

Rules of Procedure for Talanx AG's Supervisory Board

The Supervisory Board of Talanx AG (the "Company") resolved on 8 November 2019 to amend the Rules of Procedure for the Supervisory Board, which were amended most recently prior to that on 11 August 2017, and to formulate them as follows with immediate effect:

1 Tasks of the Supervisory Board

- (1) The Supervisory Board advises the Board of Management in its running of the Company and supervises its management of the business.
- (2) The Supervisory works closely together with the Board of Management for the benefit of the Company.
- (3) The Supervisory Board performs its tasks in accordance with the law, the Articles of Association and these Rules of Procedure.
- (4) The Supervisory Board reviews the efficiency of its activities at three-year intervals. When doing so, it focuses in particular on assessing how effectively it as a whole and its committees are performing their tasks.
- (5) The Supervisory Board resolves on the approval of related party transactions.

2 Membership of the Supervisory Board

- (1) All members of the Supervisory Board must have the knowledge, skills and professional experience necessary to allow them to perform their tasks in a due and proper manner. The shareholder representatives on the Supervisory Board should include what is, in their opinion, an appropriate number of independent members. The composition of the Supervisory Board should reflect the principle of diversity.
- (2) Supervisory Board members should generally belong to the Supervisory Board for a maximum of three consecutive terms of office; the next term of office, which starts as from the end of the 2018 General Meeting or – in the case of the employee representatives – as from the end of the 2019 General Meeting is the first term of office that must be taken into account in this respect. Furthermore, members of the Supervisory Board should be less than 72 years old at the time of their election.
- (3) All Supervisory Board members shall ensure that they have enough time to perform their Supervisory Board duties. The Company shall support the members of the Supervisory Board when these take office and with respect to training and professional development measures.
- (4) Not more than two former members of the Company's Board of Management may belong to the Supervisory Board. Members of the Supervisory Board may not be members of the governing bodies of, or perform individual advisory functions at, significant competitors of the Company, a Group company or the Talanx Group ("the Group"). In addition, they should not have a personal relationship to a significant competitor.

3 Rights and duties of Supervisory Board members

- (1) Members of the Supervisory Board have the same rights and duties. They are not bound to follow orders or instructions.
- (2) Members of the Supervisory Board must not disclose any confidential information or secrets belonging to the Company (i.e. operating and trade secrets) that become known to them as a result of their work on the Supervisory Board. This duty continues to apply after the end of their term of office. The non-disclosure obligation applies in particular to confidential reports and discussions. If a Supervisory Board member wishes to pass on information to third parties and such information cannot be said with certainty not to be confidential or not to relate to Company secrets, he or she is obliged to inform the Supervisory Board Chairman in advance and to give him the opportunity to express an opinion. All Supervisory Board members shall ensure that any persons engaged by them are governed by the same duty of secrecy.
- (3) All Supervisory Board members are obliged to act in the interests of the Company. They may not be governed by personal interests when making decisions, and nor may they take advantage for themselves of business opportunities intended for the Company. All members of the Supervisory Board must disclose conflicts of interest to the Supervisory Board, and especially those that could arise as a result of a consulting engagement or a governing body position at customers, suppliers, creditors or other business partners.
- (4) In accordance with Article 19 (1) and (2) of the Market Abuse Regulation, all Supervisory Board members must inform the Company and the Bundesanstalt für Finanzdienstleistungsaufsicht (BaFin – the Federal Financial Supervisory Authority) within three working days of transactions on their own account in the Company's shares or in financial instruments, and particularly derivatives, relating to these. This duty also applies to closely related parties of the Supervisory Board member (and in particular their spouses, registered civil partners, dependent children and other relations who have lived in the same household as the Supervisory Board member for at least one year). No notification has to be made if the total volume of the Supervisory Board member's transactions does not exceed EUR 5,000 within a calendar year. Each closely related party of a Supervisory Board member has a personal exemption limit of EUR 5,000. Purchases and sales are not offset in this context, but are rather added together.

4 Chairman and Deputy Chairman

- (1) The Supervisory Board elects its Chairman and one or more Deputy Chairmen from among its members for the period of their term of office on the Supervisory Board. The election should be held in a meeting taking place immediately after the General Meeting that elects the shareholder representatives to the Supervisory Board that must be elected by the General Meeting; this Supervisory Board meeting does not have to be specially convened. The oldest member of the Supervisory Board (measured in terms of age) shall chair the election.
- (2) If the Chairman, the Deputy Chairman or – where more than one Deputy Chairman has been elected – one of the Deputy Chairmen steps down before the end of their term of office, the Supervisory Board shall hold a new election to this position without undue delay.
- (3) The Deputy Chairman only has the rights and duties of the Chairman if the latter is unable to exercise these, and to the extent that the law or the Articles of Association do not set out anything to the contrary.

