
- the specific terms of the amalgamation agreement, including:
 - o the terms of the amalgamation agreement placing certain limitations on the ability of PartnerRe to initiate, solicit or take any action to knowingly facilitate or knowingly encourage any inquiries or requests for information by a third-party with respect to an acquisition proposal and to furnish non-public information to, or engage in discussions or negotiations with, a third-party interested in pursuing an alternative business combination transaction;
 - o the fact that PartnerRe must pay AXIS a termination fee of \$250 million and reimburse certain expenses incurred by AXIS in connection with the amalgamation (up to \$35 million) if the amalgamation agreement is terminated under certain circumstances, or which may become payable following a termination of the amalgamation agreement in circumstances where no alternative transaction or superior proposal is ultimately consummated (which fee the PartnerRe board of directors determined was reasonable and customary);
 - o that if PartnerRe's shareholders vote against the proposal to adopt the amalgamation agreement, PartnerRe may be required to pay AXIS a termination fee of \$55 million and reimburse certain expenses incurred by AXIS in connection with the amalgamation (up to \$35 million) (which fee the PartnerRe board of directors determined was reasonable and customary);
 - o the fact that PartnerRe is required to put the proposal to adopt the amalgamation agreement to a vote of its shareholders in all circumstances, including if the PartnerRe board of directors has changed its recommendation;
 - o the fact that PartnerRe does not have the right under the terms of the amalgamation agreement to change its recommendation in circumstances not involving a superior proposal;
 - o the restrictions on the conduct of PartnerRe's business during the pendency of the amalgamation; and
- various other factors associated with the amalgamation and the businesses of PartnerRe and the amalgamated company described in the section titled "Risk Factors".

The PartnerRe board of directors concluded, however, that these negative factors could be managed or mitigated by PartnerRe or by the amalgamated company or were either unlikely to occur or unlikely to have a material impact on the amalgamation or the amalgamated company. Further, the PartnerRe board of directors considered each of the restrictions that the terms of the amalgamation agreement placed on PartnerRe's business and its ability to seek or consummate an alternative business combination and concluded that these restrictions were reasonable and customary in a transaction of this nature. Overall, the PartnerRe board of directors concluded that the potentially negative factors associated with the amalgamation were outweighed by the potential benefits of the amalgamation.

The foregoing discussion of the factors considered by the PartnerRe board of directors is not intended to be exhaustive, but rather a summary of the material factors considered by the PartnerRe board of directors. In reaching its decision to approve and adopt the amalgamation agreement, including the amalgamation and other transactions contemplated by the amalgamation agreement, the PartnerRe board of directors did not quantify or assign any relative weights to the factors considered, and individual directors may have given different weights to different factors. The PartnerRe board of directors considered the various factors as a whole, including discussions with, and questioning of, PartnerRe management and PartnerRe's financial and legal advisors, and overall considered the factors to be favorable

to, and to support, its determination.

The foregoing discussion of the information and factors considered by PartnerRe's board of directors is forward-looking in nature. This information should be read in light of the factors described under the section titled "Forward-Looking Statements" included elsewhere in this joint proxy statement/prospectus.

AXIS' Reasons for the Amalgamation and Recommendation of the AXIS Board of Directors

In deciding to approve the amalgamation agreement and to recommend approval of the amalgamation to AXIS' shareholders, AXIS' board of directors considered a number of factors. Based on its experience in, and understanding of, opportunities related to the reinsurance and insurance industries and based on the due diligence of PartnerRe conducted by AXIS' management, AXIS' board of directors believes combining AXIS and PartnerRe and

Table of Contents

leveraging their complementary strengths will deliver greater value to its stakeholders by significantly enhancing its scale, strategic flexibility, talent, capital, and operating efficiencies. With added scale, particularly in the reinsurance business, and stronger positioning across three major businesses of the amalgamated company, the amalgamation offers greater flexibility to optimize both growth and profitability. The amalgamated company's reinsurance business will be positioned as a top five global property and casualty reinsurance franchise and a leading broker-based reinsurer. AXIS' global specialty insurance business would benefit immediately from additional revenues and expanded geographic distribution, and with the backing of a much larger capital base, will have significant incremental ability to invest in growth. The amalgamated company's global specialty insurance business will have in excess of \$2.5 billion in premiums across a diversified array of product lines. Achievement of targeted returns in AXIS' stand-alone Accident and Health initiative would be accelerated and strongly complemented by the life, accident and health business of PartnerRe as there is minimal overlap. The combined \$1.5 billion life accident and health business would rank among the top 10 global life reinsurers and among the top three accident and health reinsurers in the United States. AXIS' board of directors also considered that these better-positioned businesses would be harnessed to the significantly greater combined financial resources of AXIS and PartnerRe. The combination of AXIS and PartnerRe will produce one of the strongest balance sheets in the industry with approximately \$13 billion in shareholders' equity, greater than \$14 billion in total capital, and approximately \$32 billion in cash and invested assets. The new company is expected to be characterized by a strong ability to generate and deploy capital as a result of its combined earnings power (driven by enhanced market positioning, expense savings and other synergies), capital efficiencies made possible by the transaction and increased use of third party capital to leverage larger production capabilities.

For these foregoing reasons and the additional reasons set forth below, AXIS' board of directors believed these benefits outweighed the risks associated with the amalgamation. In view of the number and wide variety of factors considered in connection with its evaluation of the amalgamation, AXIS' board of directors did not attempt to quantify or otherwise assign relative weights to the specific factors it considered in reaching its determination, and individual directors may have given different weight to different information and factors. AXIS' board of directors viewed its approval and recommendation of the amalgamation as being based on the totality of the information and factors presented to and considered by it. In reaching its decision, AXIS' board of directors consulted with AXIS' management with respect to strategic and operational matters. AXIS' board of directors also consulted with its financial advisor, Goldman Sachs, with respect to the financial aspects of the transaction and AXIS' legal advisors with respect to the amalgamation agreement and related issues. In the course of making the above determinations and recommendations, AXIS' board of directors considered a number of factors weighing in favor of the amalgamation, each of which AXIS' board of directors believes supported its decision, including the following:

Potential Benefits of the Amalgamated Company

- AXIS' board of directors' belief, based on its analysis and understanding of AXIS' (on a stand-alone basis) and the amalgamated company's potential future business, operations, financial performance, financial condition, earnings and future prospects, that the amalgamated company will have:
- a diversified and balanced business mix with significant product depth, including a top five global reinsurer, a \$2.5 billion specialty insurance underwriting business and a highly successful and growing life, accident and health franchise with a strong global footprint;
- enhanced ability to provide highly valued solutions for clients and partners through the combined expert knowledge of complex risks, greater access to various forms of capital and the ability to provide greater capacity;
- a highly experienced management team that will be led by Albert Benchimol, who has significant knowledge of the businesses of both AXIS and PartnerRe, and will include key AXIS personnel in senior management positions;

- underwriting teams with long-standing industry knowledge and relationships;
- an experienced board of directors that will include seven directors designated by AXIS;
 - greater financial strength and flexibility;

Table of Contents

- total, pre-tax expense synergies are estimated to be at least \$200 million, that are expected to be substantially realizable within 18 months from the closing date of the amalgamation, and approximately \$25 million, or 50% of the expense savings that AXIS originally expected to obtain from AXIS' own expense optimization efforts, are expected to still be realizable in addition to the \$200 million of merger-related synergies; and
 - meaningful accretion to earnings and return on equity for shareholders;
- AXIS' board of directors' belief, based on: (1) discussions with members of AXIS' management concerning their interactions with PartnerRe during the due diligence process and negotiations related to the amalgamation, (2) AXIS' analysis and understanding of PartnerRe's approach to underwriting and (3) the experience of PartnerRe's management team, that AXIS and PartnerRe have compatible cultures, which should help ease the process of integrating the two companies;
- AXIS' board of directors' belief that the increased size and scope of the amalgamated company will not adversely impact or change AXIS' strategy, philosophy or culture, stability in executive management, risk management culture and enterprise risk management framework;
- consideration of other alternatives to the transaction available to AXIS, including remaining a stand-alone entity;
- the amalgamated company would be much better positioned than each standalone company to consider and pursue future acquisitions;
 - the belief that the amalgamated company will benefit from strong financial strength ratings;
- a more diversified pool of underwriting risk by product and geography (reducing volatility of earnings and cash flows and delivering more stable results under a wider range of market conditions);
- an increased customer base and potential to attract new customers because of the amalgamated company's greater scale, scope and reach;
- the amalgamated company would have greater capital efficiency and enhanced ability to respond to competitive pressures, greater diversification opportunities, increased opportunity to compete profitably and to grow its business or return additional funds to shareholders;

The Amalgamation Consideration

- the fact that the holders of AXIS' common shares will own approximately 48.4% of the amalgamated company, on a fully diluted basis, after the transaction is completed, in line with AXIS' relative contribution of tangible book value as well as other financial metrics;
- the fact that the fixed exchange ratio of one common share of the amalgamated company for each AXIS common share and 2.18 common shares of the amalgamated company for each PartnerRe common share, and the other terms and conditions of the amalgamation agreement, including the termination provisions, resulted from extensive arm's-length negotiations between AXIS and its advisors, on the one hand, and PartnerRe and its advisors, on the other hand;
- the fact that at the time the amalgamation agreement was negotiated key common stock trading multiples of both AXIS and PartnerRe were approximately the same;

