



Information on shareholders'
rights and options for
Talanx Aktiengesellschaft's
shareholders

on 5 May 2022

The convocation of the Annual General Meeting contains information on shareholders' rights. The following explanations intend to provide further details.

Conducting the virtual Annual General Meeting

With the consent of the Supervisory Board, the Annual General Meeting is to be held on 5 May 2022, starting at 11:00 hours (CEST), as a virtual shareholders' general meeting without the physical attendance of shareholders or their authorised representatives in accordance with the Act on Measures in Corporate, Cooperative, Association, Foundation and Condominium Law to Combat the Effects of the COVID-19 Pandemic (Article 2 of the Act to Mitigate the Consequences of the COVID-19 Pandemic in Civil, Insolvency and Criminal Procedure Law, Federal Law Gazette I 2020, p. 569, last amended by Article 16 of the Act on the Establishment of a Special Fund "Reconstruction Assistance 2021" and on the Temporary Suspension of the Obligation to File an Insolvency Application due to Heavy Rainfall and Floods in July 2021 and on the Amendment of Other Laws [AufbhG 2021] of 10 September 2021, Federal Law Gazette I 2021, p. 4147; hereinafter referred to as the "COVID-19 Act").

The virtual Annual General Meeting will be broadcast live in audio and video on our shareholder portal. Physical attendance by shareholders or their authorised representatives is not permitted. The live transmission does not enable participation in the virtual Annual General Meeting in the meaning of § 118 (1) Sentence 2 Stock Corporation Act (AktG). The voting rights of shareholders or their authorised representatives shall consequently be exercised exclusively by way of postal voting or by granting power of attorney to the proxies appointed by the Company.

Information on shareholders' rights pursuant to § 122 (2), § 126 (1), § 127, § 131 (1) Stock Corporation Act (AktG) in conjunction with Article 2 § 1 COVID-19 Act

1. Supplementary motions to the agenda at the request of a minority pursuant to § 122 (2) Stock Corporation Act (AktG)

Shareholders whose shares account, in aggregate, for one-twentieth of the share capital or a notional interest of EUR 500,000.00 (the latter corresponds to 400.000 no-par value shares of Talanx Aktiengesellschaft) may request that items be included on the agenda, and published.

Each new item must be accompanied by a statement of reasons or the wording of the proposed resolution. The request must be addressed in writing to the Board of Management of Talanx Aktiengesellschaft and must be received by the Company pursuant to § 122 (2) Stock Corporation Act (AktG) at least 30 days before the Annual General Meeting, i.e. at the latest no later than 4 April 2022, 24:00 hours (CEST). Requests for additions to the agenda addressed elsewhere will not be considered.

Please address any such motion to the following address: Talanx Aktiengesellschaft, Attn. Head of Group Governance/Corporate Office

- by mail: HDI-Platz 1, 30659 Hannover/Germany
- by fax: +49 511 3747 112209
- electronically: hauptversammlung@talanx.de

Pursuant to § 122 (2) in accordance with (1) Stock Corporation Act (AktG) motions for additions to the agenda will be considered only if the applicants provide evidence that they have been the holders of the shares that fulfil the required minimum shareholding for at least 90 days prior to the day of receipt of the motion and that they will hold the share until the decision of the Board of Management concerning the motion has been made; in this respect, § 70 Stock Corporation Act (AktG) shall apply to the calculation of the time of shareholding. § 121 (7) Stock Corporation Act (AktG) shall apply to the calculation of the time limit.

Requests for additions to the agenda that are to be announced will be published in the German Federal Gazette (Bundesanzeiger) without delay after receipt of the request, unless they have already been announced with the convening notice. They will also be published on the website <https://www.talanx.com/agm> and communicated pursuant to § 125 (1) Sentence 3 Stock Corporation Act (AktG).

Motions by shareholders that are to be made accessible pursuant to § 126 or § 127 Stock Corporation Act (AktG) shall be deemed to have been submitted to the Annual General. Any questions and appeal against a resolution of the Annual General Meeting in such requests will not be considered. They must be submitted solely in the manner specified in numbers 3 and 5 below.