- (4) The Chairman or – if he is unable to exercise his duties – the elder of the Deputy Chairmen (measured in terms of age) is authorised to issue declarations in the name of the Supervisory Board that are needed to implement the resolutions of the Supervisory Board and its committees. The Chairman or – if he is unable to exercise his duties – the elder of the Deputy Chairmen (measured in terms of age) is authorised to receive declarations on behalf of the Supervisory Board.

5 Appointment of the members of the Board of Management

- (1) The Supervisory Board should only appoint persons as members of the Board of Management who are less than 65 years old. The Supervisory Board takes diversity into account when determining the composition of the Board of Management.
- (2) The individual terms of office should be determined in such a way that they end at the latest at the end of the month in which the member of the Board of Management reaches the age of 65.
- (3) The initial term of office for members of the Board of Management members should not exceed three years.

6 Meetings

- (1) The Supervisory Board must hold two meetings per calendar half-year. Furthermore, a Supervisory Board meeting must be convened if such a meeting is requested by a Supervisory Board member or by the Board of Management, stating the purpose and the reasons for this.
- (2) Supervisory Board meetings are convened in writing by the Chairman giving 14 days' notice. In urgent cases, the Chairman can shorten this notice period and can convene the meeting orally, by telephone or by fax.
- (3) The agenda items for the meeting must be communicated together with the invitation. Additions to the agenda must be communicated at the latest seven days before the meeting unless the urgency of the case justifies later communication. The documents needed to prepare the meeting and the decision documents for agenda items should be submitted in enough time before the meeting to enable absent members of the Supervisory Board to cast votes in writing.
- (4) The Chairman can, after a due assessment of the circumstances, cancel or reschedule a meeting that has been convened.
- (5) The Chairman chairs the meetings. He appoints the minute-writer and decides on whether experts and people able to provide information on certain issues should be invited or requested to attend the discussions of individual agenda items.
- (6) The members of the Board of Management take part in the meetings unless the Supervisory Board Chairman decides anything to the contrary. The Supervisory Board also meets regularly without the Board of Management.

7 Resolutions

- (1) Supervisory Board resolutions are generally passed during meetings. Members who take part in meetings by phone or using videoconferencing are considered to be present. Absent Supervisory Board members can take part in resolutions at a meeting by requesting another Supervisory Board member to submit a written or faxed vote for them. Absent Supervisory Board members can submit a vote after the meeting if all members present agree to this.
- (2) The Chairman determines the order in which agenda items are discussed, and the nature and order of the votes. He can postpone the discussion of and resolution on one or all of the agenda items until the next meeting at the latest if an identical number of shareholder and employee representatives would not take part in the resolution or if there is another material reason for such a postponement. The Chairman is not authorised to make a further postponement.
- (3) Resolutions can only be passed on agenda items that were not communicated in good time if no members object to this. In such cases, absent members must be given the opportunity to object to such a resolution within an appropriate period to be specified by the Chairman; the resolution shall only take effect if no absent member objects within the specified period.
- (4) Where stipulated by the Chairman, Supervisory Board resolutions can also be taken during telephone or video conference calls or outside meetings by way of oral, phone, written or fax votes. A right to object to this type of resolution does not exist.
- (5) The Supervisory Board is quorate if all members have been invited to the meeting or have been requested to take part in a vote and at least half of the members of which the Supervisory Board has to consist in total have taken part in the resolution. Members also take part in resolutions by abstaining from voting.
- (6) Supervisory Board resolutions are passed by a majority of the votes cast in those cases in which a different majority is not prescribed by law. If a vote results in a tie, a renewed vote on the same issue will be held; if this is also tied the Chairman has the casting vote. This casting vote can also be made in writing in accordance with paragraph 1 sentence 3.