- the fact that AXIS’ board of directors received an opinion from Goldman Sachs, that as of January 25, 2015, and based upon and subject to the factors and assumptions stated in such opinion, the AXIS exchange ratio pursuant to the amalgamation agreement was fair, from a financial point of view, to the holders (other than PartnerRe and its affiliates) of AXIS common shares, as described in the section of this joint proxy/prospectus titled “ —Opinion of AXIS’ Financial Advisor”;

Table of Contents

- the fact that, because AXIS’ shareholders will own common shares of the amalgamated company, AXIS shareholders will have a meaningful opportunity to participate in any appreciation in the amalgamated company’s share price;

Certain Provisions of the Amalgamation Agreement

- the fact that the amalgamation agreement requires PartnerRe to use reasonable best efforts to obtain approvals from governmental entities that are required to complete the transaction;
- the fact that the amalgamation agreement allows AXIS’ board of directors to modify or withdraw its recommendation of the amalgamation, provided that following such a modification or withdrawal PartnerRe may terminate the amalgamation agreement and receive a termination fee, as described in the section of this joint proxy/prospectus titled “The Amalgamation Agreement—Termination of the Amalgamation Agreement”;
- the fact that in certain circumstances, if the transaction is not consummated, AXIS will be entitled to receive a termination fee of up to \$250 million and be reimbursed for certain expenses incurred by AXIS in connection with the amalgamation (up to \$35 million), as described in the section of this joint proxy/prospectus titled “The Amalgamation Agreement—Termination of the Amalgamation Agreement”;
- the fact that the non-solicitation provisions in the amalgamation agreement:
 - restrict, subject to certain exceptions, PartnerRe’s ability to respond to third party acquisition proposals;
 - restrict PartnerRe from terminating the amalgamation agreement to accept a superior proposal;
- require PartnerRe to submit the transactions contemplated by the amalgamation agreement to a vote of its shareholders, all as described in the section of this joint proxy/prospectus titled “The Amalgamation Agreement—Restrictions on Solicitation of Takeover Proposals by AXIS and PartnerRe”;

Likelihood of Consummating the Amalgamation

- the fact that no external financing is required for the transaction;
- AXIS’ board of directors’ belief that the conditions to closing as described in the section of this joint proxy/prospectus titled “The Amalgamation Agreement—Conditions to the Amalgamation” are capable of being satisfied;
- AXIS’ board of directors’ belief, based on advice from outside legal counsel, that the amalgamation is likely to receive necessary regulatory approvals in a relatively timely manner without resulting in a regulatory material adverse effect;

Certain Shareholder Safeguards

- the fact that AXIS’ board of directors consulted with its legal counsel, Simpson Thacher and Conyers and its financial advisor, Goldman Sachs, in evaluating, negotiating, recommending and adopting the terms of the amalgamation agreement;
-

the fact that the transaction will only occur if it is approved by the AXIS shareholders at the AXIS special general meeting and the fact that if the amalgamation is approved those AXIS shareholders who do not vote in favor of the amalgamation proposal will have the right to demand appraisal of their AXIS shares pursuant to Bermuda law;

Additional Considerations

- the historical and current prices of the AXIS common shares and the PartnerRe common shares;

Table of Contents

- the fact that the amalgamation would allow AXIS to meaningfully further its strategic objectives to increase capital and expand operations;
- the fact that the amalgamation agreement permits AXIS to continue to declare and pay regular quarterly cash dividends similar to its current levels as well as a pro rata dividend in the quarter in which the transaction is completed;
- the fact that the amalgamation will provide the amalgamated company with greater capital and resources in a market environment where there appears to be increasing consolidation in the insurance and reinsurance industries;
- the fact that PartnerRe has a high quality balance sheet including a high-quality and highly liquid investment portfolio and strong reserves;
- the fact that PartnerRe's book of business is entirely reinsurance—a business that AXIS understands well—and does not contain direct insurance or other business lines;
- the satisfactory results of AXIS' management's due diligence review of PartnerRe's business, results of operations, financial condition, earnings and return to shareholders;
- the recommendation of AXIS' senior management in favor of the amalgamation;
- the expectation that the amalgamation would be treated as a tax-free reorganization for U.S. federal income tax purposes, except with respect to cash received in lieu of fractional shares;
- the fact that there will be ongoing representation of certain independent directors of AXIS on the amalgamated company's board of directors, and the fact that AXIS' senior management, including its Chief Executive Officer, will play a meaningful role in the management of the amalgamated company coupled with the experience and expertise of PartnerRe's employees.

Risk Considerations

AXIS' board of directors considered the potential risks in making its determination and recommendation, including the following:

- AXIS' board of directors' consideration, based on AXIS' due diligence in connection with the amalgamation, of the potential risks related to the impact of the amalgamation on the amalgamated company, including the effect of the amalgamation on change in control provisions under AXIS and PartnerRe's reinsurance and insurance agreements, the risks associated with pending litigation and claims, the impact of goodwill expenses, the challenges of harmonizing employee compensation and benefit plans and other commitments and contingencies and the fact that the amalgamation will cause acceleration of vesting with respect to certain of PartnerRe's equity incentive plans as well as potentially give rise to certain change of control payments under certain of PartnerRe's employee benefit arrangements as described in "—Interests of PartnerRe Directors and Executive Officers in the Amalgamation";
- the effect of the public announcement of the amalgamation on AXIS' share price if AXIS shareholders do not view the amalgamation positively;
- the fact that PartnerRe's current loss reserve provisions may not be as expected;

- the existing and expected industry trends in the reinsurance industry, including the effects of ongoing consolidation in the reinsurance industry and increasingly competitive pricing among reinsurers;
- the potential disruption to AXIS' business that could result from the announcement of the amalgamation, including relationships with customers, vendors and business partners, the diversion of management and employee attention and employee attrition;

Table of Contents

- the possibility that the amalgamation might not be completed and the risks and costs to AXIS if the amalgamation is not completed, including the potential effect of the resulting public announcement of termination of the amalgamation agreement on, among other things, the market price for AXIS common shares, its operating results, its ability to attract and retain key personnel and agents and its ability to complete an alternative transaction. The amalgamation might not be completed, or might be unduly delayed, due to:
 - difficulties in obtaining the requisite shareholder approvals;
- difficulties in obtaining requisite regulatory approvals or regulatory authorities' withholding consent or seeking to block the amalgamation;
- the possibility that one or more of either AXIS' or PartnerRe's Bermuda insurance subsidiaries will not have a Financial Strength Rating of at least "A-" from A.M. Best;
 - the occurrence of a material adverse effect on either company's business;
- the fact that, subject to compliance with certain obligations under the amalgamation agreement, PartnerRe's board of directors may modify or withdraw its recommendation of the amalgamation, provided that following such a change AXIS may terminate the amalgamation agreement and receive a termination fee, as described in "The Amalgamation Agreement—Termination of the Amalgamation Agreement";
 - the fact that the non-solicitation provisions in the amalgamation agreement:
 - restrict AXIS from soliciting, considering or responding to third party acquisition proposals;
 - restrict, subject to certain exceptions, AXIS' ability to respond to third party acquisition proposals;
 - restrict AXIS from terminating the amalgamation agreement to accept a superior proposal;
- the fact that AXIS does not have the right under the terms of the amalgamation agreement to change its recommendation in circumstances not involving a superior proposal;
- require AXIS to submit the transactions contemplated by the amalgamation agreement to a vote of its shareholders, all as described in "The Amalgamation Agreement—Restrictions on Solicitation of Takeover Proposals by AXIS and PartnerRe";
- the fact that AXIS may be required to pay PartnerRe the termination fee of \$250 million if AXIS' board of directors modifies or withdraws its recommendation or, in certain instances, if AXIS enters into or consummates a transaction with a third party, as described in "The Amalgamation Agreement—Termination of the Amalgamation Agreement" impacting AXIS' ability to complete an alternative transaction;
- the fact that AXIS may be required to pay PartnerRe the no approval fee of up to \$55 million if AXIS' shareholders fail to approve the amalgamation (and up to an aggregate of \$250 million if AXIS enters into or consummates another transaction within twelve months of a termination related thereto), as described in "The Amalgamation Agreement—Termination of the Amalgamation Agreement—Effects of Termination; Remedies";
- the fact that in the event that it is required to pay the termination fee or the no approval fee AXIS will also be required to reimburse PartnerRe for its out-of-pocket fees, costs, obligations owed to third parties and expenses

incurred in connection with the amalgamation, up to a maximum of \$35 million as described in “The Amalgamation Agreement Termination of the Amalgamation Agreement”;

- the possibility that the AXIS shareholders or the PartnerRe shareholders may not react favorably to the amalgamation, and the execution risk and additional costs that would be required to complete the amalgamation as a result of any legal actions or appraisal actions brought by the AXIS shareholders or the PartnerRe shareholders;

Table of Contents

- the fact that certain directors and officers of AXIS have interests in the amalgamation that are different from, or in addition to, those of AXIS' shareholders generally, as described in "—Interests of AXIS Directors and Executive Officers in the Amalgamation";
- the fact that the restrictions on the conduct of AXIS' business prior to the closing, requiring AXIS to conduct its business in the ordinary course, subject to additional specific limitations, which may delay or prevent AXIS from undertaking business opportunities that may arise pending consummation of the amalgamation;
- the challenges of combining AXIS' business with PartnerRe's, including risk management, accounting and other challenges, and the risk of diverting management focus and resources for an extended period of time to accomplish this combination;
- the risk that despite the efforts of the amalgamated company, key personnel might not remain employed by the amalgamated company;
- the possibility that, if the amalgamation takes longer to complete than anticipated, the amalgamated company may not be able to fully integrate AXIS' and PartnerRe's operations as quickly as expected or at all;
 - the possibility that the benefits of the transaction to AXIS may be significantly less than anticipated;
 - the transaction costs that have been and will be incurred in connection with the amalgamation;
- until the closing, PartnerRe will operate in accordance with its own distinct business practices. As a result, PartnerRe may assume risks or make decisions that, while consistent with its own past practice, may not be the same as AXIS' approach to its business. While the specifically negotiated contractual provisions requiring that PartnerRe operate its business during the interim period in the ordinary course of business consistent with past practices mitigates AXIS' exposure to some degree, these risks are not eliminated and will only become more acute the more prolonged the delay in closing; and
 - the risks described in this joint proxy statement/prospectus under "Risk Factors."