The provisions of the German Stock Corporation Act (AktG) underlying these shareholders' rights read as follows:

§ 122 AktG - Convening a meeting at the request of a minority (excerpts)

(1) ¹A shareholders' meeting shall be called if shareholders whose combined shares amount to at least one-twentieth of the capital stock request such meeting in writing, stating the purpose and the reasons of such meeting; such request shall be addressed to the managing board. ²The articles may provide that the right to request a shareholders' meeting shall require another form and the holding of a lower portion of the capital stock. ³Persons submitting a request must prove that they have held the shares for at least 90 days before the date the request is received and that they hold the shares until the managing board decides on the request. ⁴Section 121 (7) shall be applied mutatis mutandis.

(2) ¹In the same manner, shareholders whose combined shares amount to at least one-twentieth of the capital stock or a proportionate ownership of at least € 500,000 may request that items be placed on the agenda and be published. ²Each new item must be accompanied by supporting information or a formal resolution proposal. ³The request within the meaning of sentence 1 must be received by the company no later than 24 days, in the case of stock exchange listed companies no later than 30 days, prior to the meeting, excluding the day of receipt.

§ 121 AktG - General (excerpts)

(7) ¹For periods and deadlines counted backwards from the date of the meeting, the day of the meeting shall not be included in the calculation. ²Any move from a Sunday, Saturday or public holiday to a preceding or subsequent business day shall not be possible. ³Sections 187 to 193 of the German Civil Code (BGB) shall not be applied mutatis mutandis. ⁴In the case of non-listed companies, the Articles of Association may determine a different calculation of the period.

§ 70 AktG - Calculation of the period of shareholding

¹If the exercise of rights arising from the share requires that the shareholder has been the holder of such share for a certain period of time, the right to demand transfer of title from a credit institution, a financial services institution, a securities institution or an enterprise operating under Section 53 (1) sentence 1 or Section 53b (1) sentence 1 or Section 53b (7) of the German Banking Act (KWG) shall be deemed equivalent to ownership. ²The period during which the share has been owned by a predecessor shall be attributed to the shareholder if he/she has acquired the share without consideration, from his/her trustee, as full legal successor, in connection with the winding-up of a co-ownership or as a result of a transfer of assets pursuant to Section 13 of the Insurance Supervision Act or Section 14 of the Building Loan Associations Act.

The Articles of Association of Talanx Aktiengesellschaft do not make use of the option in § 122 (1) Sentence 2 of the German Stock Corporation Act (AktG) to make the right to request the convening of a General Meeting conditional upon a different form and the holding of a lower proportion of the share capital.

2. Countermotions and election proposals pursuant to § 126 (1), § 127 Stock Corporation Act (AktG), Article 2 § 1 (2) Sentence 3 COVID-19 Act

All shareholders are entitled to submit countermotions in respect of proposals made by the Board of Management and/or the Supervisory Board regarding specific agenda items, as well as proposals for the elections on the agenda (§ 126 (1), § 127 Stock Corporation Act (AktG)).

All countermotions (along with a statement of reason) and election proposals must be sent to:

Talanx Aktiengesellschaft, Attn. Head of Group Governance/Corporate Office

- by mail: HDI-Platz 1, 30659 Hannover/Germany
- by fax: +49 511 3747 112209
- electronically: hauptversammlung@talnx.de

Countermotions from shareholders, subject to § 126 (2) and (3) Stock Corporation Act (AktG), and election proposals, subject to § 127 Sentence 1, § 126 (2) and (3), and § 127 Sentence 3 Stock Corporation Act (AktG), will be made available exclusively on the internet at <https://www.talanx.com/agm>, provided that they have been received no later than 22 April 2022, 24:00 (CEST) at the above mentioned address. These will be made accessible,

including shareholder's name, statement of reasons and any comments by the management. The Board of Management reserves the right to combine counter motions and the statements of reasons if several shareholders submit counter motions on the same agenda items.

Counter motions or election proposals by shareholders that are to be made accessible pursuant to § 126 or § 127 Stock Corporation Act (AktG) shall be deemed to have been submitted to the Annual General Meeting if the shareholder making the motion or submitting the nomination is duly authorized and registered for the Annual General Meeting. This shall not affect the right of the chairman of the Annual General Meeting to vote first on the proposals of the administration.

