



msg life ag
Leinfelden-Echterdingen

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We invite the shareholders of our company to the

annual general meeting

at 11 a.m. (CEST) on Thursday, 4 July 2024, at the Haus der Bayerischen Wirtschaft Conference Centre, Max-Joseph-Strasse 5, 80333 Munich.

I.

Agenda

- 1. Presentation of the adopted annual financial statements, of the approved consolidated financial statements, of the combined management report and Group management report and of the report by the Supervisory Board, each for the 2023 financial year**
- 2. Resolution on the use of distributable profit**

The Management Board and Supervisory Board propose the following:

The distributable profit of EUR 13,339,445.43 recognised in the annual financial statements as at 31 December 2023 is used as follows:

Distribution of a dividend of EUR 0.04 per qualifying no-par share for the 2023 financial year	EUR 1,712,098.12
Transfer to statutory reserves	EUR 11,627,347.31

The proposed use of distributable profit takes into account that the company holds no treasury shares at the time of the convocation, directly or indirectly. If the number of qualifying no-par shares for the 2023 financial year should change by the start of the annual general meeting, an updated proposal, which still provides for a dividend of EUR 0.04 per qualifying no-par share alongside updated amounts for the total distribution and transfer to statutory reserves, shall be made to the annual general meeting.

3. Resolution to formally approve the actions of the Management Board members for the 2023 financial year

The Management Board and Supervisory Board propose to formally approve the actions taken during the 2023 financial year by the Management Board members serving during this period.

4. Resolution to formally approve the actions of the Supervisory Board members for the 2023 financial year

The Management Board and Supervisory Board propose to formally approve the actions taken during the 2023 financial year by the Supervisory Board members serving during this period.

5. Vote on the auditor for the 2024 financial year

The Supervisory Board proposes to appoint Baker Tilly GmbH & Co. KG Wirtschaftsprüfungsgesellschaft in Düsseldorf to audit the annual financial statements for the 2024 financial year.

6. Amendments to the articles of incorporation

Dr Martin Strobel has resigned from his office as a member of the Supervisory Board with effect from the end of business on 30 April 2024. The Supervisory Board is to be scaled down to three members. Furthermore, the remuneration of the members of the Supervisory Board is to be adjusted.

The Management Board and Supervisory Board propose to pass the following resolutions:

1. Article 10 (1) of the articles of incorporation is reworded as follows:
'The Supervisory Board consists of three members elected by the annual general meeting.'
2. Article 14 of the articles of incorporation (remuneration of Supervisory Board members) is reworded as follows:
'(1) From the 2024 financial year onwards, each member of the Supervisory Board receives fixed remuneration of EUR 24,000 per financial year.'

(2) The Chair receives double and the Deputy Chair one-and-a-half times the remuneration described in paragraph 1.

- (3) The Management Board is authorised to take out D&O insurance for the Supervisory Board members on market-standard and reasonable terms on behalf of the company, whereby the company pays the insurance premiums.
- (4) In addition to the remuneration in line with paragraphs 1 and 2, each Supervisory Board member receives EUR 1,000.00 for attending each Supervisory Board meeting, but not more than EUR 5,000.00 per financial year for attending all meetings, as well as the reimbursement of expenses incurred in the exercise of their Supervisory Board office. Members of the Supervisory Board are reimbursed any value-added tax paid on their remuneration.
- (5) If Supervisory Board members are only members of the Supervisory Board for part of a financial year, they are remunerated in accordance with paragraphs 1 and 2 pro rata temporis. The remuneration defined in paragraphs 1, 2 and 4 is paid after the close of each financial year and falls due at the close of the day on which the company's financial statements are adopted, regardless of whether the Supervisory Board approves the financial statements (Section 172 sentence 1 AktG) or they are adopted at the annual general meeting (Section 173 (1) AktG).'

7. Further amendments to the articles of incorporation

The Management Board and Supervisory Board propose to pass the following resolutions:

1. In Article 16 (3) sentence 5 of the articles of incorporation, the wording 'to the beginning of the twenty-first day' is replaced by 'to the close of business on the 22nd day'.
2. The section header before Article 20 of the articles of incorporation ('VI. Annual financial statements, use of profits') is reworded as follows:
'VI. Use of profits, conversion expenses'
3. Article 20 of the articles of incorporation ('Annual report, financial statements') is annulled. Article 21 ('Use of distributable profit') is now Article 20. Article 22 ('Conversion expenses') is now Article 21.