Certain PartnerRe Prospective Financial Information

PartnerRe management does not as a matter of course make public projections as to future performance or earnings and is especially wary of making projections for extended periods due to the significant unpredictability inherent in its businesses. However, PartnerRe provided, among other information, certain financial projections prepared by PartnerRe management to AXIS in connection with its evaluation of the amalgamation and to Credit Suisse, the financial advisor to the PartnerRe board of directors. In addition, PartnerRe management worked with AXIS' management to prepare an estimate of possible expense synergy savings that could arise as a result of the amalgamation. The financial projections and the estimated synergies were not developed for the purposes of providing earnings guidance.

The financial projections represent only one scenario in a wide range of potential outcomes. While presented with numeric specificity, the projections and the estimated synergies reflect numerous estimates and assumptions with respect to industry performance, general business, economic, regulatory, market and financial conditions and other future events, as well as matters specific to PartnerRe's business, all of which are inherently uncertain and difficult to predict and many of which are beyond PartnerRe's control. These financial projections and estimated synergies are subjective in many respects and thus are susceptible to multiple interpretations and periodic revisions based on actual

experience and business developments. These projections and estimated synergies may also be affected by PartnerRe's ability to achieve strategic goals, objectives and targets over the applicable periods. As such, these financial projections and estimated synergies constitute forward-looking information and are subject to risks and uncertainties, including the various risks set forth in the sections of this joint proxy statement/prospectus titled "Forward-Looking Statements," "Risk Factors" and "Where You Can Find More Information—PartnerRe Filings" and in PartnerRe's Form 10-K for the fiscal year ended December 31, 2014 and the other reports filed by PartnerRe with the SEC. PartnerRe and AXIS shareholders should read such sections of this joint proxy statement/prospectus and such reports filed with the SEC for additional information regarding the risks inherent in forward-looking information such as the financial projections and estimated synergies. The financial projections cover multiple years and such information by its nature becomes less reliable with each successive year.

Table of Contents

The financial projections were not prepared with a view toward public disclosure, the published guidelines of the SEC regarding projections or the guidelines established by the American Institute of Certified Public Accountants for preparation and presentation of prospective financial information, but, in view of PartnerRe's management, was prepared on a reasonable basis. However, this information is not fact and should not be relied upon as being necessarily indicative of future results, and readers of this joint proxy statement/prospectus are cautioned not to place undue reliance on the prospective financial information. Neither PartnerRe's independent registered public accounting firm, nor any other independent accountants, have compiled, examined or performed any procedures with respect to the financial projections or estimated synergies included below, nor have they expressed any opinion or any other form of assurance on such information or its achievability, and they assume no responsibility for, and disclaim any association with, the financial projections or estimated synergies. Furthermore, the financial projections and estimated synergies do not take into account any circumstances or events occurring after the date they were prepared.

Deloitte Ltd. reports incorporated by reference into this joint proxy statement/prospectus relate to historical financial information. They do not extend to the prospective financial information and should not be read to do so. Certain of the financial projections and estimated synergies set forth herein may be considered non-GAAP financial measures. Non-GAAP financial measures should not be considered in isolation from, or as a substitute for, financial information presented in compliance with GAAP, and non-GAAP financial measures as used in the projections or estimated synergies may not be comparable to similarly titled amounts used by other companies or persons.

The information about the projections set forth below does not give effect to the amalgamation and also does not take into account the effect of any failure of the amalgamation to be consummated.

You are strongly cautioned not to place undue reliance on the financial projections or estimated synergies set forth below. The inclusion of the projections and estimated synergies in this joint proxy statement/prospectus should not be regarded as an indication that any of PartnerRe, AXIS or their affiliates, advisors or representatives considered or consider the projections or estimated synergies to be predictive of actual future events, and the projections and estimated synergies should not be relied upon as such. None of PartnerRe, AXIS or their respective affiliates, advisors, officers, directors or representatives can give any assurance that actual results will not materially differ from the projections and estimated synergies, and none of them undertakes any obligation to update or otherwise revise or reconcile the projections or estimated synergies to reflect circumstances existing after the date such projections or estimated synergies were generated or to reflect the occurrence of future events even in the event that any or all of the assumptions underlying the projections or estimated synergies are shown to be in error. None of PartnerRe, AXIS or their respective affiliates, advisors or representatives makes any representation to any other person regarding the projections or estimated synergies. The projections and estimated synergies are not being included in this joint proxy statement/prospectus to influence a shareholder's decision regarding how to vote on any given proposal, but because the projections and estimated synergies were provided to AXIS and Credit Suisse.

In addition to the foregoing qualifications, the following financial projections developed by PartnerRe reflect:

- non-life loss reserve development assumptions in consideration of actual reported experience in recent years; and
- capital management assumptions, including the payment of dividends to common shareholders and common share repurchases, consistent with management's assumptions regarding capital levels desired to support the projected business.

These projections are for illustration purposes and should not be considered an indication of what PartnerRe may do in the future. These projections are as of January 25, 2015, the date of the amalgamation agreement.

Table of Contents

	Fiscal year ending December 31, (\$ in millions)					
	2015E		2016E		2017E	
Net premiums written	\$5,623		\$5,623		\$5,623	
Combined ratio, including life	93.3	%	94.9	%	95.4	%
Operating earnings attributed to PartnerRe common shareholders	\$572		\$508		\$479	
Common shareholders' equity attributable to PartnerRe	\$5,865		\$5,913		\$5,962	

PartnerRe management worked with AXIS management to estimate possible expense synergy savings resulting from the amalgamation. Total pre-tax expense synergies are estimated to be \$200 million, at a minimum, and are expected to be substantially realizable within 18 months from the transaction closing date. The methods used to determine the estimated synergies were not sufficient to more precisely estimate periods in which expense synergy savings might be realized. The expense synergy estimate primarily results from estimated expense redundancies in personnel, facilities and information systems, with the most significant amounts derived from expected expense redundancies in reinsurance and holding company operations.

Certain AXIS Prospective Financial Information

AXIS management does not as a matter of course make public projections as to future performance or earnings due to the significant unpredictability inherent in its businesses. However, AXIS provided, among other information, certain financial projections prepared by AXIS management to PartnerRe in connection with its evaluation of the amalgamation and to Goldman Sachs, the financial advisor to the AXIS board of directors. In addition, AXIS management worked with PartnerRe's management to prepare an estimate of possible expense synergy savings that could arise as a result of the amalgamation. The financial projections and the estimated synergies were not developed for the purposes of providing earnings guidance.

The financial projections reflect numerous judgments, estimates and assumptions with respect to industry performance, general business, economic, regulatory, market and financial conditions and other future events, as well as matters specific to AXIS' business, all of which are difficult to predict and many of which are beyond the control of AXIS. The financial projections are subjective in many respects and are susceptible to multiple interpretations and periodic revisions based on actual experience and business developments. As such, the financial projections constitute forward-looking information and are subject to risks and uncertainties that could cause actual results to differ materially from the results forecasted in such projections, including the various risks set forth in AXIS' periodic reports and in the section of this joint proxy statement/prospectus titled "Risk Factors." See also the section of this joint proxy statement/prospectus titled "Forward-Looking Statements." There can be no assurance that the projected results will be realized or that actual results will not be significantly higher or lower than projected. The projections cannot be considered a reliable predictor of future results and should not be relied upon as such. The financial projections cover multiple years and such information by its nature becomes less reliable with each successive year.

The financial projections do not take into account any circumstances or events occurring after the date they were prepared, including the announcement of the proposed amalgamation. The financial projections do not take into account the effect of any failure to occur of the proposed amalgamation and should not be viewed as accurate or continuing in that context.

The financial projections were prepared solely for use in connection with evaluating the potential amalgamation and not with a view toward public disclosure, the published guidelines of the SEC regarding projections or the guidelines established by the American Institute of Certified Public Accountants for preparation and presentation of prospective financial information, but, in view of AXIS' management, was prepared on a reasonable basis. However, this information is not fact and should not be relied upon as being necessarily indicative of future results, and readers to

this joint proxy statement/prospectus are cautioned not to place undue reliance on the prospective financial information. Neither AXIS' independent registered public accounting firm, nor any other independent accountants, have compiled, examined or performed any procedures with respect to the financial projections included below, nor have they expressed any opinion or any other form of assurance on such information or its achievability, and they assume no responsibility for, and disclaim any association with, the financial projections.