Counter motions and election proposals by shareholders that must be made available in accordance with § 126 or § 127 of the German Stock Corporation Act (AktG) shall be deemed to have been submitted at the Annual General Meeting if the shareholder submitting the counter motion or election proposal is duly authorized to do so and is registered for the Annual General Meeting. Any questions and objections to resolutions of the Annual General Meeting in such counter motions and election proposals will not be considered. These must be submitted solely in the manner specified in numbers 3 and 5 below.

The provisions of the German Stock Corporation Act (AktG) underlying these shareholders' rights, which also specify under which conditions counter motions and election proposals need not be made available, read as follows:

§ 126 AktG - Motions by shareholders

(1) ¹Motions by shareholders including the shareholders' name, supporting information and, if any, management's position shall be made available to the eligible persons referred to in Section 125 (1) through (3) under the conditions specified therein, provided that the shareholder transmitted to the company at least 14 days prior to the meeting a counter proposal to a proposal of the Managing Board and the Supervisory Board regarding a specific item on the agenda, together with supporting information, to the address designated for this purpose in the Notice of Annual Shareholders' Meeting. ²The day of receipt shall not be counted. ³In the case of stock exchange listed companies, the required accessibility shall be provided over the website of the company. ⁴Section 125 (3) shall apply mutatis mutandis.

(2) ¹A counter proposal and its supporting information need not be made available if:

1. the Managing Board would, by reason of such availability, become criminally liable;
2. the counter proposal would result in a resolution of the shareholders' meeting that would be illegal or would violate the Articles of Association;
3. the supporting information contains statements which are manifestly false or misleading in material respects or which are libelous;
4. a counter proposal of such shareholder based on the same facts has already been made available with respect to a shareholders' meeting of the company pursuant to Section 125;
5. the same counter proposal from this shareholder with essentially identical supporting information has already been made available pursuant to Section 125 to at least two shareholders' meetings of the company within the past five years and at such

shareholders' meetings less than one-twentieth of the capital stock represented has voted in favor of the counterproposal;

6. the shareholder indicates that he/she will neither attend nor be represented at the shareholders' meeting; or

7. within the past two years at two shareholders' meetings the shareholder has failed to make a counterproposal he/she has submitted or failed to cause said counterproposal to be made.

²The supporting information need not be made available if it exceeds a total of 5,000 characters.

(3) If several shareholders make counterproposals for resolution with respect to the same subject matter, the managing board may combine such counterproposals and the respective supporting information.

§ 127 AktG - Election nominations by shareholders

¹Section 126 shall apply mutatis mutandis to a nomination by a shareholder for the election of members of the supervisory board or independent auditors. ²Such nomination need not be supported by a statement of the reasons therefor. ³The managing board need not make such nomination available if the nomination fails to contain information pursuant to Section 124 (3) sentence 4 and Section 125 (1) sentence 5.

⁴The Managing Board shall ensure that the nomination by a shareholder for the election of Supervisory Board members of listed companies that are subject to the German Co-determination Act (MitbestG), the German Act on Co-determination in the Coal, Iron and Steel Industry (MontanMitbestG) or the German Supplementary Co-determination Act (MontanMitbestGErgG) is accompanied by the following contents:

1. reference to the requirements of Section 96 (2),
2. statement as to whether there has been an objection to joint compliance in accordance with Section 96 (2) sentence 3 and
3. minimum number of seats on the Supervisory Board that must be occupied by women and by men so that the minimum quota required by Section 96 (2) sentence 1 is complied with.

§ 124 AktG - Publication of requests for additions to the agenda; proposals for resolutions (excerpts)

(3) ⁴The proposal for the election of members of the Supervisory Board or auditors shall state their names, actual profession and place of residence.

§ 125 AktG - Communications to shareholders and supervisory board members

(1) ¹At least 21 days prior to the date of the shareholders' meeting, the managing board of a company that has not exclusively issued registered shares shall communicate the notice of the shareholders' meeting to:

1. the intermediaries who hold shares in the company in custody,

2. the shareholders and intermediaries who have requested such communication and
3. the shareholders' associations that have requested such communication or exercised voting rights at the preceding shareholders' meeting.

²The day of the communication shall not be counted. ³If the agenda must be amended in accordance with Section 122 (2), such amended agenda shall be communicated in the case of stock exchange listed companies. ⁴The communication shall indicate the option of exercising voting rights by a proxy, including by a shareholders' association. ⁵In the case of listed companies, any nomination for the election of supervisory board members must be accompanied by details of their memberships in other supervisory boards whose establishment is required by law; details of their memberships in comparable domestic and foreign controlling bodies of business enterprises should also be provided.