II.
FURTHER INFORMATION ABOUT THIS CONVOCATION

1. Company website and documents and information available on it

This invitation to the annual general meeting as well as further information in connection with the annual general meeting will be available on the website below as of the time that the annual general meeting is convoked and during the annual general meeting:

<https://msg-insurit.com/about-msg-life-ag/>

Any counterproposals, nominations and requests for amendments by shareholders that are received by the company will also be made available via the above website.

2. Participation in the annual general meeting

Shareholders who want to take part in the annual general meeting and exercise their right to vote must prove their eligibility. Special evidence of share ownership, issued in text form by the last intermediary in accordance with Section 67c (3) AktG, is sufficient as evidence of eligibility ('evidence'). This evidence must be written in German or English.

The evidence must pertain to the beginning of the twenty-first day preceding the annual general meeting, which is Thursday, **13 June 2024, at midnight (CEST)** ('recording date'). Eligibility in the above sense is assessed solely by the shareholder's share ownership on the recording date.

The evidence must be received by the company no later than the end of Thursday, **27 June 2024, at midnight (CEST)**, at the following address:

msg life ag
c/o Computershare Operations Center
80249 Munich

or by email to anmeldestelle@computershare.de

Once these participation requirements have been met, the shareholders who have duly provided evidence of their entitlement ('Eligible Shareholders'), as well as their authorised representatives, will be sent admission tickets to the annual general meeting. The admission tickets are not a prerequisite for participation in the annual general meeting or exercising shareholders' rights; they are merely an organisational aid.

3. Exercising voting rights through authorised representatives

Eligible Shareholders who are unable or unwilling to participate in the annual general meeting personally can allow their voting rights and other shareholders' rights to be exercised by an authorised representative, or by a group of shareholders, by issuing the appropriate proxy.

- a) The issue of the power of attorney, any revocation of it and the evidence of authorisation submitted to the company must be in text form if the representative being authorised to exercise voting rights is not an intermediary, a shareholders' association, a voting rights advisor or a person equivalent to these under Section 135 (8) AktG.

There is a form located on the back of the admission ticket that can, but does not need to be used to grant power of attorney, and it will be sent to any shareholder without delay and free of charge if requested. The request is to be addressed to:

msg life ag
c/o Computershare Operations Center
80249 Munich

or by email to anmeldestelle@computershare.de

A form that may but does not have to be used to issue a proxy can also be downloaded online at <https://msg-insurit.com/about-msg-life-ag/>. The same applies to the form for revoking the power of attorney.

The issue of the proxy, any revocation of it and the proof of authorisation submitted to the company can be sent by post or email until no later than Wednesday, 3 July 2024, at 12 noon (CEST) (time of receipt), to the relevant address specified above in this subsection (a).

Evidence of authorisation issued in this manner can also be provided by sending the evidence (e.g. copy or scan of the power of attorney document) to the email address specified above.

If a shareholder authorises more than one person, the company can reject one or more of these persons.

- b) If an intermediary, a shareholders' association or a voting rights advisor or a person equivalent to these under Section 135 (8) AktG is intended to be authorised, the proxy does not require any particular form according to the law or the company's articles of incorporation, unlike the situation described above in subsection (a). However, please be aware that in these cases, the aforementioned institutions or persons that are to be authorised may possibly require a particular form of proxy because they must document a demonstrable form of power of attorney in

accordance with Section 135 (1) AktG. For this reason, Eligible Shareholders seeking to authorise such an institution or person should coordinate with that institution or person in regard to the potentially required form for the power of attorney. A breach of the requirements specified in this subsection (b) and certain other requirements specified in Section 135 AktG for the authorisation of one of the aforementioned institutions or persons does not impair the effectiveness of any vote cast, in accordance with Section 135 (7) AktG.

- c) In addition, we provide the opportunity for Eligible Shareholders to be represented for voting by proxies nominated by the company. They are bound by the voting instructions given to them. For this option, the company-nominated proxies must be granted power of attorney and given instructions for how to exercise the voting right. The company-nominated proxies exercise voting rights based solely on the instructions issued by the shareholder. Company-nominated proxies are not eligible to cast votes for a shareholder if voting instructions have not been issued to them.