Table of Contents

The inclusion of the financial projections herein is not deemed an admission or representation by AXIS that they are viewed by AXIS as material information of AXIS or the amalgamated company. These projections are not included in this joint proxy statement/prospectus in order to induce any holder of AXIS shares to vote to approve and adopt the amalgamation agreement, or the statutory amalgamation agreement and the amalgamation. AXIS does not intend to update or otherwise revise these projections to reflect circumstances existing since their preparation, to reflect the occurrence of unanticipated events even in the event that any or all of the underlying assumptions are shown to be in error, or to reflect changes in general economic or industry conditions.

Certain Projected Financial Information for AXIS. In addition to the foregoing qualifications, the following financial projections developed by AXIS reflect capital management assumptions (including possible dividends and share repurchases) throughout the projection period, which include certain judgments by management in how they operate the business. These projections are for illustration purposes and should not be considered an indication of what AXIS may do in the future. These projections were prepared as of January 25, 2015, the date of the amalgamation agreement.

	Fiscal year ending December 31,					
	2015E		2016E		2017E	
	(\$ in millions)					
Net premiums written	\$3,994		\$4,074		\$4,156	
Combined ratio	94.3	%	94.6	%	94.1	%
Net income available to common shareholders	\$425		\$451		\$513	
Common shareholders' equity	\$5,200		\$5,207		\$5,215	

AXIS' management worked with PartnerRe's management to estimate the synergies that would result from the amalgamation. The total, pre-tax expense synergies are estimated to be at least \$200 million, and are expected to be substantially realizable within 18 months from the closing date of the amalgamation. This estimate of expense synergies primarily results from estimated expense redundancies in personnel, facilities and information systems, particularly in reinsurance and holding company operations. In addition, approximately \$25 million, or 50% of the expense savings that AXIS originally expected to obtain from AXIS' own expense optimization efforts, is expected to still be realizable in addition to the \$200 million of merger-related synergies.

Opinion of PartnerRe's Financial Advisor

PartnerRe retained Credit Suisse to act as its financial advisor in connection with the amalgamation. In connection with Credit Suisse's engagement, the PartnerRe board of directors requested that Credit Suisse evaluate the fairness, from a financial point of view, to the holders of PartnerRe common shares of the PartnerRe exchange ratio provided for in the amalgamation. On January 25, 2015, at a meeting of the PartnerRe board of directors held to evaluate the proposed amalgamation, Credit Suisse rendered to the PartnerRe board of directors an oral opinion, confirmed by delivery of a written opinion dated January 25, 2015, to the effect that, as of that date and based on and subject to various assumptions made, procedures followed, matters considered and limitations on the review undertaken, the PartnerRe exchange ratio provided for in the amalgamation was fair, from a financial point of view, to holders of PartnerRe common shares.

The full text of Credit Suisse's written opinion, dated January 25, 2015, to the PartnerRe board of directors, which sets forth, among other things, the assumptions made, procedures followed, matters considered and limitations on the review undertaken by Credit Suisse in connection with such opinion, is attached to this joint proxy statement/prospectus as Annex B and is incorporated into this joint proxy statement/prospectus by reference in its entirety. The description of Credit Suisse's opinion set forth in this joint proxy statement/prospectus is qualified in its

entirety by reference to the full text of Credit Suisse's opinion. Credit Suisse's opinion was provided to the PartnerRe board of directors (in its capacity as such) for its information in connection with its evaluation of the PartnerRe exchange ratio from a financial point of view to holders of PartnerRe common shares and did not address any other aspect of the amalgamation, including the relative merits of the amalgamation as compared to alternative transactions or strategies that might be available to PartnerRe or the underlying business decision of PartnerRe to proceed with the amalgamation. Credit Suisse's opinion does not constitute advice or a recommendation to any shareholder as to how such shareholder should vote or act on any matter relating to the amalgamation or otherwise.

Table of Contents

In arriving at its opinion, Credit Suisse reviewed a draft dated January 25, 2015 of the amalgamation agreement, certain related agreements and certain business and financial information relating to PartnerRe and AXIS. Credit Suisse also reviewed certain other information relating to PartnerRe and AXIS, including certain financial forecasts relating to PartnerRe and AXIS through 2017, prepared by and provided to or discussed with Credit Suisse by PartnerRe and AXIS and met with the management of PartnerRe and AXIS to discuss the business and prospects of PartnerRe and AXIS. See the section titled “—Certain PartnerRe Prospective Financial Information” above. Credit Suisse also considered certain financial and stock market data of PartnerRe and AXIS, and compared that data with similar data for other publicly held companies in businesses it deemed similar to those of PartnerRe and AXIS and Credit Suisse considered, to the extent publicly available, the financial terms of certain other business combinations and other transactions that have been effected or announced. Credit Suisse also considered such other information, financial studies, analyses and investigations and financial, economic and market criteria which it deemed relevant.

In connection with its review, Credit Suisse did not independently verify any of the foregoing information, and Credit Suisse assumed and relied upon such information being complete and accurate in all respects. With respect to the financial forecasts for PartnerRe and AXIS that Credit Suisse used and relied upon for purposes of its analyses and opinion, management of PartnerRe advised Credit Suisse, and Credit Suisse assumed, that such financial forecasts were reasonably prepared on bases reflecting the best currently available estimates and judgments of the management of PartnerRe and AXIS as to the future financial performance of PartnerRe and AXIS. Credit Suisse assumed, with PartnerRe’s consent, that the amalgamation would be treated as a tax-free reorganization for federal income tax purposes. Credit Suisse also assumed, with PartnerRe’s consent, that, in the course of obtaining any regulatory or third-party consents, approvals or agreements in connection with the amalgamation, no delay, limitation, restriction or condition would be imposed that would have an adverse effect on PartnerRe, AXIS or any respective subsidiary or the contemplated benefits of the amalgamation and that the amalgamation would be consummated in accordance with the terms of the amalgamation agreement without waiver, modification or amendment of any material term, condition or agreement thereof. In addition, Credit Suisse was not requested to make, and did not make, an independent evaluation or appraisal (including any actuarial appraisal) of the assets or liabilities (contingent or otherwise) of PartnerRe or AXIS, nor was Credit Suisse furnished with any such evaluations or appraisals. Credit Suisse are not legal, tax, regulatory or actuarial advisors. Credit Suisse are financial advisors only and relied upon, without independent verification, the assessment of PartnerRe and its legal, tax, regulatory and actuarial advisors with respect to legal, tax, regulatory and actuarial matters.

Credit Suisse’s opinion addressed only the fairness, from a financial point of view, to the holders of PartnerRe common shares of the PartnerRe exchange ratio and did not address any other aspect or implication of the amalgamation or any other agreement, arrangement or understanding entered into in connection with the amalgamation or otherwise, including, without limitation, the fairness of the amount or nature of, or any other aspect relating to, any compensation to any officers, directors or employees of any party to the amalgamation, or class of such persons, relative to the PartnerRe exchange ratio or otherwise. The issuance of Credit Suisse’s opinion was approved by Credit Suisse’s authorized internal committee. Credit Suisse has not undertaken, and is under no obligation, to update, revise, reaffirm or withdraw its opinion, or otherwise.

Credit Suisse’s opinion was necessarily based upon information made available to it as of the date of its opinion and financial, economic, market and other conditions as they existed and could be evaluated on that date. Credit Suisse did not express any opinion as to what the value of Newco common shares actually would be when issued to the holders of PartnerRe common shares pursuant to the amalgamation or the prices at which Newco common shares would trade at any time. Credit Suisse did not address the relative merits of the amalgamation as compared to alternative transactions or strategies that might be available to PartnerRe, nor did it address the underlying business decision of PartnerRe to proceed with the amalgamation.

In preparing its opinion to the PartnerRe board of directors, Credit Suisse performed a variety of financial and comparative analyses, including those described below. The summary of Credit Suisse's analyses described below is not a complete description of the analyses underlying Credit Suisse's opinion. The preparation of a fairness opinion is a complex process involving various determinations as to the most appropriate and relevant methods of financial analysis and the application of those methods to the particular circumstances and, therefore, a fairness opinion is not readily susceptible to partial analysis or summary description. Credit Suisse arrived at its ultimate

Table of Contents

opinion based on the results of all analyses undertaken by it and assessed as a whole and did not draw, in isolation, conclusions from or with regard to any one factor or method of analysis. Accordingly, Credit Suisse believes that its analyses must be considered as a whole and that selecting portions of its analyses and factors or focusing on information presented in tabular format, without considering all analyses and factors or the narrative description of the analyses, could create a misleading or incomplete view of the processes underlying its analyses and opinion.

In its analyses, Credit Suisse considered industry performance, general business, economic, market and financial conditions and other matters, many of which are beyond PartnerRe's and AXIS' control. No company, business or transaction used for comparative purposes in Credit Suisse's analyses is identical to PartnerRe, AXIS or the amalgamation, and an evaluation of the results of those analyses is not entirely mathematical. Rather, the analyses involve complex considerations and judgments concerning financial and operating characteristics and other factors that could affect the public trading or other values of the companies, business segments or transactions analyzed. The estimates contained in Credit Suisse's analyses and the ranges of valuations resulting from any particular analysis are not necessarily indicative of actual values or predictive of future results or values, which may be significantly more or less favorable than those suggested by the analyses. In addition, analyses relating to the value of businesses or securities do not purport to be appraisals or to reflect the prices at which businesses or securities actually may be sold or acquired. Accordingly, the estimates used in, and the results derived from, Credit Suisse's analyses are inherently subject to substantial uncertainty.