(2) ¹The managing board of a company that has issued registered shares shall provide the same communication to persons registered in the share register, as well as to the shareholders and intermediaries who have requested such communication and to the shareholders' associations that have requested such communication or exercised voting rights at the preceding shareholders' meeting, by the beginning of the 21st day before the shareholders' meeting.

(3) Every member of the supervisory board may request that the managing board send the same communication to him/her.

(4) Upon request, every member of the supervisory board and every shareholder shall be sent the resolutions adopted at the shareholders' meeting.

(5) ¹The minimum requirements as regards the content and format of the information contained in the communications in accordance with Section 125 (1) sentence 1 and (2) are specified in Commission Implementing Regulation (EU) 2018/1212. ²Section 67a (2) sentence 1 shall apply to Section 125 (1) and (2) mutatis mutandis. ³In the case of listed companies, the intermediaries who hold shares in the company in custody are obligated pursuant to Sections 67a and 67b to forward and communicate the information specified in Section 125 (1) and (2), unless the intermediary knows that the shareholder receives it from another party. ⁴The same shall apply to non-listed companies, with the proviso that the provisions of Commission Implementing Regulation (EU) 2018/1212 shall not be applied.

The provisions of the COVID-19 Act underlying these shareholders' rights read as follows:

Article 2 § 1 (excerpts)

(2) ³Proposals or election nominations by shareholders that must be made available in accordance with Section 126 or Section 127 of the German Stock Corporation Act (AktG) shall be deemed to have been submitted at the meeting if the shareholder submitting the proposal or election nomination is duly authorized to do so and is registered for the shareholders' meeting.

3. Shareholders' right to pose questions pursuant to § 131 (1) Stock Corporation Act (AktG) in conjunction with Article 2 § 1 (2) Sentence 1 No 3, Sentence 2 COVID-19 Act

According to Section 131 (1) of the German Stock Corporation Act (AktG), each shareholder or shareholder representative at a shareholders' meeting with physical attendance may ask the Managing Board to provide information regarding the Company's affairs, the Company's legal and business relations with affiliated companies, and the position of the Group and any companies included in the Consolidated Financial Statements, to the extent that such information is necessary to permit a proper evaluation of the relevant item on the agenda.

The conduction of the virtual Annual general Meeting pursuant to COVID-19 Act does not open up the option to obtain information pursuant to § 131 Stock Corporation Act (AktG). Instead, shareholders are granted a right to pose questions using electronic communication under the COVID-19 Act.

Shareholders' questions must be submitted no later than one day before the meeting, i.e. no later than 3 May 2022, 24:00 hours (CEST) (time of receipt) , stating the shareholder number, by way of electronic communication via the shareholder portal at <https://hv-talanx.link-apps.de/immet>. No questions may be asked after this point in time and, in particular, during the virtual Annual General Meeting. Shareholders can access the shareholder portal by entering their shareholder number and the corresponding individual access code, which will be sent to them.

The Board of Management shall decide at its own best judgement how to respond to questions. The Board of Management may summarize questions and their answers as it deems appropriate. Questions in foreign languages will not be considered.

The provisions of the German Stock Corporation Act (AktG) underlying these shareholders' rights read as follows:

Section 131 AktG - Shareholders' right to obtain information

(1) ¹Each shareholder shall upon request be provided with information at the shareholders' meeting by the managing board regarding the company's affairs, to the extent that such information is necessary to permit a proper evaluation of the relevant item on the agenda. ²The duty to provide information shall also extend to the company's legal and business relations with any affiliated company. ³If a company makes use of the provisions on the simplified procedure pursuant to Section 266 (1) sentence 3, Section 276 or Section 288 of the German Commercial Code (HGB), each shareholder may request that the annual financial statements be presented to him/her at the shareholders' meeting on such annual financial statements in the form that would have been used if the provisions on the simplified procedure were not applied. ⁴The duty of the managing board of a parent company (Section 290 (1) and (2) of the German Commercial Code (HGB)) to provide information at the shareholders' meeting at which the consolidated financial statements and management report of these statements are presented also extends to the position of the consolidated group and any companies included in the consolidated financial statements.

