

SCOR renews its contingent capital program

Disclaimer:

SCOR (hereafter "**SCOR**" or the "**Company**") has implemented a contingent capital program in the form of share subscription warrants with J.P. Morgan SE, which upon exercise of these warrants after having received the issued shares is not intended to remain a shareholder of the Company.

The Company's ordinary shares, which would result from the exercise of the aforementioned share subscription warrants, will likely be sold on the market very shortly, which may create strong downward pressure on the Company's share price.

Shareholders may suffer a loss of their invested capital due to a significant decrease in the value of the Company's shares, as well as significant dilution due to the large number of the Company's ordinary shares which may be issued to the benefit of J.P. Morgan SE, as the sole subscriber of these share subscription warrants.

The investors are invited to remain cautious before deciding to invest in the Company's ordinary shares that are admitted to trading, especially when such dilutive transactions are carried out successively. The Company recalls that this dilutive financing transaction is not unprecedented, as it represents the fifth renewal of its contingent capital program, first implemented in January 2011.

Investors are specifically invited to review the risks associated with these transactions, as mentioned in the press release below. It should be noted, however, that the subscription of the warrants is reserved exclusively for J.P. Morgan SE.

SCOR announces the renewal, for 3 years, of its contingent capital program which may provide the Group with additional capital of up to EUR 300 million upon the occurrence of extreme events (natural disasters or events affecting mortality) or a significant fall in the share price of the Company's ordinary shares.

This solution aims to protect the equity and, consequently, the Group's solvency in such circumstances.

The contingent capital program is based upon the issuance by SCOR of share subscription warrants, subscribed by J.P. Morgan SE, which will be automatically exercised in the cases specified in the warrant agreement (the "**2025 Warrants**").

The coverage period for the contingent capital program starts from January 1, 2026, to December 31, 2028. In the absence of a triggering event during this period, the 2025 Warrants will not be exercised. The warrant agreement for the 2025 Warrants provides, among other things, for the benefit of the Company, an option for early termination of all or part of the 2025 Warrants in the event of a regulatory disqualification event, as well as an option for early termination of all 2025 Warrants on December 31 of each year, beginning on December 31, 2026.

The amount of the share capital increases resulting from the potential exercise of the 2025 Warrants could reach EUR 300,000,000 (including share premium), providing that the dilution shall not exceed 10% of the share capital on the date of issuance of the ordinary shares resulting from the exercise of the 2025 Warrants. It being specified that the exercise of all the 2025 Warrants assumes the absence of exercise of the share issuance warrants issued on December 16, 2022 which coverage period will expire on December 31, 2025 (the "**2022 Warrants**"), the total number of new ordinary shares to be issued upon exercise of the 2022 and 2025 Warrants not exceeding 10% of the share capital on the date of issuance of said shares.

*

* *

Key Features of the Share Subscription Warrants

The transaction will result in SCOR issuing 8,971,220 share subscription warrants to J.P. Morgan SE, each 2025 Warrant entitling J.P. Morgan SE to subscribe for two new SCOR ordinary shares up to a limit of 10% of the number of ordinary shares comprising the Company's share capital on the date of issue of said ordinary shares. The subscription price of each 2025 Warrant amounts to EUR 0.001, resulting in a total subscription price of EUR 8,971.22.

Under the terms of the warrant agreement for the 2025 Warrants, J.P. Morgan SE has undertaken, subject to certain conditions, to exercise for all or part of the 2025 Warrants following the occurrence of natural or non-natural catastrophe-type events likely to have a significant impact on the Group's profitability or solvency, or a significant fall in the share price of the Company's ordinary shares, as described in more detail below, for a maximum amount of EUR 300,000,000 (including share premium). Drawdowns under the contingent capital program may be carried out in one or more tranches.