Credit Suisse was not requested to, and it did not, recommend the specific consideration payable in the amalgamation, which exchange ratio was determined through negotiations between PartnerRe and AXIS, and the decision to enter into the amalgamation agreement was solely that of the PartnerRe board of directors. Credit Suisse's opinion and financial analyses were only one of many factors considered by the PartnerRe board of directors in its evaluation of the amalgamation and should not be viewed as determinative of the views of the PartnerRe board of directors or management with respect to the amalgamation and related transactions or the PartnerRe exchange ratio.

The following is a summary of the material financial analyses reviewed with the PartnerRe board of directors on January 25, 2015 in connection with Credit Suisse's opinion. The financial analyses summarized below include information presented in tabular format. In order to fully understand Credit Suisse's financial analyses, the tables must be read together with the text of each summary. The tables alone do not constitute a complete description of the financial analyses. Considering the data in the tables below without considering the full narrative description of the financial analyses, including the methodologies and assumptions underlying the analyses, could create a misleading or incomplete view of Credit Suisse's financial analyses.

Selected Companies Analyses. Credit Suisse performed separate selected companies analyses of PartnerRe and AXIS.

PartnerRe. In performing a selected public companies analysis of PartnerRe, Credit Suisse reviewed financial and stock market information of PartnerRe and the following five selected publicly traded companies, which Credit Suisse in its professional judgment considered generally relevant for comparative purposes as publicly traded property and casualty insurance and reinsurance companies with at least 50% of premiums sourced from reinsurance, which five companies collectively are referred to as the PartnerRe selected companies:

- Alleghany Corporation
- Endurance Specialty Holdings Ltd.
- Everest Re Group, Ltd.

- RenaissanceRe Holdings Ltd.
- Validus Holdings Ltd.

Platinum Underwriters Holdings, Ltd. and Montpelier Re Holdings Ltd. were both considered, but ultimately excluded from the selected sets of comparable companies for both PartnerRe and AXIS due to the likelihood that their market valuations were being influenced by current market events. Platinum announced on November 24, 2014 that it had entered into a definitive merger agreement with RenaissanceRe under which RenaissanceRe will acquire

Table of Contents

Platinum, and Montpelier is publicly rumored to be engaged in a sale process after an internet website published speculation to that effect on December 11, 2014. Montpelier's share price increased approximately 6.11% from December 10 to December 11, 2014.

Credit Suisse reviewed, among other things, per share stock prices as multiples of calendar years 2015 and 2016 estimated earnings per share, referred to as EPS, book value per share and tangible book value per share. The overall low to high calendar year 2015 and calendar year 2016 estimated EPS multiples observed for the selected companies were 8.4x to 16.4x (with a mean of 11.1x and a median of 10.2x) and 8.1x to 15.7x (with a mean of 10.5x and a median of 9.4x), respectively. Credit Suisse noted that calendar year 2015 and calendar year 2016 estimated EPS multiples observed for PartnerRe were 11.9x and 12.0x, respectively, based on research analysts' publicly available estimates. Credit Suisse then applied selected ranges of EPS multiples of 10.0x to 12.0x derived by Credit Suisse from the selected companies to corresponding data of PartnerRe based on management estimates for 2015 and 2016 earnings, and also based on Institutional Brokers' Estimate System, or I/B/E/S, estimates for 2015. The results of this analysis are set forth below.

The overall low to high book value per share and tangible book value per share multiples observed for the selected companies were 1.00x to 1.16x (with a mean of 1.07x and a median of 1.05x) and 1.03x to 1.16x (with a mean of 1.09x and a median of 1.09x), respectively. Credit Suisse noted that book value per share and tangible book value per share multiples observed for PartnerRe were 0.94x and 1.03x, respectively. Credit Suisse then applied selected ranges of book value per share and tangible book value per share multiples of 0.95x to 1.05x and 1.00x to 1.10x, respectively, derived by Credit Suisse from the selected companies to corresponding book value and tangible book value data of PartnerRe as of September 30, 2014. The results of this analysis are set forth below.

Financial data of the selected companies were based on publicly available research analysts' publicly available consensus estimates, public filings and other publicly available information. Financial data of PartnerRe was based on publicly available research analysts' estimates and internal estimates of PartnerRe's management. See the section titled "—Certain PartnerRe Prospective Financial Information" above. The foregoing analyses indicated the following approximate implied per share value reference range for PartnerRe:

Implied Valuation Per Share Based on:				
EPS (2015E I/B/E/S)	EPS (2015E management estimates)	EPS (2016E management estimates)	Price / Book Value	Price / Tangible Book Value
\$97.21-116.65	\$120.41-144.50	\$113.22-135.86	\$115.85-128.05	\$110.75-121.83

AXIS. In performing a selected public companies analysis of AXIS, Credit Suisse reviewed financial and stock market information of AXIS and the following ten selected publicly traded companies which Credit Suisse in its professional judgment considered generally relevant for comparative purposes as publicly traded property and casualty insurance and reinsurance companies with at least 20% of premiums sourced from reinsurance, which ten companies collectively are referred to as the AXIS selected companies:

- Alleghany Corporation
- Allied World Assurance Company Limited
- Arch Capital Group Ltd.
- Aspen Insurance Holdings Limited

- Endurance Specialty Holdings Ltd.
 - Everest Re Group, Ltd.
 - Markel Corporation
- RenaissanceRe Holdings Ltd.
 - Validus Holdings Ltd.

Table of Contents

• XL Group plc

Credit Suisse reviewed, among other things, per share stock prices as multiples of calendar years 2015 and 2016 estimated earnings per share, book value per share and tangible book value per share. The overall low to high calendar year 2015 and calendar year 2016 estimated EPS multiples observed for the selected companies were 8.4x to 31.6x (with a mean of 13.8x and a median of 11.3x) and 8.1x to 29.0x (with a mean of 13.0x and a median of 10.4x), respectively. Credit Suisse noted that calendar year 2015 and calendar year 2016 estimated EPS multiples observed for AXIS were 10.7x and 10.4x, respectively, based on research analysts' publicly available estimates. Credit Suisse then applied selected ranges of EPS multiples of 10.0x to 12.0x derived by Credit Suisse from the selected companies to corresponding data of AXIS based on management estimates and I/B/E/S estimates for 2015, and 9.0x to 11.0x derived from the selected companies to corresponding data of AXIS based on management estimates for 2016. The results of this analysis are set forth below.

The overall low to high book value per share and tangible book value per share multiples observed for the selected companies were 0.96x to 1.42x (with a mean of 1.10x and a median of 1.04x) and 0.97x to 1.81x (with a mean of 1.18x and a median of 1.10x), respectively. Credit Suisse noted that book value per share and tangible book value per share multiples observed for AXIS were 0.99x and 1.01x, respectively. Credit Suisse then applied selected ranges of book value per share and tangible book value per share multiples of 0.95x to 1.10x and 1.00x to 1.15x, respectively, derived by Credit Suisse from the selected companies to corresponding book value and tangible book value data of AXIS as of September 30, 2014. The results of this analysis are set forth below.

Financial data of the selected companies were based on publicly available research analysts' consensus estimates, public filings and other publicly available information. Financial data of AXIS was based on publicly available research analysts' estimates and internal estimates of AXIS' management. The foregoing analyses indicated the following approximate implied per share value reference range for AXIS:

Implied Valuation Per Share Based on:

EPS (2015E I/B/E/S)	EPS (2015E management estimates)	EPS (2016E management estimates)	Price / Book Value	Price / Tangible Book Value
\$46.01-55.21	\$42.67-51.20	\$43.29-52.91	\$47.39-54.87	\$49.02-56.37

Based on implied per share equity value reference ranges for PartnerRe and AXIS calculated as described above, Credit Suisse calculated the following implied PartnerRe exchange ratio reference range, as compared to the PartnerRe exchange ratio provided for in the amalgamation:

Implied PartnerRe Exchange Ratio References Range Based on:

EPS (2015E I/B/E/S)	EPS (2015E management estimates)	EPS (2016E management estimates)	Price / Book Value	Price / Tangible Book Value	PartnerRe Exchange Ratio
1.7607x-2.5354x	2.3516x-3.3863x	2.1398x-3.1383x	2.1115x-2.7022x	1.9646x-2.4852x	2.18x

Dividend Discount Analyses. Credit Suisse performed separate dividend discount analyses of PartnerRe and AXIS.

PartnerRe. In performing a dividend discount analysis of PartnerRe, Credit Suisse calculated the estimated present value of distributable cash flow that PartnerRe was forecasted to generate during calendar years ending December 31, 2015 through December 31, 2017 based upon publicly available financial forecasts relating to PartnerRe and certain

other forecasts with respect to earnings per share long-term growth rate and certain other forecasts with respect to tangible assets. Credit Suisse then calculated terminal value ranges for PartnerRe by applying a range of terminal value multiples of 1.00x to 1.10x to PartnerRe's calendar year ending December 31, 2017 estimated tangible book value, which range of multiples was selected based on the PartnerRe selected companies. The distributable cash flows and terminal values were then discounted to present values using discount rates ranging from 6.0% to 7.0%, which range of discount rates was selected based on a cost of equity analysis using the PartnerRe selected companies. The resulting analysis indicated an approximate implied per share value reference range for PartnerRe of \$120.95 to \$133.22.

