

HANOVER INSURANCE GROUP, INC.  
Form DEFA14A  
May 01, 2006

**UNITED STATES**  
**SECURITIES AND EXCHANGE COMMISSION**  
**Washington, D.C. 20549**

**SCHEDULE 14A**

**Proxy Statement Pursuant to Section 14(a) of the**  
**Securities Exchange Act of 1934**  
**(Amendment No. \_\_)**

Filed by the Registrant

Filed by a Party other than the Registrant

Check the appropriate box:

Preliminary Proxy Statement

**Confidential, for Use of the Commission Only (as permitted by Rule 14a-6(e)(2))**

Definitive Proxy Statement

Definitive Additional Materials

Soliciting Material Pursuant to §240.14a-12

**The Hanover Insurance Group, Inc.**

(Name of Registrant as Specified In Its Charter)

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(Name of Person(s) Filing Proxy Statement, if other than the Registrant)

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- No fee required.
- \$125 per Exchange Act Rules 0-11(c)(1)(ii), 14a-6(i)(1), 14a-6(i)(2) or Item 22(a)(2) of Schedule 14A.
- Fee computed on table below per Exchange Act Rules 14a-6(i)(4) and 0-11.

(1) Title of each class of securities to which transaction applies:

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(2) Aggregate number of securities to which transaction applies:

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(3) Per unit price or other underlying value of transaction computed pursuant to Exchange Act Rule 0-11 (Set forth the amount on which the filing fee is calculated and state how it was determined):

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Fee paid previously with written preliminary materials.

Check box if any part of the fee is offset as provided by Exchange Act Rule 0-11(a)(2) and identify the filing for which the offsetting fee was paid previously. Identify the previous filing by registration statement number, or the Form or Schedule and the date of its filing.

(1) Amount Previously Paid:

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(2) Form, Schedule or Registration Statement No.:

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(3) Filing Party:

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(4) Date Filed:

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May 1, 2006

To the Shareholders of The Hanover Insurance Group, Inc.:

Last month we mailed you our Proxy Statement dated April 3, 2006 and a proxy card in connection with our Annual Meeting of Shareholders (the Meeting ) scheduled to be held on Tuesday, May 16, 2006 at 9:00 a.m. local time, at our corporate headquarters on 440 Lincoln Street, Worcester, Massachusetts. According to our latest records, your **PROXY VOTE** for this Meeting **HAS NOT BEEN RECEIVED**.

At this Meeting you are being asked, among other things, to approve our 2006 Long-Term Incentive Plan (the 2006 Plan ) as more fully described in the Proxy Statement. The Board of Directors has determined that this proposal is in the best interests of the company and its shareholders and unanimously recommends that you vote FOR the approval of the 2006 Plan.

**WE NEED YOUR SUPPORT! Regardless of the number of shares you own, your vote is very important.** Whether or not you plan to attend the Meeting, please complete, sign and date the enclosed proxy card and return it in the enclosed, postage-paid envelope. Returning your proxy card does not deprive you of your right to attend the Meeting and vote your shares in person.

Your cooperation in voting your shares is greatly appreciated.

Sincerely yours,

Charles F. Cronin  
Vice President and Secretary