8 Minutes

- (1) Minutes of Supervisory Board meetings must be taken and must be signed by the Chairman. The minutes must state the place and date of the meeting, the agenda items, the material content of the discussions and the resolutions passed by the Supervisory Board. A copy of the minutes must be sent to all Supervisory Board members without undue delay.
- (2) The Chairman makes a written record of resolutions that are passed outside of meetings. A copy of this written record is sent to all Supervisory Board members without undue delay.
- (3) Minutes and written records as set out in paragraphs (1) and (2) above are approved in the meeting following their receipt.

- (4) The wording of the resolutions passed by the Supervisory Board can be taken down in the meetings and immediately signed by the Chairman as part of the minutes. Where resolutions taken during meetings are specifically included in the minutes in this way, any objections can only be made during the meeting.

9 General rules governing committees

- (1) In addition to the Standing Committee required to be established under section 27(3) of the German Co-determination Act (MitbestG) (Article 11(1) of the Articles of Association), the Supervisory Board must establish a Personnel Committee (Article 10), a Finance and Audit Committee (Article 11) and a Nomination Committee (Article 12). Other committees shall be formed as needed. To the extent that this is legally permissible, the Supervisory Board can delegate decision-making powers to the committees.
- (2) The committee members are elected for the Supervisory Board's term of office in each case. If a committee member steps down from the committee during this period, a replacement is elected for the remainder of the term of office of the departing member.
- (3) A committee is quorate if all members have been invited to the meeting or have been requested to take part in a vote and half of its members, but at least three members, have taken part in the resolution. If a vote in a committee results in a tie, a renewed vote on the same issue will be held; if this is also tied the committee chairman has the casting vote; however, this does not apply to votes taken by the Standing Committee. The deputy chairman of a committee does not have a casting vote.
- (4) Members of the Board of Management take part in committee meetings insofar as the committee chairman so wishes.
- (5) The committee chairman reports regularly to the Supervisory Board on the work of the committee concerned.
- (6) Otherwise, the rules set out in sections 4 and 6 to 8 of these Rules of Procedure shall apply to the procedures to be used in committees, with the necessary modifications.

10 Personnel Committee

- (1) The Personnel Committee consists of the Supervisory Board Chairman and two or three Supervisory Board members. The Supervisory Board Chairman serves as the committee chairman.
- (2) The Personnel Committee prepares the Supervisory Board's decisions on personnel issues. It passes resolutions instead of the Supervisory Board on the following:
 - a) The content, signature, amendment and termination of contracts of service with the members of the Board of Management, with the exception of issues relating to remuneration and their implementation;
 - b) Other legal transactions involving current and former members of the Board of Management as set out in section 112 of the German Stock Corporation Act (AktG);
 - c) Consent to other activities to be performed by a member of the Board of Management or to the holding of equity interests in a company that competes with the Company or with a company affiliated with the Company, or that has significant business relationships with the Company or with a company affiliated with the

Company. Shares held as part of private asset management that do not permit any influence to be exerted on the governing bodies of the company concerned are not considered to be equity interests within the meaning of this provision;

- d) The granting of loans to the persons specified in sections 89 and 115 of the AktG;
 - e) Consent to contracts with Supervisory Board members in accordance with section 114 of the AktG.
- (3) Members of the Board of Management or the Supervisory Board disclose conflicts of interest to the Personnel Committee instead of the Supervisory Board. The Chairman of the Supervisory Board is responsible for receiving the declarations.
 - (4) The Personnel Committee regularly discusses long-term succession planning for the Board of Management. It takes the Company's executive planning into account when doing so.

11 Finance and Audit Committee

- (1) The Finance and Audit Committee comprises the Supervisory Board Chairman and three to five members of the Supervisory Board. At least one committee member must have professional experience in the areas of accounting or auditing ("financial expert").
- (2) The members of the Finance and Audit Committee are elected by the Supervisory Board; the committee chairman is elected by the committee members.
- (3) The Finance and Audit Committee decides instead of the Supervisory Board on the exercise of employees' participation rights in accordance with section 32 of the MitbestG.
- (4) Where nothing to the contrary is set out in the paragraphs below, the Finance and Audit Committee prepares the decisions by the Supervisory Board on the following transactions requiring Supervisory Board approval in accordance with section 7 of the Rules of Procedure for the Board of Management:

Section 7(1) a):

Resolution of the strategic principles and objectives for the Company and the Group

Section 7(1) b):

Resolution of the annual planning for the Company and the Group

Section 7(1) c):

Resolution of the medium and long-term planning for the Company and the Group

Section 7(2).