Table of Contents

AXIS. In performing a dividend discount analysis of AXIS, Credit Suisse calculated the estimated present value of distributable cash flow that AXIS was forecasted to generate during calendar years ending December 31, 2015 through December 31, 2017 based upon publicly available financial forecasts relating to AXIS and certain other forecasts with respect to earnings per share long-term growth rate and certain other forecasts with respect to tangible assets. Credit Suisse then calculated terminal value ranges for AXIS by applying a range of terminal value multiples of 1.00x to 1.15x to AXIS' calendar year ending December 31, 2017 estimated tangible book value, which range of multiples was selected based on the AXIS selected companies. The distributable cash flows and terminal values were then discounted to present values using discount rates ranging from 6.0% to 7.0%, which range of discount rates was selected based on a cost of equity analysis using the AXIS selected companies. The resulting analysis indicated an approximate implied per share value reference range for AXIS of \$53.26 to \$60.90.

Based on implied per share equity value reference ranges for PartnerRe and AXIS calculated as described above, Credit Suisse calculated the following implied exchange ratio reference range, as compared to the PartnerRe exchange ratio provided for in the amalgamation:

Implied Exchange Ratio References Range:	PartnerRe Exchange Ratio:
1.9860x - 2.5013x	2.18x

Other Factors.

Credit Suisse also noted for the board of directors of PartnerRe certain additional factors that were not considered in its financial analysis with respect to its opinion but that were referenced for informational purposes.

Specifically, Credit Suisse reviewed the closing trading price of each of PartnerRe and AXIS on January 23, 2015 of \$114.14 and \$49.33, respectively, and observed an implied PartnerRe exchange ratio of 2.3138x.

Credit Suisse also reviewed with the board of directors of PartnerRe the 52-week trading low and trading high ranges of each of PartnerRe and AXIS of \$94.50 to \$118.47 and \$41.82 to \$52.21, respectively, and observed a range of implied PartnerRe exchange ratios of 1.8100x to 2.8329x. Finally, Credit Suisse also reviewed with the board of directors of PartnerRe research analyst price target ranges for the share prices of PartnerRe and AXIS of \$108.00 to \$133.00 and \$41.82 to \$56.00, respectively, which implied a range of PartnerRe exchange ratios of 1.9286x to 3.1803x.

Miscellaneous.

PartnerRe selected Credit Suisse to act as its financial advisor in connection with the amalgamation based on Credit Suisse's qualifications, experience, reputation and familiarity with PartnerRe and its business. Credit Suisse is an internationally recognized investment banking firm and is regularly engaged in the valuation of businesses and securities in connection with mergers and acquisitions, leveraged buyouts, negotiated underwritings, competitive biddings, secondary distributions of listed and unlisted securities, private placements and valuations for corporate and other purposes.

Pursuant to a general engagement letter originally entered into in December 2011, which was subsequently supplemented in May 2014 in connection with services provided by Credit Suisse in connection with PartnerRe's consideration of a potential transaction in 2014, and then further amended in connection with services provided in relation to the amalgamation, PartnerRe has agreed to pay Credit Suisse for its financial advisor services to PartnerRe in connection with these engagements an aggregate fee of \$28.0 million for its services, \$750,000 of which has

already been paid, a further portion of which was payable upon delivery of Credit Suisse's opinion and approximately \$25.5 million of which is contingent upon consummation of the amalgamation. PartnerRe also may, in its sole discretion, pay to Credit Suisse an additional fee of up to \$2.0 million. In addition, PartnerRe has agreed to indemnify Credit Suisse and certain related parties for certain liabilities and other items arising out of or related to Credit Suisse's engagement.

Credit Suisse and its affiliates have in the past provided investment banking and other financial services to PartnerRe and its affiliates for which Credit Suisse and its affiliates have received and would expect to receive compensation. Such services include acting as joint book running manager in connection with PartnerRe's issuance of 5.875% Series F Non-Cumulative Redeemable Preferred Shares in February 2013 and providing ongoing strategic advice to PartnerRe. Credit Suisse and its affiliates also have in the past provided investment banking and

Table of Contents

other financial services to AXIS and its affiliates, including having acted as co-manager in March 2014 in connection with AXIS' subsidiary's, AXIS Specialty Finance PLC, \$250 million offering of 2.65% senior notes due April 1, 2019 and \$250 million offering of 5.15% senior notes due April 1, 2045. In addition, an affiliate of Credit Suisse has provided a \$50 million standby letter of credit, due December 31, 2016, to AXIS. Credit Suisse has earned approximately \$1 million in revenue for services provided to PartnerRe, other than for fees under this engagement, and has earned less than \$1 million in revenue for services provided to AXIS since January 2013. Credit Suisse and its affiliates may have provided other financial advice and services, and may in the future provide financial advice and services, to PartnerRe, AXIS and their respective affiliates for which Credit Suisse and its affiliates have received, and would expect to receive, compensation. Credit Suisse is a full-service securities firm engaged in securities trading and brokerage activities as well as providing investment banking and other financial services. In the ordinary course of business, Credit Suisse and its affiliates may acquire, hold or sell, for Credit Suisse's and its affiliates own accounts and the accounts of customers, equity, debt and other securities and financial instruments (including bank loans and other obligations) of PartnerRe, AXIS and any other company that may be involved in the amalgamation, as well as provide investment banking and other financial services to such companies.

Opinion of AXIS' Financial Advisor

Goldman Sachs rendered its opinion to the AXIS board of directors that, as of January 25, 2015 and based upon and subject to the factors and assumptions set forth therein, the AXIS exchange ratio pursuant to the amalgamation agreement was fair from a financial point of view to the holders (other than PartnerRe and its affiliates) of AXIS common shares.

The full text of the written opinion of Goldman Sachs, dated January 25, 2015, which sets forth assumptions made, procedures followed, matters considered and limitations on the review undertaken in connection with the opinion, is attached as Annex C. Goldman Sachs provided its opinion for the information and assistance of the AXIS board of directors in connection with its consideration of the amalgamation. The Goldman Sachs opinion does not constitute a recommendation as to how any holder of AXIS common shares should vote with respect to such amalgamation or any other matter.

In connection with rendering the opinion described above and performing its related financial analyses, Goldman Sachs reviewed, among other things:

- the amalgamation agreement;
- annual reports to shareholders and Annual Reports on Form 10-K of AXIS and PartnerRe for the five years ended December 31, 2013;
- certain interim reports to shareholders and Quarterly Reports on Form 10-Q of AXIS and PartnerRe;
- certain other communications from AXIS and PartnerRe to their respective shareholders;
- certain draft communications from AXIS and PartnerRe before such communications were sent to their respective shareholders;
- certain publicly available research analyst reports for AXIS and PartnerRe;
- certain internal financial analyses and forecasts for PartnerRe prepared by its management;

- certain internal financial analyses and forecasts for AXIS prepared by its management and certain financial analyses and forecasts for PartnerRe prepared by the management of AXIS, in each case, as approved for Goldman Sachs' use by AXIS (the "Forecasts"); and
- certain operating synergies and dis-synergies projected by the managements of AXIS and PartnerRe to result from the amalgamation, as approved for Goldman Sachs' use by AXIS (the "Net Synergies").

Goldman Sachs also held discussions with members of the senior managements of AXIS and PartnerRe regarding their assessment of the strategic rationale for, and the potential benefits of, the amalgamation and the past and current business operations, financial condition and future prospects of PartnerRe and with members of the senior

Table of Contents

management of AXIS regarding their assessment of the past and current business operations, financial condition and future prospects of AXIS; reviewed the reported price and trading activity for AXIS common shares and the PartnerRe common shares; compared certain financial and stock market information for AXIS and PartnerRe with similar information for certain other companies the securities of which are publicly traded; reviewed the financial terms of certain recent business combinations in the insurance industry and reinsurance industry and in other industries; and performed such other studies and analyses, and considered such other factors, as it deemed appropriate.

For purposes of rendering the opinion described above, Goldman Sachs, with the consent of AXIS, relied upon and assumed the accuracy and completeness of all of the financial, legal, regulatory, tax, accounting and other information provided to, discussed with or reviewed by Goldman Sachs, without assuming any responsibility for independent verification thereof. In that regard, Goldman Sachs assumed that the Forecasts and the Net Synergies were reasonably prepared on a basis reflecting the best available estimates and judgments of the management of AXIS. Goldman Sachs did not make an independent evaluation or appraisal of the assets and liabilities (including any contingent, derivative or other off-balance-sheet assets and liabilities) of AXIS, PartnerRe, the amalgamated company or any of their respective subsidiaries and Goldman Sachs was not furnished with any such evaluation or appraisal. Goldman Sachs is not an actuary and its services did not include any actuarial determination or evaluation by it or any attempt to evaluate actuarial assumptions and it has relied on AXIS' actuaries with respect to reserve adequacy. In that regard, Goldman Sachs did not make any analysis of, and did not express any opinion as to, the adequacy of the reserve for losses and loss expenses of AXIS and the unpaid losses and loss expenses and the policy benefits for life and annuity contracts of PartnerRe. Goldman Sachs assumed that all governmental, regulatory or other consents and approvals necessary for the consummation of the amalgamation will be obtained without any adverse effect on AXIS, PartnerRe or the amalgamated company or on the expected benefits of the amalgamation in any way meaningful to its analysis. Goldman Sachs has also assumed that the amalgamation will be consummated on the terms set forth in the amalgamation agreement, without the waiver or modification of any term or condition the effect of which would be in any way meaningful to its analysis.