Drawdowns under this program will only be available if:

(1) the amount of estimated final net losses¹ (as verified by SCOR's auditors) that SCOR may incur as insurer or reinsurer following the occurrence, during a given year between January 1, 2026 to December 31, 2028 (inclusive), of one or more natural catastrophe-type events, reaches certain contractually predefined thresholds, including:

- earthquake, seaquake, earthquake shock, seismic and/or volcanic disturbance/eruption;
- hurricane, rainstorm, storm, tempest, tornado, cyclone, typhoon;
- tidal wave, tsunami, flood;
- hail, winter weather/freeze, ice storm, weight of snow, avalanche;
- meteor/asteroid impact; or
- landslip, landslide, mudslide, bush fire, forest fire and lightning,

or if

(2) the amount of net claims² in the Group's life reinsurance business over two consecutive six-month periods during the period from July 1, 2025 to December 31, 2028 (inclusive) (as verified by SCOR's auditors) reaches certain predefined thresholds following the occurrence of, in particular, one or more of the following life events:

- deviation of epidemic, pandemic or a similar incidence or wide spread of one or more medical condition deriving from any disease(s);
- acts of war, acts of terrorism;
- accidents due to non-natural cause(s); or
- material deviation from forecast biometric trends (mortality, morbidity, disability or longevity) recorded by the life segment for any reason whatsoever (including as a result of the events mentioned in (1) above).

Furthermore, subject to no drawdown having already been implemented following the occurrence of a natural or non-natural disaster under this contingent capital program, if the volume-weighted average

¹ The estimated final net loss amount corresponds to the sum of the individual estimated final net losses related to all natural catastrophes occurring during a given calendar year. The individual estimated final net loss is the estimated pre-tax impact of any eligible natural catastrophe event, net of all recoverable amounts (through reinsurance or derivative contracts) and additional expenses as recorded in the Group's accounts.

² The amount of definitive net claims corresponds to the aggregate of all claims relating to non-natural catastrophe events impacting the Group's life segment over two (2) consecutive semesters (*i.e.*, the amount of gross benefits and claims minus the amount of ceded benefits and claims during a given period).

price (VWAP) of the Company's ordinary shares observed on the Euronext Paris regulated market during a period of three (3) consecutive trading days between January 1, 2026 and December 31, 2028 (inclusive) is less than EUR 10 (i.e. a price level close to the nominal value of the SCOR shares), a maximum amount of EUR 150 million, including share premium, will be drawn to ensure the availability of the financial cover (provided that the 2025 Warrants will not be exercised if the unit subscription price of the new ordinary shares issued upon exercise of the 2025 Warrants is below their par value) in the event of the occurrence of a natural or non-natural catastrophe-type events during the remaining period of the risk coverage period.

The 2025 Warrants will remain exercisable for three months after the end of the risk coverage period (subject to certain periods of postponement and/or extension, in particular for regulatory reasons).

In accordance with the authorization granted by the combined shareholders' meeting of SCOR dated April 29, 2025, the maximum number of new shares issued in the event of exercise of the 2025 Warrants may not exceed 10% of SCOR's share capital on the date of issue of said ordinary shares.

All new shares will be subscribed by J.P. Morgan SE at a price equal to the volume-weighted average price of SCOR shares on Euronext Paris during the three trading days preceding the exercise of the warrants. Given the automatic nature of the drawdowns resulting from this contingent share issuance facility and the guarantee that such automaticity provides the Company to access the proceeds of the corresponding issuance should it require hedging, a discount of 7.5% will be applied, provided that the 2025 Warrants will not be exercised if the unit subscription price of the new ordinary shares issued upon exercise of the 2025 Warrants is below their par value. This price will be rounded down to the nearest thousandth of a euro.

J.P. Morgan SE has committed to subscribe to the new shares issued upon exercise of the 2025 Warrants, but does not intend to become a long-term shareholder of SCOR and will sell its shares through private placements and/or market sales. In this regard, SCOR and J.P. Morgan SE have entered into a profit-sharing agreement, which provides that 75% of any profit will be shared with SCOR. If the sale of the new shares is completed immediately after the exercise of the 2025 Warrants in an off-market transaction, SCOR's share of the profit will be paid in the form of SCOR shares to limit the dilutive impact of the transaction on SCOR shareholders.

It is specified that from the date of notification of the occurrence of one of the aforementioned triggering events by SCOR to J.P. Morgan SE and until the exercise of the 2025 Warrants, the trading desk of J.P. Morgan SE responsible for managing its market risk in respect of the 2025 Warrants will be prohibited from entering into hedging transactions on SCOR shares, with the exception of standard transactions entered into independently within the context of the banking and brokerage activities of J.P. Morgan SE and its affiliates.

