



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 16 July 2025, 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 management report and of the report by the Supervisory Board, each for the 2024 financial year**
- 2. Resolution on the use of distributable profit**

The Management Board and Supervisory Board propose the following:

The distributable profit of EUR 10,494,162.06 recognised in the annual financial statements as at 31 December 2024 is used as follows:

Distribution of a dividend of EUR 0.04 per qualifying no-par share for the 2024 financial year	EUR 1,712,098.12
Transfer to statutory reserves	EUR 8,782,063.94

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 2024 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 2024 financial year**

The Management Board and Supervisory Board propose to formally approve the actions taken during the 2024 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 2024 financial year

The Management Board and Supervisory Board propose to formally approve the actions taken during the 2024 financial year by the Supervisory Board members serving during this period.

5. Vote on the auditor for the 2025 financial year

The Supervisory Board proposes to appoint Baker Tilly GmbH & Co. KG Wirtschaftsprüfungsgesellschaft in Düsseldorf to audit the annual financial statements for the 2025 financial year.

6. Elections for Supervisory Board

The period of office for all serving Supervisory Board members will expire at the end of the annual general meeting on 16 July 2025. An election for the Supervisory Board will be required for this reason.

The Supervisory Board comprises three members elected from among the shareholders at the annual general meeting, in accordance with Sections 96 (1) and 101 (1) AktG and Section 1 no. 1 of the German One-Third Participation Act (DrittelbeteiligungsG) in conjunction with Article 10 (1) of the company's Articles of Incorporation.

The Supervisory Board proposes to elect the persons specified below in subsections (a) to (c) as Supervisory Board members:

- a) Dr Jürgen Zehetmaier, Chairman of the Management Board at msg systems AG with registered office in Ismaning, residing in Wartenberg,
- b) Dr Aristid Neuburger, Managing Director of AKVOGIS GmbH with registered office in Icking, residing in Icking, and
- c) Dr Thomas Noth, Managing Director of annocon Value GmbH with registered office in Hanover, residing in Hanover.

The election will be for the time from the end of the annual general meeting on 16 July 2025 until the end of the annual general meeting at which a resolution is adopted to approve the actions taken for the 2028 financial year.

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-insurance-suite.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 refer to the close of business on the twenty-second day before the annual general meeting, in other words Tuesday, **24 June 2025, 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 Wednesday, **9 July 2025, at midnight (CEST)**, at the following address:

HCE Consult AG
Registration office 'msg life ag'
PO Box 820335
81803 Munich

or by email to

anmeldestelle@hce-consult.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:

HCE Consult AG
Registration office 'msg life ag'
PO Box 820335
81803 Munich

or by email to

anmeldestelle@hce-consult.de

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

The issue of the power of attorney, any revocation of it and the proof of authorisation submitted to the company can be sent by post or email until no later than Tuesday, 15 July 2025, at 12 noon (CEST) (time of receipt), to the relevant address specified above in this subsection (a).

Proof of authorisation issued in this manner can also be provided by sending the proof (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-insurance-suite.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-insurance-suite.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 Tuesday, 15 July 2025, 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 6, 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 the proof of the share ownership period, and must be received by the company at the latest on Saturday, **21 June 2025, 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 life@msg.group

Counterproposals and nominations that require publication and are received at the above address with evidence of shareholder status no later than Tuesday, **1 July 2025, at midnight (CEST)**, will be made accessible to the other shareholders online at <https://msg-insurance-suite.com/about-msg-life-ag/>. Any statements of opinion from the administration will also be provided on the above website after 1 July 2025.

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-insurance-suite.com/about-msg-life-ag/>.

Leinfelden-Echterdingen, May 2025

msg life ag

– The Management Board –