Goldman Sachs' opinion does not address the underlying business decision of AXIS to engage in the amalgamation, or the relative merits of the amalgamation as compared to any strategic alternatives that may be available to AXIS; nor does it address any legal, regulatory, tax or accounting matters. Goldman Sachs' opinion addresses only the fairness from a financial point of view to the holders (other than PartnerRe and its affiliates) of AXIS common shares, as of the date of the opinion, of the AXIS exchange ratio pursuant to the amalgamation agreement. Goldman Sachs' opinion does not express any view on, and its opinion does not address, any other term or aspect of the amalgamation agreement or amalgamation or any term or aspect of any other agreement or instrument contemplated by the amalgamation agreement or entered into or amended in connection with the amalgamation, including, the fairness of the amalgamation to, or any consideration received in connection therewith by, the holders of any other class of securities, creditors, or other constituencies of AXIS; nor as to the fairness of the amount or nature of any compensation to be paid or payable to any of the officers, directors or employees of AXIS, or class of such persons, in connection with the amalgamation, whether relative to the AXIS exchange ratio pursuant to the amalgamation agreement or otherwise. In addition, Goldman Sachs did not express any opinion as to the impact of the amalgamation on the solvency or viability of AXIS, PartnerRe or the amalgamated company or the ability of AXIS, PartnerRe or the amalgamated company to pay their respective obligations when they come due. Goldman Sachs' opinion was necessarily based on economic, monetary, market and other conditions as in effect on, and the information made available to it as of, the date of the opinion and Goldman Sachs assumed no responsibility for updating, revising or reaffirming its opinion based on circumstances, developments or events occurring after the date of its opinion. Goldman Sachs' opinion was approved by a fairness committee of Goldman Sachs.

The following is a summary of the material financial analyses delivered by Goldman Sachs to the AXIS board of directors in connection with rendering the opinion described above. The following summary, however, does not purport to be a complete description of the financial analyses performed by Goldman Sachs, nor does the order of

analyses described represent relative importance or weight given to those analyses by Goldman Sachs. Some of the summaries of the financial analyses include information presented in tabular format. The tables must be read together with the full text of each summary and are alone not a complete description of Goldman Sachs' financial analyses. Except as otherwise noted, the following quantitative information, to the extent that it is based on market data, is based on market data as it existed on or before January 22, 2015 and is not necessarily indicative of current market conditions.

Illustrative Discounted Cash Flow Analysis.

Table of Contents

In connection with performing the Illustrative Contribution Analysis described below, Goldman Sachs performed an illustrative discounted cash flow analysis for each of AXIS and PartnerRe using the Forecasts and financial data from Bloomberg. Goldman Sachs calculated an indication of the present value of cash flows for AXIS for the years 2015 through 2018 assuming 100% of estimated net income is returned to shareholders using a discount rate of 5.97%, reflecting an estimate of AXIS' cost of equity, and applying mid-year discounting. Goldman Sachs then calculated an illustrative terminal value for AXIS by applying a multiple of 1.00x to AXIS' projected tangible book value as of December 31, 2018 and calculated an indication of the present value of such illustrative terminal value using a discount rate of 5.97%.

In addition, Goldman Sachs calculated an indication of the present value of cash flows of PartnerRe for the years 2015 through 2018 assuming 100% of estimated net income is returned to shareholders using a discount rate of 5.85%, reflecting an estimate of PartnerRe's cost of equity, and applying mid-year discounting. Goldman Sachs then calculated an illustrative terminal value for PartnerRe by applying a multiple of 1.00x to PartnerRe's projected tangible book value as of December 31, 2018 and calculated an indication of the present value of such illustrative terminal value using a discount rate of 5.85%.

Illustrative Contribution Analysis.

Goldman Sachs performed illustrative contribution analyses based on historical and other financial information of AXIS and PartnerRe from SEC filings, market data as of January 22, 2015, the Forecasts and the AXIS exchange ratio. The results of the analyses are summarized as follows:

Metric 1	AXIS	PartnerRe
Company Exchange Ratio	48.4%	51.6%
Valuation (As of January 22, 2015)		
Diluted Market Capitalization 2	46.6%	53.4%
Income Statement		
Operating Income (Last Twelve Months) (Q3 2014)	46.4%	53.6%
Operating Income (2015E)3	42.6%	57.4%
Balance Sheet		
Book Value (12/31/2014 E) (including accumulated other comprehensive income ("AOCI")) 3	46.4%	53.6%
Tangible Book Value (12/31/2014 E) (including AOCI) 3	48.4%	51.6%
Book value (9/30/2014) (including AOCI)	45.7%	54.3%
Tangible Book Value (9/30/2014) (including AOCI)	48.0%	52.0%
Management Estimate-Based Standalone Discounted Cash Flow Valuation (12/31/14 E) 3, 4	48.3%	51.7%

1 Data per AXIS' and PartnerRe's SEC filings and the Forecasts. Market data is as of January 22, 2015.

2 Diluted market capitalization based on AXIS and PartnerRe's year end 2014 treasury stock method diluted share count multiplied by their respective share prices as of January 22, 2015.

3 Per the Forecasts.

4 See description in "—Illustrative Discounted Cash Flow Analysis" above.

Illustrative Pro Forma Financial Impact Analysis.

Goldman Sachs performed illustrative pro forma analyses of the potential financial impact of the amalgamation using the Forecasts, the Net Synergies and financial data obtained from Bloomberg and taking into account certain accounting assumptions provided by AXIS' management prior to the date of the amalgamation agreement. For each of

the estimated years 2015 through 2017, Goldman Sachs compared the projected earnings per AXIS common share, on a standalone basis, to the projected earnings per AXIS common share, on a pro forma basis, taking into account Net Synergies. For the estimated year 2016, Goldman Sachs also compared the projected earnings per AXIS common share, on a standalone basis, to the projected earnings per AXIS common share, on a pro forma basis, using fully phased-in Net Synergies numbers.

Table of Contents

Goldman Sachs also compared the projected book value per AXIS common share and tangible book value per AXIS common share, respectively, on a standalone basis, to the projected book value per AXIS common share and tangible book value per AXIS common share, respectively, on a pro forma basis, in each case, as of the assumed closing date, December 31, 2015, December 31, 2016 and December 31, 2017. In addition, Goldman Sachs compared the projected return on equity per AXIS common share, on a standalone basis, to the projected return on equity per AXIS common share, on a pro forma basis, for the fiscal years 2015, 2016 and 2017. Goldman Sachs further compared the projected total debt including preferred shares divided by capitalization of AXIS, on a standalone basis, to the projected total debt including preferred shares divided by capitalization of AXIS, on a pro forma basis, as of the assumed closing date. In each of the above scenarios, the market price for AXIS common shares was as of January 22, 2015 and the assumed closing date was September 30, 2015.

The results of the analyses are summarized as follows:

	Accretion / Dilution
Earnings Per AXIS Share	
Fiscal Year 2015[E]	(0.6) %
Fiscal Year 2016[E]	8.4
Fiscal Year 2016[E] 1	18.3
Fiscal Year 2017[E]	9.1
Book Value Per AXIS Share	
At Close (September 30, 2015[E])	2.0 %
December 31, 2015[E]	0.4
December 31, 2016[E]	0.8
December 31, 2017[E]	0.9
Tangible Book Value Per AXIS Share	
At Close (September 30, 2015)	1.0 %
December 31, 2015[E]	(0.7)
December 31, 2016[E]	(0.0)
December 31, 2017[E]	0.2

1 Using fully phased-in Net Synergies numbers

	Pro Forma
Return on Equity	
Fiscal Year 2015	8.13%
Fiscal Year 2016	9.33%
Fiscal Year 2017	10.64%
(Debt + Preferred Shares) / Capitalization	
At Close	22.2%

General.

The preparation of a fairness opinion is a complex process and is not necessarily susceptible to partial analysis or summary description. Selecting portions of the analyses or of the summary set forth above, without considering the analyses as a whole, could create an incomplete view of the processes underlying Goldman Sachs' opinion. In arriving at its fairness determination, Goldman Sachs considered the results of all of its analyses and did not attribute any

particular weight to any factor or analysis considered by it. Rather, Goldman Sachs made its determination as to fairness on the basis of its experience and professional judgment after considering the results of all of its analyses.

Table of Contents

Goldman Sachs prepared these analyses for purposes of Goldman Sachs' providing its opinion to the AXIS board of directors as to the fairness from a financial point of view, as of January 25, 2015, of the AXIS exchange ratio pursuant to the amalgamation agreement to the holders (other than PartnerRe and its affiliates) of AXIS common shares. These analyses do not purport to be appraisals nor do they necessarily reflect the prices at which businesses or securities actually may be sold. Analyses based upon forecasts of future results are not necessarily indicative of actual future results, which may be significantly more or less favorable than suggested by these analyses. Because these analyses are inherently subject to uncertainty, being based upon numerous factors or events beyond the control of the parties or their respective advisors, none of AXIS, PartnerRe, Goldman Sachs or any other person assumes responsibility if future results are materially different from those forecast.

The AXIS exchange ratio was determined through arm's-length negotiations between AXIS and PartnerRe and was approved by the AXIS board of directors. Goldman Sachs provided advice to the AXIS board of directors during these negotiations. Goldman Sachs did not, however, recommend any specific exchange ratio to AXIS or the AXIS board of directors or that any specific exchange ratio constituted the only appropriate exchange ratio for the amalgamation.