By way of illustration :

- (a) Under current market conditions (i.e. for an issue price of EUR 25.56 per share based on a 7.5% discount applied to the volume-weighted average price (VWAP) of the Company's ordinary shares observed on the Euronext Paris regulated market during the three (3) consecutive trading days preceding the issue date³ of 27.63 euros per share), the drawing down of the entire cover (EUR 300 million) would represent a maximum of 6.54% of SCOR's share capital⁴.
- (b) In the event that a single tranche of EUR 150 million were drawn down due to the fall in the SCOR share price, based on a volume-weighted average price of the Company's ordinary shares observed on the Euronext Paris regulated market over a period of three (3) consecutive trading days of EUR 10 per share (i.e. for an issue price of EUR 9.25 per share after a 7.5% discount), the transaction would represent 9.04% of the SCOR's share capital⁵.

³ From December 15 to 17, 2025.

⁴ On the basis of the share capital composed of 179,424,410 shares as at November 30, 2025.

⁵ Idem note 4.

Given these theoretical dilution levels and the fact that the number of new shares that may be issued upon exercise of the 2025 Warrants is limited to 10% of SCOR's share capital on the date of said issuance, the implementation of this contingent share issuance program does not require a prospectus approved by the French Financial Markets Authority ("AMF"). If the contingent capital program is triggered, SCOR will disclose to the market the relevant information in accordance with the applicable regulations at the time of the drawdown or issuance of the new shares regarding the circumstances of the issuance, the amount of the drawdown, the issue price, the number of shares issued, and the consequences of such an issuance for its shareholders.

The 2025 Warrants will not be listed.

J.P Morgan SE may not sell or transfer the 2025 Warrants except (i) with the Company's prior written consent, or (ii) within the group of J.P. Morgan SE, provided that such transferee entity satisfies the conditions set by the twenty-sixth resolution of the combined shareholders' meeting of April 29, 2025, or (iii) to the offeror of a tender offer for the SCOR's securities provided that such tender offer is successful and is reopened pursuant to the General Regulation of the AMF (*Règlement général de l'Autorité des marchés financiers*).

This transaction will have no impact on SCOR's 2025 accounts due to the insignificant subscription amount received by SCOR from J.P. Morgan SE at the time of the warrant issuance (0.001 euro per 2025 Warrants).

Rationale for the transaction and financing horizon

This financial hedge is a contingent share issuance facility, which can only be triggered if the triggering events described above occur. Its potential dilutive impact therefore depends on the probability of occurrence of such events and the share price at the time of the triggering event.

SCOR's management believes that this contingent capital solution provides its shareholders with a significant net economic benefit, insofar as it compares favorably with traditional retrocessions and ILS insurance securities and allows SCOR to improve the resilience of its balance sheet while optimizing its risk protection costs with a limited potential dilutive impact.

Over the past 24 months, with the exception of new share issuances resulting from the exercise of stock options, the Company has not carried out any dilutive transactions.

The net proceeds from the issuance of the 2025 Warrants amount to EUR 8,971.22, corresponding to 8,971,220 2025 Warrants with a par value of €0.001 each. The net proceeds from the issuance of the 2025 Warrants are not linked to any specific strategy and will be used for general corporate purposes.

Dilution

Impact of the issuance of the 2025 Warrants (and of their partial or full exercise) on the shareholding of a shareholder holding 1% of the Company's share capital, as recorded on November 30, 2025, and calculated on the basis of the volume-weighted average closing price (VWAP) of the Company's ordinary shares observed on the Euronext Paris regulated market over three (3) consecutive trading days preceding the issuance of the 2025 Warrants.

	Shareholder participation (in %)	
	Non-diluted basis	Diluted basis ⁽¹⁾
Before issuance	1.000%	0.985%
After issuance of 16,216,216 new shares corresponding to the partial exercise of the 2025 Warrants following the satisfaction of the price condition ⁽²⁾	0.917%	0.905%
After issuance of 11,738,024 new shares corresponding to the full exercise of the 2025 Warrants following the occurrence of a natural or non-natural disaster ⁽³⁾	0.939%	0.925%

(1) Assuming the exercise of all 2,716,078 outstanding stock options as at November 30, 2025, whether exercisable or not, and giving rights to 2,716,078 new shares of the Company. The exercise of all 2025 Warrants assumes that the 2022 Warrants will not be exercised, and the total number of new ordinary shares to be issued upon exercise of the 2022 and 2025 Warrants cannot exceed 10% of the share capital on the date of issuance of said shares.

