



Annual General Meeting of Talanx Aktiengesellschaft on 7 May 2015

**EXPLANATION CONCERNING ITEMS ON THE AGENDA WITHOUT
RESOLUTIONS
PURSUANT TO § 124A SENTENCE 1 NR. 2 GERMAN STOCK CORPORATION
ACT**

In accordance with §§ 172, 173 German Stock Corporation Act (*Aktiengesetz*, "AktG"), no resolution is required for item 1 of the agenda because the Supervisory Board has approved the annual financial statements and the consolidated financial statements prepared by the Board of Management and the annual financial statements are, therefore, adopted. § 175 (1) sentence 1 AktG only provides that the Board of Management must convene the general meeting in order to receive, among other items, the adopted annual financial statements and the management report as well as in order to adopt a resolution about the appropriation of any distributable profits and, in the case of a parent company, also to receive the consolidated financial statements approved by the Supervisory Board and the group management report. The above referenced documents will be explained in more detail in the general meeting.