As described above, Goldman Sachs' opinion to the AXIS board of directors was one of many factors taken into consideration by the AXIS board of directors in making its determination to approve the amalgamation agreement. The foregoing summary does not purport to be a complete description of the analyses performed by Goldman Sachs in connection with its fairness opinion and is qualified in its entirety by reference to the written opinion of Goldman Sachs attached as Annex C.

Goldman Sachs and its affiliates are engaged in advisory, underwriting and financing, principal investing, sales and trading, research, investment management and other financial and non-financial activities and services for various persons and entities. Goldman Sachs and its affiliates and employees, and funds or other entities they manage or in which they invest or have other economic interests or with which they co-invest, may at any time purchase, sell, hold or vote long or short positions and investments in securities, derivatives, loans, commodities, currencies, credit default swaps and other financial instruments of AXIS, PartnerRe, any of their respective affiliates and third parties, or any currency or commodity that may be involved in the amalgamation. Goldman Sachs acted as financial advisor to AXIS in connection with, and participated in certain of the negotiations leading to, the amalgamation. During the two-year period ending January 25, 2015, Goldman Sachs has not provided financial advisory and/or underwriting services to either AXIS or PartnerRe or either of their respective affiliates for which its Investment Banking Division has received compensation. Goldman Sachs may in the future provide financial advisory and/or underwriting services to AXIS, PartnerRe and the amalgamated company and their respective affiliates for which its Investment Banking Division may receive compensation.

The AXIS board of directors selected Goldman Sachs as its financial advisor because it is an internationally recognized investment banking firm that has substantial experience in transactions similar to the amalgamation. Pursuant to a letter agreement dated January 24, 2015, AXIS engaged Goldman Sachs to act as its financial advisor in connection with the proposed amalgamation. Pursuant to the terms of this engagement letter, AXIS has agreed to pay Goldman Sachs a transaction fee of \$19.5 million, all of which is payable upon consummation of the amalgamation. In addition, AXIS has agreed to reimburse Goldman Sachs for its expenses, including attorneys' fees and disbursements, and to indemnify Goldman Sachs and related persons against various liabilities, including certain liabilities under the federal securities laws.

Leadership of the Amalgamated Company

As of the effective time of the amalgamation, the board of directors of Newco will be composed of seven members of the PartnerRe board of directors and seven members of the AXIS board of directors. The initial directors of Newco

will be Jean-Paul L. Montupet (Chairman), Albert A. Benchimol (Chief Executive Officer), Michael A. Butt (Chairman Emeritus), Charles A. Davis, Robert L. Friedman, Christopher V. Greetham, Roberto Mendoza, Debra J. Perry, Thomas C. Ramey, Rémy Sautter, Henry B. Smith, Kevin M. Twomey, Egbert Willam and David Zwiener.

Following the effective time, the senior executive management team of Newco will consist of Albert Benchimol, AXIS' current President and Chief Executive Officer, who will serve as President and Chief Executive Officer of Newco; Joseph C. Henry, currently Chief Financial Officer of AXIS, who will continue in this role as Chief Financial Officer of Newco; William Babcock, currently Chief Financial Officer of PartnerRe, who will serve

Table of Contents

as Deputy Chief Financial Officer and Lead Integration Officer of Newco and will assume the role of Chief Financial Officer of Newco upon the retirement of Mr. Henry in July 2016; Peter Wilson, currently Chief Executive Officer of AXIS Insurance, who will serve as Chief Executive Officer of Insurance of Newco; Chris DiSipio, currently Chief Executive Officer of AXIS Accident and Health, who will serve as Chief Executive Officer of Life, Accident and Health of Newco; Emmanuel Clarke, currently Chief Executive Officer of PartnerRe Global, who will serve as Chief Executive Officer of Reinsurance of Newco; and John (Jay) Nichols, currently Chief Executive Officer of AXIS Re, who will serve as Head of Strategic Business Development and Capital Solutions at Newco.

Interests of PartnerRe's Directors and Executive Officers in the Amalgamation

In considering the recommendation of the PartnerRe board of directors, PartnerRe shareholders should be aware that certain directors and executive officers of PartnerRe (including Costas Miranthis, PartnerRe's former President and Chief Executive Officer) will have interests in the proposed amalgamation that are different from, or in addition to, the interests of PartnerRe shareholders generally and which may create potential conflicts of interest. These interests are described in more detail below, and, with respect to the named executive officers of PartnerRe, are quantified in the table below. The PartnerRe board of directors was aware of these interests and considered them when it adopted the amalgamation agreement and approved the amalgamation. The date and share price used to quantify certain of the interests below were selected for illustrative purposes only and do not necessarily reflect the date on which certain events will occur or the value of PartnerRe's common shares at that time.

Conversion of PartnerRe Shares Held by Directors and Executive Officers of PartnerRe Pursuant to the Amalgamation

As a group, the PartnerRe directors and executive officers (including Mr. Miranthis, PartnerRe's former President and Chief Executive Officer) beneficially owned, as of March 6, 2015, an aggregate of approximately 232,058 PartnerRe common shares. Upon the consummation of the amalgamation, each PartnerRe common share held by the directors and executive officers that is issued and outstanding immediately prior to the effective time of the amalgamation will, like all other PartnerRe common shares, be automatically cancelled and converted into a Newco common share, using the exchange ratio, with cash payable in lieu of fractional shares. Dispositions of PartnerRe common shares, if any, prior to the consummation of the amalgamation will change the amount of Newco common shares the directors and executive officers of PartnerRe will receive in respect of their PartnerRe common shares upon the consummation of the amalgamation.

The following table sets forth the total number of PartnerRe common shares beneficially owned by each PartnerRe executive officer and director, as of March 6, 2015.

Name	PartnerRe Common Shares Beneficially Owned (#)
Executive Officers	
William Babcock	9,659
Emmanuel Clarke	23,357
Laurie Desmet	10,517
Theodore C. Walker	8,809
David Zwiener	5,587
Costas Miranthis	126,821
Non-Employee Directors	
Jean-Paul L. Montupet	10,166
Judith Hanratty	1,039

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Jan H. Holsboer	20,086
Roberto Mendoza	2,194
Debra J. Perry	-
Rémy Sautter	11,149
Greg F.H. Seow	-
Kevin M. Twomey	2,674
Egbert Willam	-

Table of Contents

Conversion of PartnerRe Options and Share Appreciation Rights

The PartnerRe executive officers held, as of March 6, 2015, options to acquire 41,065 PartnerRe common shares, at a weighted average exercise price of \$72.72. The PartnerRe directors held, as of March 6, 2015, options to acquire 214,191 PartnerRe common shares, at a weighted average exercise price of \$71.17. The PartnerRe executive officers (including Mr. Miranthis, PartnerRe's former President and Chief Executive Officer) held, as of March 6, 2015, held share appreciation rights underlying 738,310 PartnerRe common shares, at a weighted average exercise price of \$85.31.

At the effective time of the amalgamation, each outstanding PartnerRe share option held by an executive officer will vest and convert into an option to purchase, on the same terms and conditions as such PartnerRe share option, a number of Newco common shares that is equal to the number of PartnerRe common shares subject to such PartnerRe share option multiplied by the exchange ratio, at an exercise price per Newco common share equal to the exercise price per PartnerRe common share subject to such PartnerRe share option divided by the exchange ratio. Each outstanding PartnerRe share appreciation right will vest and convert into a share appreciation right, on the same terms and conditions as such PartnerRe share appreciation right, for a number of Newco common shares equal to the number of PartnerRe common shares subject to such PartnerRe share appreciation right multiplied by the exchange ratio, at an exercise price per Newco common share equal to the exercise price per PartnerRe common share subject to such PartnerRe share appreciation right divided by the exchange ratio.

Any outstanding PartnerRe share option held by a director will remain outstanding in accordance with its terms and convert into a Newco share option in accordance with the conversion mechanism described in the preceding paragraph.

Further information about the treatment of the PartnerRe share options and share appreciation rights is set forth in the section entitled "The Amalgamation Agreement—Treatment of Share Options and Other Share-Based Awards and Programs."

The following table sets forth the number and weighted average exercise price of the vested and unvested share options and share appreciation rights held by each executive officer and director of PartnerRe, as of March 6, 2015.

Name	PartnerRe Share Options			PartnerRe Share Appreciation Rights		
	Vested (#)	Unvested (#)	Weighted Average Exercise Price (\$)	Vested (#)	Unvested (#)	Weighted Average Exercise Price (\$)
Executive Officers						
William Babcock	-	-	-	100,317	50,543	87.19
Emmanuel Clarke	12,000	-	75.85	94,329	35,919	84.87
Laurie Desmet	-	-	-	65,987	32,648	85.74
Theodore C. Walker	-	-	-	209,460	35,919	82.63
David Zwiener	25,621	3,444	71.43	-	-	-
Costas Miranthis	-	-	-	65,874	47,314	88.79
Non-Employee Directors						
Jean-Paul L. Montupet	38,627	4,305	72.82	-	-	-
Judith Hanratty	6,683	3,444	71.12	-	-	-
Jan H. Holsboer	66,062	3,444	69.52	-	-	-

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Roberto Mendoza	23,170	3,444	71.05	-	-	-
Debra J. Perry	-	-	-	-	-	-
Rémy Sautter	17,451	3,444	69.82	-	-	-
Greg F.H. Seow	-	-				