(2) Assuming the exercise of EUR 150 million of the 2025 Warrants in the event that the volume-weighted average price (VWAP) of the Company's ordinary shares observed on the Euronext Paris regulated market during a period of three (3) consecutive trading days between January 1, 2026 and December 31, 2028 (inclusive) would be less than EUR 10.

(3) Assuming the exercise of EUR 300 million of the 2025 Warrants in a single tranche should a hedging need arise due to natural disasters occurring between January 1, 2026, and December 31, 2028 (inclusive), or non-natural disasters occurring between July 1, 2025, and December 31, 2028 (inclusive), which in each case could have a significant impact on the Group's profitability or solvency. The full exercise of the 2025 Warrants in a single tranche excludes any prior partial exercise of the 2025 Warrants under the market price condition.

Impact of the issuance of the 2025 Warrants (and of their partial or full exercise) on the participation of a shareholder holding 1% of the Company's share capital, as recorded on November 30, 2025, and calculated on the basis of an issue price equal to the unit nominal value of EUR 7.8769723 per ordinary share of the Company⁶ (value below which no issuance can take place except by reducing the nominal value).

	Shareholder participation (in %)	
	Non-diluted basis	Diluted Basis ⁽¹⁾
Before issuance	1.000%	0.985%
After issuance of 17,942,440 new shares corresponding to the partial exercise of the 2025 Warrants following the satisfaction of the share price condition ⁽²⁾	0.909%	0.897%
After issuance of 17,942,440 new shares corresponding to the full exercise of the 2025 Warrants following the occurrence of a natural or non-natural disaster ⁽²⁾⁽³⁾	0.909%	0.897%

(1) Assuming the exercise of all 2,716,078 outstanding stock options as at November 30, 2025, whether exercisable or not, and giving rights to 2,716,078 new shares of the Company. The full exercise of the 2025 Warrants assumes that the 2022 Warrants are not exercised, as the total number of new ordinary shares to be issued upon exercise of the 2022 Warrants and the 2025 Warrants may not exceed 10% of the share capital as of the date of issuance of such shares.

(2) The impact of the issuance of ordinary shares resulting from the exercise of the 2025 Warrants on the holding of a shareholder owning 1% of the Company's share capital as at November 30, 2025 is identical in the event of a partial or full exercise of the 2025 Warrants, since the dilution cap (i.e., 10% of the share capital as of the date of issuance of such shares) would be

⁶ For the issue price to be equal to the unit nominal value, the volume-weighted average price (VWAP) of the Company's ordinary shares recorded on the Euronext Paris regulated market during the three (3) consecutive trading days preceding the issue date would have to be equal to €8.5156457, given a discount of 7.5% would be applied to such VWAP.

reached in both cases, assuming that the issue price of the ordinary shares resulting from the exercise of the 2025 Warrants is equal to the nominal value of the Company's ordinary shares.

(3) Assuming the exercise of EUR 300 million of the 2025 Warrants in a single tranche should a hedging need arise due to natural disasters occurring between January 1, 2026, and December 31, 2028 (inclusive), or non-natural disasters occurring between July 1, 2025, and December 31, 2028 (inclusive), which in each case could have a significant impact on the Group's profitability or solvency. The full exercise of the 2025 Warrants in a single tranche excludes any prior partial exercise of the 2025 Warrants under the market price condition.

Presentation of the intermediary and the commissions/benefits received in connection with the transaction

J.P. Morgan, a European company incorporated under German law, having its registered office at TaunusTurm, Taunustor 1, 60310 Frankfurt am Main, Germany, registered under number HRB 126056, is an investment services provider authorized to provide the investment services described in paragraph 6-1 of Article L. 321-1 of the French Monetary and Financial Code.