(2) ¹The information provided shall comply with the principles of conscientious and accurate accounting. ²The articles or the bylaws pursuant to Section 129 may authorize the chairman of the meeting to reasonably limit a shareholder's time to speak and ask questions and may provide relevant details in this connection.

(3) ¹The managing board may refuse to provide information:

1. to the extent that providing such information is, according to sound business judgment, likely to cause not immaterial damage to the company or an affiliated company;
2. to the extent that such information relates to tax valuations or the amount of certain taxes;
3. with regard to the difference between the value at which items are shown in the annual balance sheet and the higher market value of such items, unless the shareholders' meeting is to approve the annual financial statements;
4. with regard to the methods of accounting and valuation, if disclosure of such methods in the notes is sufficient to provide a true and fair view of the actual condition of the company's assets, liabilities, financial position and profit and loss within the meaning of Section 264 (2) of the German Commercial Code (HGB); the foregoing shall not apply if the shareholders' meeting is to approve the annual financial statements;
5. if the managing board would, by providing such information, become criminally liable;
6. insofar as, in the case of a credit institution, a financial services institution or a securities institution, information need not be given on methods of accounting and valuation applied and setoffs made in the annual financial statements, management report thereof, consolidated financial statements or management report thereof;
7. if the information is continuously available on the website of the company for at least seven days prior to the beginning of and during the shareholders' meeting.

²The provision of information may not be refused for other reasons.

(4) ¹ If information has been provided to a shareholder outside the shareholders' meeting by reason of his/her status as a shareholder, such information shall upon request be provided to any other shareholder at the shareholders' meeting, even if such information is not necessary to permit a proper evaluation of an item on the agenda. ²The managing board may not refuse to provide such information on the grounds of Section 131 (3) sentence 1 no. 1 through 4. ³Sentences 1 and 2 shall not apply if a subsidiary (Section 290 (1) and (2) of the German Commercial Code (HGB)), a joint venture (Section 310 (1) of the German Commercial Code (HGB)) or an associated company (Section 311 (1) of the German Commercial Code (HGB)) provides information to a parent company (Section 290 (1) and (2) of the German Commercial Code (HGB)) for the purpose of including the company in the consolidated financial statements of the parent company, and the information is needed for that purpose.

(5) A shareholder who has been denied information may request that his/her query and the reason for which the information was denied be recorded in the minutes of the meeting.

The provisions of the COVID-19 Act underlying these shareholders' rights read as follows:

Article 2 § 1 (excerpts)

(2) ¹The managing board may decide to hold the shareholders' meeting as a virtual shareholders' meeting without the physical attendance of the shareholders or their proxy representatives, provided that

1. the entire shareholders' meeting is broadcast by means of sound and vision;
2. shareholders can exercise their voting rights (by absentee voting or electronic participation) and authorize proxy representatives by means of electronic communication;
3. shareholders are given a right to ask questions by means of electronic communication;
4. shareholders who have exercised their voting rights in accordance with Section 1 (2) number 2 are given the opportunity to object to a resolution adopted by the shareholders' meeting by way of derogation from Section 245 number 1 of the German Stock Corporation Act (AktG), with the need to be physically present at the shareholders' meeting being waived.

²The managing board shall decide at its duty-bound and free discretion how to answer questions; it may also stipulate that questions must be submitted by means of electronic communication no later than one day prior to the meeting. ³Proposals or election nominations by shareholders that must be made available in accordance with Section 126 or Section 127 of the German Stock Corporation Act (AktG) shall be deemed to have been submitted at the meeting if the shareholder submitting the proposal or election nomination is duly authorized to do so and is registered for the shareholders' meeting.

§ 15 of the Articles of Association of Talanx Aktiengesellschaft reads as follows:

§ 15 Chairmanship

(1) The Annual General Meeting shall be chaired by the Chairman of the Supervisory Board or, in the event of the latter being prevented from attending, by another member of the Supervisory Board whom he has designated. If neither of these members of the Supervisory Board is present or willing to chair the meeting, the Chairman of the Meeting shall be elected by the shareholders' members of the Supervisory Board who are present.

(2) The Chairman of the Meeting shall direct the course of the Annual General Meeting. In particular, he shall determine the order in which the items on the agenda are dealt with, the type, form and sequence of the votes and the order of the speakers.

