

**UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549
FORM 8-K
CURRENT REPORT**

Pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934

Date of Report (Date of earliest event reported): November 6, 2024

RenaissanceRe Holdings Ltd.

(Exact name of registrant as specified in its charter)

Bermuda
(State or other jurisdiction of incorporation)

001-14428
(Commission File Number)

98-0141974
(IRS Employer Identification No.)

Renaissance House, 12 Crow Lane, Pembroke, Bermuda HM 19
(Address of Principal Executive Office) (Zip Code)

(441) 295-4513
(Registrant's telephone number, including area code)

Not Applicable
(Former name or former address, if changed since last report).

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions:

- Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
- Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
- Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
- Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

Indicate by check mark whether the registrant is an emerging growth company as defined in Rule 405 of the Securities Act of 1933 (§230.405 of this chapter) or Rule 12b-2 of the Securities Exchange Act of 1934 (§240.12b-2 of this chapter). Emerging growth company

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 13(a) of the Exchange Act.

Securities registered pursuant to Section 12(b) of the Act:

Title of each class	Trading symbol	Name of each exchange on which registered
Common Shares, Par Value \$1.00 per share	RNR	New York Stock Exchange
Depository Shares, each representing a 1/1,000th interest in a Series F 5.750% Preference Share, Par Value \$1.00 per share	RNR PRF	New York Stock Exchange
Depository Shares, each representing a 1/1,000th interest in a Series G 4.20% Preference Share, Par Value \$1.00 per share	RNR PRG	New York Stock Exchange

Item 5.02. Departure of Directors or Certain Officers; Election of Certain Officers; Election of Directors; Appointment of Certain Officers; Compensatory Arrangements of Certain Officers.

On November 6, 2024, Brian G. J. Gray, a member of the RenaissanceRe Holdings Ltd. (the "Company") Board of Directors (the "Board"), announced his retirement from the Board effective November 6, 2024. Mr. Gray's retirement did not involve any disagreement with the Company, the Company's management or the Board.

In order to fill the vacancies on the Board created by Mr. Gray's retirement, the Board has appointed Loretta J. Mester as a Class II director, effective November 6, 2024, to serve until the Company's 2027 Annual General Meeting of Shareholders, or until her earlier resignation or removal. The Board has determined that Dr. Mester is independent in accordance with New York Stock Exchange rules and all other applicable laws, rules and regulations. Dr. Mester has been appointed by the Board to its Investment and Risk Management Committee.

In connection with her appointment, Dr. Mester will enter into a director retention agreement with the Company pursuant to the Form of Director Retention Agreement, which was previously filed as Exhibit 10.38 to the Company's Annual Report on Form 10-K for the year ended December 31, 2002, filed with the SEC on March 31, 2003, and which is incorporated herein by reference. The director retention agreement requires the Company to indemnify directors to the fullest extent permitted by Bermuda law, except in certain limited circumstances.

On November 6, 2024, the Corporate Governance and Human Capital Management Committee determined that, in accordance with the Company's previously disclosed compensation program for non-employee directors, Dr. Mester will receive a prorated 2024 annual cash retainer of \$62,500 cash and a grant of restricted stock with a fair market value of \$165,000, vesting in three equal annual installments beginning on March 1, 2025. The restricted stock grant was made on November 6, 2024 pursuant to the Company's First Amended and Restated 2016 Long-Term Incentive Plan ("2016 LTI Plan"), which was previously filed as Appendix A to the Company's Definitive Proxy Statement on Schedule 14A filed with the SEC on March 28, 2022, Amendment Number One to the 2016 LTI Plan, which was previously filed as Exhibit 10.8(a) to the Company's Annual Report on Form 10-K for the period ended December 31, 2022, filed with the SEC on February 8, 2023, and the Form of Director Restricted Stock Agreement, which was previously filed as Exhibit 10.1(a) to the Company's Quarterly Report on Form 10-Q for the period ended June 30, 2016, filed with the SEC on July 27, 2016, each of which is incorporated herein by reference.

There are no transactions with related persons involving Dr. Mester and the Company which would require disclosure pursuant to Item 404(a) of Regulation S-K. There is no arrangement or understanding between Dr. Mester and any other person pursuant to which she was selected as a director.

The Company's press release, issued November 6, 2024, announcing the retirement of Mr. Gray and the appointment of Dr. Mester is being furnished as Exhibit 99.1 to this Current Report on Form 8-K.