SCOR will pay J.P. Morgan SE an annual fee equal to a fixed percentage of the maximum amount that SCOR may draw down under the contingent capital mechanism, adjusted, where applicable, at the beginning of each financial year to take into account any amount already drawn down by SCOR.

As indicated in the main features of the 2025 Warrants above, a discount of 7.5% will be applied to the subscription price of SCOR ordinary shares in the event of exercise of the 2025 Warrants.

Risk factors

In addition to the risk factors relating to the Group and its activities described in Chapter 3 "Risk Factors and Risk Management Mechanisms" of the Company's 2025 Universal Registration Document published on March 20, 2025 and filed with the AMF under number D.25-0124, current shareholders and investors are exposed to the following risks in connection with the implementation of the contingent capital mechanism:

- Risks related to the dilution of the SCOR Shareholders: In the event that the 2025 Warrants are exercised, SCOR shareholders, who are not entitled to participate in the transaction, would experience a dilution of their shareholding upon the issuance of the new shares;
- Risk of Early Termination of the 2025 Warrants and Loss of Associated Coverage: The 2025 Warrants may cease to qualify for inclusion in the calculation of the SCR prior to the expiration of their validity period. Furthermore, the 2025 Warrants may be terminated, in whole or in part, including at the Company's discretion before their maturity in the event of a regulatory disqualification resulting in a loss of coverage for the SCOR Group;
- Risk of Non-Exercise of the 2025 Warrants: In certain contractual limited circumstances, the 2025 Warrants may not be exercisable or may remain unexercised following the occurrence of events such as natural or non-natural catastrophes that are likely to have a material impact on the Group's profitability or solvency, or in the event of a significant fall in the market price of the Company's ordinary shares;
- Risks Related to the volatility and liquidity of the SCOR Shares: In the event of the exercise of the 2025 Warrants and the issuance of new shares by SCOR, since J.P. Morgan SE does not intend to retain ownership of these shares, the sale of such shares on the market could have a significant impact on the volatility and liquidity of SCOR's ordinary shares; and
- Risks Related to the Evolution of the SCOR's ordinary Share Price: Since J.P. Morgan SE does not intend to remain a shareholder of SCOR, the disposal of newly issued shares following the exercise of the 2025 Warrants could have an adverse impact on the market price of SCOR's ordinary shares.

Legal Basis for the issuance of the Share Subscription Warrants

The issuance of the 2025 Warrants was authorized by the twenty-sixth resolution of SCOR's combined general meeting of shareholders held on April 29, 2025. Acting under this delegation, the Board of Directors approved the principal terms of the issuance of the 2025 Warrants by a resolution dated December 11, 2025 and delegated its implementation to the Chief Executive Officer of the Company. On December 17, 2025, the Chief Executive Officer of the Company resolved to proceed with the issuance of the 2025 Warrants.

The issuance of the 2025 Warrants does not require the preparation of a prospectus within the meaning of Regulation (EU) 2017/1129, as amended, and the transaction does not, at this stage, require the approval of a prospectus by the AMF.

Absence of Conflicts of Interest

There are no circumstances that could give rise to a conflict of interest in connection with the issuance of the 2025 Warrants. It being understood, however, that J.P. Morgan SE has provided and/or may in the future provide various banking, financial, investment, commercial or other services to the Company or to entities within the SCOR Group, to their shareholders or corporate officers, for which it has received or may receive remuneration.

*

* *

SCOR, a leading global reinsurer

As a leading global reinsurer, SCOR offers its clients a diversified and innovative range of reinsurance and insurance solutions and services to control and manage risk. Applying "The Art & Science of Risk," SCOR uses its industry-recognized expertise and cutting-edge financial solutions to serve its clients and contribute to the welfare and resilience of society.

The Group generated premiums of EUR 20.1 billion in 2024 and serves clients in more than 150 countries from its 37 offices worldwide.

For more information, visit: www.scor.com

Media Relations

Alexandre Garcia
media@scor.com

Investor Relations

Thomas Fossard
InvestorRelations@scor.com

Follow us on [LinkedIn](#)



Certified with [wiztrust](#)

All content published by the SCOR group since January 1, 2024, is certified with Wiztrust. You can check the authenticity of this content at wiztrust.com.