(3) The Chairman of the Meeting may appropriately set and limit the question and speaking times of shareholders. In particular, he is entitled at the beginning or in the course of the Annual General Meeting to set an appropriate time limit for the entire Annual General Meeting, for certain items on the agenda or for individual speakers.

(4) If announced in the invitation to the Annual General Meeting, the Chairman of the Meeting may direct that the Annual General Meeting be recorded and broadcast in audio and video form in a manner to be specified at his discretion.

4. Possibility of submitting comments

In the case of a virtual shareholders' general meeting without physical attendance, shareholders do not have the opportunity to comment on the agenda by making speeches, as a

matter of principle. However, above and beyond the requirements of the COVID-19 Act, shareholders who are registered in the share register and have duly registered to attend the Annual General Meeting may submit comments to the Company in text form or as a video. Comments can then be published in the shareholder portal.

Comments can be sent to Talanx Aktiengesellschaft in German language only and no later than 1 May 2022, 24:00 hours (CEST) (time of receipt), via the shareholder portal under <https://hv-talanx.link-apps.de/imeet>.

The length of a statement may not exceed 10,000 characters or – in the case of a statement by video – two minutes. Statements by video are only permissible if shareholders or their authorized representatives appear and speak in it themselves.

No legal claim exists to the publication of a comment. In particular, the Company reserves the right not to publish statements if they fail to bear any identifiable relevance to the agenda of the Annual General Meeting, do not correspond in content and presentation to a permissible speech at the Annual General Meeting, or include insulting, discriminatory, criminally relevant, obviously false or misleading content. The same applies to comments in languages other than German as well as to comments exceeding 10,000 characters or – in the case of comments submitted by video – two minutes in length. Only one comment in text form or as a video message is permitted per shareholder.

Any motions, election proposals, questions and appeals against a resolutions of the Annual General Meeting in the submitted comments will not be considered. They may be submitted solely in the manner specified in numbers 1, 2, 3 and 5.

5. Option to appeal against a resolution of the Annual General Meeting pursuant to § 245 No 1 Stock Corporation Act (AktG), Article 2 § 1 (2) Sentence 1 No 4 COVID-19 Act

An appeal against a resolution of the Annual General Meeting pursuant to § 245 No. 1 Stock Corporation Act (AktG) in conjunction with Article 2 § 1 (2) Sentence 1 No. 4 COVID-19 Act may be recorded by shareholders or authorized representatives who have exercised voting rights from the beginning of the virtual Annual General Meeting until the end of the virtual Annual General Meeting on 5 May 2022 by means of electronic communication via the shareholder portal.

The provisions of the German Stock Corporation Act (AktG) underlying these shareholders' rights read as follows:

Section 245 AktG - Authority to bring an action for avoidance (excerpts)

The following shall have authority to bring an action for avoidance:

1. Any shareholder attending the shareholders' meeting, provided he/she has already acquired the shares prior to the agenda having been published by notice and provided he/she raised an objection concerning the resolution and had it recorded in the minutes.

The provisions of the COVID-19 Act underlying these shareholders' rights read as follows:

Article 2 § 1 (excerpts)

(2) ¹The managing board may decide to hold the shareholders' meeting as a virtual shareholders' meeting without the physical attendance of the shareholders or their proxy representatives, provided that

1. the entire shareholders' meeting is broadcast by means of sound and vision;
2. shareholders can exercise their voting rights (by absentee voting or electronic participation) and authorize proxy representatives by means of electronic communication;
3. shareholders are given a right to ask questions by means of electronic communication;
4. shareholders who have exercised their voting rights in accordance with Section 1 (2) number 2 are given the opportunity to object to a resolution adopted by the shareholders' meeting by way of derogation from Section 245 number 1 of the German Stock Corporation Act (AktG), with the need to be physically present at the shareholders' meeting being waived.

²The managing board shall decide at its duty-bound and free discretion how to answer questions; it may also stipulate that questions must be submitted by means of electronic communication no later than one day prior to the meeting. ³Proposals or election nominations by shareholders that must be made available in accordance with Section 126 or Section 127 of the German Stock Corporation Act (AktG) shall be deemed to have been submitted at the meeting if the shareholder submitting the proposal or election nomination is duly authorized to do so and is registered for the shareholders' meeting.