

Please find here for your information a sample of our power of attorney and instruction form which will be provided by post (including envelope with return postage paid) to every shareholder entered in the share register in personalised form together with the invitation to the Annual General Meeting. We would request all our shareholders to use if possible only the form that has already been prepared with their personal data to register for the Annual General Meeting (ordering admission cards, postal voting, giving power of attorney and instructions).

Date of Annual General Meeting: **11 May 2017**

Name registered shareholder(s)\* \_\_\_\_\_

Street and city\* \_\_\_\_\_

Shareholder number\* \_\_\_\_\_

Shareholding \_\_\_\_\_

\* mandatory information

# 1 ORDERING ADMISSION CARDS

We would ask you to return your order for admission cards by **4 May 2017, 24:00 hours (CEST) – time of receipt** – in the enclosed postage-paid envelope or by fax to +49 (0)69 2222-3312. Please note that no consideration can be given to additional remarks outside the fields provided.

**1a Order admission cards for registered shareholder(s)**  
I/We will attend the Annual General Meeting in person. Please issue one admission card (each) in my/our name(s).

**1b Order admission cards for registered shareholder(s) and an accompanying person**  
I/We will attend the Annual General Meeting in person and additionally authorise a accompanying person. The voting rights are – as far as possible – to be divided equally between the ordered admission cards.

**1c Order admission cards for proxies to exercise the voting right**  
I/We will **not attend** the Annual General Meeting **in person** and authorise the following person to attend the AGM to exercise the voting right. Please send the admission card to that person.

**Re. 1b accompanying person/1c Proxy**

\_\_\_\_\_  
Surname First name

\_\_\_\_\_  
Street, Number Postcode City

This power of attorney includes the right to grant a sub-power of attorney.

# 2 or 3 Postal vote

We would ask you to return your votes by **4 May 2017, 24:00 hours (CEST) – time of receipt** – in the enclosed postage-paid envelope. I/We will not attend the Annual General Meeting in person.

I/We hereby register my/our shareholding and cast my/our votes **as indicated on the reverse**. \_\_\_\_\_  
Please turn over to cast your votes

# POWER OF ATTORNEY AND INSTRUCTIONS

My/our shares shall hereby be registered for the AGM. I/we will not attend the AGM in person. The voting rights are to be exercised in accordance with legal provisions and the Articles of Association pursuant to the following power of attorney and the instructions given.

## 3a Power of attorney and instructions for proxies nominated by Talanx AG

We would ask you to return your power of attorney and instructions by **4 May 2017, 24:00 hours (CEST) – time of receipt** – in the enclosed postage-paid envelope or by fax to +49 (0) 69 2222-3312.

I/We hereby give power of attorney to the proxies nominated by the company Dr. Florian Schmidt and Bernhard Krebs and instruct them to vote **on all items in line with the interests of management**. Instructions on the reverse shall therefore be disregarded.

I/We hereby give power of attorney to the proxies nominated by the company Dr. Florian Schmidt and Bernhard Krebs and instruct them to vote **according to the specific instructions (see reverse)**. \_\_\_\_\_  
Please turn over to give instructions

## 3b Power of attorney and instructions for a financial institution/shareholders' association

**Prior** to transferring voting rights we would ask our shareholders to inquire whether the financial institution/ shareholders' association is willing to represent your voting rights, and whether it has set up special rules for the procedure, form and revocation of the power of attorney.

Please send this power of attorney to the financial institution/shareholders' association of your choice in sufficient time as to allow registration by **4 May 2017, 24:00 hours (CEST) – time of receipt**. The enclosed postage-paid envelope cannot be used in this case.

I/We hereby give power of attorney to the following financial institution/shareholders' association and instruct it to vote **on all items in line with the interests of management**.

I/We hereby give power of attorney to the following financial institution/shareholders' association and instruct it to vote **according to the proposals for voting/specific instructions (see reverse)**.

I/We hereby give power of attorney without instructions to the following financial institution/shareholders' association. \_\_\_\_\_

\_\_\_\_\_  
BIC (Business Identifier Code) Name of financial institution/shareholders' association

I/We authorise the aforementioned person/institution to exercise the voting right at the Annual General Meeting as instructed – in case of 3b without disclosure of my/our name, i.e. on behalf of the person concerned. This power of attorney includes the right to grant sub-power of attorney and to transfer the power of attorney to a third party for exercise. In the case of 3a the proxies nominated by the company are each authorised individually.

**Re. 1, 2 or 3: Signature or Person making the Declaration/as per power of representation (must be completed)**

\_\_\_\_\_  
Phone number in case of queries

Date of Annual General Meeting: 11 May 2017

Name registered shareholder(s)\* \_\_\_\_\_

Street and city\* \_\_\_\_\_

Shareholder number\* \_\_\_\_\_

Shareholding \_\_\_\_\_

\* mandatory information

**INSTRUCTIONS**

In case of postal vote or the exercise of voting rights by proxies nominated by the company, a financial institution or a shareholder's association.

Please remember to return by no later than Thursday, 4 May 2017, 24:00 hours (CEST) (time of receipt).

Please check in black or blue ink only.



**Agenda**

YES      NO      ABSTAIN  
FROM VOTING

- |  |                          |                          |                          |
|--|--------------------------|--------------------------|--------------------------|
| 1. Presentation of the adopted annual financial statements and the approved consolidated financial statements for Talanx AG and the Group for the financial year 2016  | (no voting required)     |                          |                          |
| 2. Appropriation of disposable profit  | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |
| 3. Ratification of the acts of management of the Board of Management for the financial year 2016   | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |
| 4. Ratification of the acts of management of the Supervisory Board for the financial year 2016   | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |
| 5. Appointment of the auditor for the audit of the annual financial statements and the consolidated financial statements for the financial year 2017 as well as of the auditor for the review of interim financial statements and interim management reports |                          |                          |                          |
| a) Auditor for the audit of the annual financial statements/consolidated financial statements for the financial year 2017 as well as auditor for the review of interim financial statements and management reports in the financial year 2017                | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |
| b) Auditor for the review of the interim financial statements and management report for the first quarter of the financial year 2018   | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |
| 6. Authorisation to acquire own shares as well as for their use  | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |
| 7. Authorisation to use derivatives within the framework of the acquisition of own shares and cancellation of the existing authorisation   | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |
| 8. Authorisation to issue registered bonds with contingent conversion obligations and respective amendment of the Articles of Association (Contingent Capital I)   | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |
| 9. Authorisation to issue bonds (convertible and warrant bonds), participating bonds and profit-sharing rights and respective amendment of the Articles of Association (Contingent Capital II)   | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |
| 10. Renewal of the authorised capital and corresponding amendment of the Articles of Association   | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |
| 11. Possibility to use a portion of the authorised capital to issue shares to employees and corresponding amendment of the Articles of Association   | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |

The instructions refer to the resolutions proposed by management that were published in the Federal Gazette on 30 March 2017.

**Requests**

If you wish to support the countermotions indicated by letters in the event of a separate vote, please check the field corresponding to the letter of the countermotion.

- |         |                          |                          |                          |
|---------|--------------------------|--------------------------|--------------------------|
| A _____ | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |
| B _____ | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |
| C _____ | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |

The countermotions to the agenda submitted by shareholders that are to be made accessible can be found exclusively on the company website at: [www.talanx.com/agm](http://www.talanx.com/agm)