- (5) The Finance and Audit Committee oversees the accounting, the accounting process, and the effectiveness of the internal control system, the risk management system and the internal audit system. In addition, it handles questions relating to compliance and the information system for the Supervisory Board.
- (6) The Finance and Audit Committee oversees the external audit of the annual and consolidated financial statements. It assesses the quality of the external auditing at regular intervals.

- (7) The Finance and Audit Committee is responsible for overseeing the independence of the statutory auditor and of the additional services provided by the latter. In particular, it performs the following tasks in this context:
- a) If the statutory auditor informs the Finance and Audit Committee that the total fees paid by the Company in each of the last three consecutive financial years are more than 15 percent of the total fees received by the statutory auditor or the group auditor carrying out the statutory audit in each of these financial years, the committee shall discuss the dangers to the statutory auditor's independence with the statutory auditor, along with the safeguards applied to mitigate these dangers. The committee shall consider whether the audit engagement should be subject to an engagement quality control review by another statutory auditor or audit firm prior to the issuance of the audit opinion. Where the fees paid by the Company continue to exceed 15 percent of the total fees received by the statutory auditor or group auditor, the committee shall decide on the basis of objective grounds whether the statutory auditor or group auditor may continue to carry out the audit for an additional period, which shall not, in any case, exceed two years.
 - b) The Finance and Audit Committee shall decide on whether to approve the performance by the statutory auditor of any non-audit services other than those that are prohibited. In this context it must assess the danger to the auditor's independence and the safeguards applied. The Finance and Audit Committee shall draw up any guidelines required in relation to these services.
 - c) The Finance and Audit Committee receives the declaration of independence by the statutory auditor and discusses the dangers to the latter's independence and the safeguards applied to mitigate these dangers with it.
 - d) The Finance and Audit Committee decides on whether to approve the performance by the statutory auditor of tax advisory services, to the extent that such services require approval.
- (8) The Finance and Audit Committee prepares the Supervisory Board's examination of the annual financial statements, the management report, the proposal on the appropriation of the distributable profit, the consolidated financial statements and the Group management report (including the CSR reporting). As part of this process, the committee should familiarise itself in detail with the statutory auditor's view of the net assets, financial position and results of operations, and should obtain explanations of the impact of any changes in the accounting policies on the net assets, financial position and results of operations, and of any alternatives that exist.
- (9) The statutory auditor takes part in the meetings of the Finance and Audit Committee that discuss the annual and consolidated financial statements so as to report on the key findings of its audit. Above and beyond this, the committee chairman decides whether the statutory auditor should take part in the committee meetings.
- (10) The Finance and Audit Committee, together with the Supervisory Board, receives the audit report from the statutory auditors and forwards it without undue delay after its submission to the Board of Management, giving the latter the opportunity to comment on it. The committee discusses with the statutory auditor the key findings of the statutory audit that are set out in the audit report in those cases in which the statutory auditor or the committee itself requests this.

- (11) The Finance and Audit Committee addresses the half-year financial report and the quarterly statements. It discusses the statutory auditors' review report on the half-yearly financial statement and the financial statements section of the quarterly statements.
- (12) The Finance and Audit Committee addresses the selection of the statutory auditors and submits a recommendation for the appointment of statutory auditors to the Supervisory Board. It performs the special selection procedure in those cases in which this is required before the statutory auditors are appointed.
- (13) The committee issues the audit engagement to the statutory auditor. It addresses the determination of the audit's areas of emphasis and the fees payable to the statutory auditor. The Finance and Audit Committee must impose the following duties in particular on the statutory auditor in the agreements reached with it:
 - To inform the committee chairman without undue delay of any potential reasons for exclusion or bias that arise during the audit, to the extent that these are not resolved,
 - To report without undue delay on all findings and events resulting from the performance of the audit of the financial statements that are material to the tasks performed by the Supervisory Board,
 - To inform the Supervisory Board and note in the audit report if, during the performance of the audit of the financial statements, the statutory auditors identify any facts that indicate an inaccuracy in the Declaration of Compliance issued by the Board of Management and Supervisory Board.

12 Nomination Committee

- (1) The Nomination Committee consists of the Supervisory Board Chairman and two other shareholder representatives on the Supervisory Board. The latter are elected solely by the shareholder representatives on the Supervisory Board. The Chairman of the Supervisory Board chairs the Nomination Committee.
- (2) The role of the Nomination Committee is to recommend suitable candidates to the Supervisory Board for its proposals to the General Meeting for the elections to the Supervisory Board.