Item 9.01 Financial Statements and Exhibits.

(d) Exhibits.

Exhibit # Description

99.1 [Copy of the Company's press release, issued November 6, 2024.](#)

104 Cover Page Interactive Data File (embedded within the Inline XBRL document).

SIGNATURES

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

RENAISSANCERE HOLDINGS LTD.

Date:
November 6, 2024

By: /s/ Shannon Lowry Bender
Shannon Lowry Bender
Executive Vice President, Group General Counsel and Corporate
Secretary



Loretta J. Mester to Join RenaissanceRe Holdings Ltd. Board of Directors

Pembroke, Bermuda, November 6, 2024 -- RenaissanceRe Holdings Ltd. (NYSE: RNR) ("RenaissanceRe" or the "Company") today announced today that Loretta J. Mester has been appointed to serve as an independent director of the Company effective November 6, 2024 and that, at such time, Brian G. J. Gray, who served as a member of the Board since 2013, retired as a director.

Kevin J. O'Donnell, President and Chief Executive Officer of RenaissanceRe, said, "On behalf of RenaissanceRe and my fellow directors, we are delighted to announce Loretta's appointment to our Board. Loretta joins us following an exemplary career at the Federal Reserve, including a decade as President of the Federal Reserve Bank of Cleveland. Her deep understanding of macroeconomic policy, global financial systems and management of systemic risk will further RenaissanceRe's purpose of protecting communities and enabling prosperity in an increasingly volatile world. I would also like to thank Brian for his 11 years of service on our Board. As an industry expert, Brian's guidance has been invaluable to the Company and my fellow directors as we have expanded RenaissanceRe's global footprint and diversified our underwriting portfolio. We are grateful to Brian for his important contributions and welcome Loretta to the Board."

James L. Gibbons, Non-Executive Chair of RenaissanceRe's Board, added, "The RenaissanceRe Board is pleased to welcome Loretta as a director. Loretta is a recognized thought leader and a seasoned executive with nearly four decades of experience setting economic policy. The Board looks forward to working with Loretta and is confident that her expertise will support us in stewarding the organization on behalf of our shareholders. We also thank Brian for his contributions to our Board, including insights as an industry leader which supported the Board in performing our oversight role during a period of rapid growth, driven in part by three highly successful acquisitions. We also thank Brian for his contributions as the Chair of the Investment and Risk Management Committee as well as his roles on the Transaction and Offerings Committees."

Dr. Mester most recently served as the President and CEO of the Federal Reserve Bank of Cleveland from 2014 until her retirement earlier this year. Previously, she served at the Federal Reserve Bank of Philadelphia, as the executive vice president and director of research.

Dr. Mester is an adjunct professor of finance at the Wharton School of the University of Pennsylvania and previously taught at New York University's Ph.D. program in finance.

She is also engaged in the community, serving as a trustee of the Cleveland Clinic, a director of the Council for Economic Education, a trustee of the Musical Arts Association (Cleveland Orchestra), a founding director of the Financial Intermediation Research Society, a member of the senior council of the Central Bank Research Association, and a member of the Advisory Board of the Financial Intermediation Network of European Studies. She recently joined the Board of The Haverford Trust Company.

She holds a B.A. in mathematics and economics from Barnard College of Columbia University and M.A. and Ph.D. degrees in economics from Princeton University, where she was a National Science Foundation Fellow.

About RenaissanceRe

RenaissanceRe is a global provider of reinsurance and insurance that specializes in matching desirable risk with efficient capital. The Company provides property, casualty and specialty reinsurance and certain insurance solutions to customers, principally through intermediaries. Established in 1993, RenaissanceRe has offices in Bermuda, Australia, Canada, Ireland, Singapore, Switzerland, the United Kingdom and the United States.

Cautionary Statement Regarding Forward-Looking Statements

Any forward-looking statements made in this Press Release, including any statements regarding any future results of operations and financial positions, business strategy, plan and any objectives for future operations, reflect RenaissanceRe's current views with respect to future events and financial performance and are made pursuant to the safe harbor provisions of the Private Securities Litigation Reform Act of 1995. These statements are subject to numerous factors that could cause actual results to differ materially from those set forth in or implied by such forward-looking statements, including the factors affecting future results disclosed in RenaissanceRe's filings with the SEC, including its Annual Reports on Form 10-K and Quarterly Reports on Form 10-Q.

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