The issue of the power of attorney to the company-nominated proxies, any revocation of it and the evidence of authorisation submitted to the company must be in text form. Eligible Shareholders who wish to grant power of attorney and issue voting instructions to the company-nominated, instruction-bound proxies may – but do not need to – use the form that they receive with the admission ticket and other information for granting the power of attorney and issuing voting instructions.

To authorise the company-nominated, instruction-bound proxy and issue them voting instructions, Eligible Shareholders also have the option of using the corresponding form that can be downloaded from the company website at <https://msg-insurit.com/about-msg-life-ag/>. To revoke a proxy already issued to company-nominated, instruction-bound proxy holders, there is a form that may – but does not need to – be used, available to download online at <https://msg-insurit.com/about-msg-life-ag/>.

The proxy together with instructions must be sent – as long as the proxy and instructions are not issued during the annual general meeting – by Wednesday, 3 July 2024, at 12 noon (CEST) (received), by post or email to the address specified above in subsection (a).

Representation by the proxy holders nominated by the company is restricted to exercising the voting right bound by instructions when voting on the items on the agenda; the proxies nominated by the company do not accept instructions to exercise other shareholders' rights, in particular to make applications or ask questions or to state objections.

- d) When granting power of attorney, it is also necessary to send the evidence on time according to the above provisions.

4. Further information about voting

At each of the scheduled votes on agenda items 2 to 7, the options are to vote 'Yes' (in favour) or 'No' (rejection) or abstain. All resolutions are binding.

5. Rights of the shareholders according to Sections 122 (2), 126 (1), 127 and 131 (1) AktG

- a) Agenda amendment requests

Pursuant to Section 122 (2) AktG, company shareholders whose interests together reach the proportionate amount of EUR 500,000.00 of the company's share capital, equivalent to 500,000 no-par shares, may request that matters be put on the agenda and announced. Each new matter must be accompanied by a reason or a draft resolution. The request is to be sent to the Management Board in writing along with evidence of the share ownership period and must be received by the company no later than the end of Sunday, **9 June 2024, at midnight (CEST)**. Please send such requests to the following address:

msg life ag
Management Board
Humboldtstrasse 35
70771 Leinfelden-Echterdingen

- b) Counterproposals and nominations

Counterproposals against a proposal by the Management Board and/or Supervisory Board about a particular item on the agenda or against nominations by shareholders for the election of members of the Supervisory Board and/or auditors, if such elections are on the agenda, must give reason and be sent solely to:

msg life ag
Humboldtstrasse 35
70771 Leinfelden-Echterdingen

or by email to info@msg-life.com

Counterproposals and nominations to be made accessible and received at the above address with evidence of shareholder capacity at the latest on Wednesday, **19 June 2024, at midnight (CEST)**, shall be made accessible to the other shareholders on the Internet at <https://msg-insurit.com/about-msg-life-ag/>. Any statements of opinion from the administration will also be provided on the above website after 19 June 2024.

c) Right to information

On request, the Management Board must provide any shareholder at the annual general meeting with information about company matters, including its legal and business relationships with affiliates, as well as the position of the Group and the companies included in the consolidated financial statements, provided that the information is necessary for an item on the agenda to be judged appropriately (Section 131 (1) AktG). The right to information can be exercised in the annual general meeting without requiring prior announcement or any other notification.

6. Total number of shares and voting rights at the time of convocation of the annual general meeting

At the time of convocation of the annual general meeting, the company's share capital is divided into 42,802,453 individual no-par-value shares, each one of which allows one vote. The total number of voting rights is therefore 42,802,453.

7. Time format

Unless otherwise explicitly noted, all times mentioned in this invitation to the annual general meeting are times in the time zone applicable to Germany, Central European Summer Time (CEST). Central European Summer Time (CEST) is two hours ahead of Universal Time Coordinated (UTC).

8. Information regarding data protection

msg life ag collects personal data about shareholders and/or their authorised representatives when shareholders send evidence to the company or grant power of attorney. This is done so that shareholders can exercise their rights as part of the annual general meeting.

msg life ag is the controller of this data and processes it with due regard to the provisions of the EU General Data Protection Regulation (GDPR) as well as any other relevant laws. Details about how personal data is used and about rights under the GDPR are available online at <https://msg-insurit.com/about-msg-life-ag/>.

Leinfelden-Echterdingen, May 2024

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– The Management Board –