

# - Non-binding English Translation -



**msg life ag**  
**Leinfeld-Echterdingen**

ISIN DE0005130108  
Unique event identifier: MSGL260715GM

We hereby invite the shareholders of our company to the

## **annual general meeting**

at 11 a.m. (CEST) on 15 July 2026, at the Haus der Bayerischen Wirtschaft Conference Centre, Max-Joseph-Str. 5, 80333 Munich, Germany.

### **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 2025 financial year**
- 2. Resolution on the appropriation of retained earnings**

The Management Board and Supervisory Board propose the following:

The retained earnings of EUR 1,712,098.12 reported in the annual financial statements as at 31 December 2025 shall be appropriated as follows:

Distribution of a dividend of EUR 0.04 per qualifying no-par-value share for the 2025 financial year	EUR 1,712,098.12
--	------------------

The proposal regarding the appropriation of retained earnings takes into account the fact that, at the time of convening the annual general meeting, the company holds no treasury shares, either directly or indirectly. If the number of qualifying no-par-value shares for the 2025 financial year should change prior to the start of the annual general meeting, an updated proposal, which still provides for a dividend of EUR 0.04 per qualifying no-par-value share alongside updated amounts for the total distribution and transfer to statutory reserves, shall be made to the annual general meeting.

## - Non-binding English Translation -

### 3. **Resolution to formally approve the actions of the Management Board members for the 2025 financial year**

The Management Board and Supervisory Board propose to formally approve the actions taken during the 2025 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 2025 financial year**

The Management Board and Supervisory Board propose to formally approve the actions taken during the 2025 financial year by the Supervisory Board members serving during this period.

### 5. **Appointment of the auditor for the 2026 financial year**

The Supervisory Board proposes that Baker Tilly GmbH & Co. KG Wirtschaftsprüfungsgesellschaft, Düsseldorf, be appointed as the auditor for the 2026 financial year.

## II.

### **FURTHER INFORMATION RELATING TO THIS INVITATION TO THE ANNUAL GENERAL MEETING**

#### 1. **Company website and documents and information available on it**

This invitation to the annual general meeting, as well as further information relating to the annual general meeting, will be available online from the date of the notice convening the annual general meeting and also during the annual general meeting at

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

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

#### 2. **Attending the annual general meeting**

Shareholders who wish to attend the annual general meeting and exercise their voting rights must provide proof of their eligibility. Specific 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 (hereinafter referred to as 'evidence'). The evidence must be written in German or English.

## - Non-binding English Translation -

The evidence must refer to the close of business on the twenty-second day before the annual general meeting, in other words, Tuesday, **23 June 2026, at midnight (CEST)** (hereinafter referred to as the 'record date'). Eligibility in the above sense is determined solely on the basis of the shareholder's shareholding as at the record date.

The evidence must be received by the company no later than Wednesday, **8 July 2026, at midnight (CEST)**, at the following address:

HCE Consult AG  
'msg life ag' Registration Office  
Post Office Box 820335  
81803 Munich, Germany  
or by email to [anmeldestelle@hce-consult.de](mailto:anmeldestelle@hce-consult.de)

In accordance with Section 67c (1) and (2), third sentence, of the German Stock Corporation Act (AktG), in conjunction with Article 2 (1) and (3) and Article 9 (4) of the Commission Implementing Regulation (EU), information relating to the annual general meeting that is structured in accordance with ISO 20022 may also be submitted, for example, as an ISO 20022-XML file to the above-mentioned contact addresses of the registration office.

Once these attendance requirements have been met, the shareholders who have duly provided evidence of their eligibility (hereinafter referred to as '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 attending 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 attend 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 granting of a proxy, its revocation and the provision of proof of authorisation to the company must be in writing if neither an intermediary, nor a shareholders' association, nor a proxy adviser, nor any person treated as equivalent to such a person under Section 135 (8) of the German Stock Corporation Act (AktG) is authorised to exercise the voting rights.

A form that can be used, but does not have to be used, when granting a proxy is provided on the back of the admission ticket and will be sent to any shareholder immediately and free of charge upon request. The request must be addressed to:

## - Non-binding English Translation -

HCE Consult AG  
'msg life ag' Registration Office  
Post Office Box 820335  
81803 Munich, Germany

or by email to [anmeldestelle@hce-consult.de](mailto:anmeldestelle@hce-consult.de)

A form that may be used when granting a proxy, though this is not mandatory, can also be downloaded from the following website: <https://msg-insurance-suite.com/about-msg-life-ag/> The same applies to the form for revoking the proxy.

The granting of a proxy, its revocation and proof of authorisation to the company may be sent by post or email no later than Tuesday, 14 July 2026, at 12 noon (CEST) (date of receipt) to the address specified in section a) above.

Proof of a proxy granted in this manner may also be provided by sending the relevant documentation (e.g. a copy or scan of the proxy) to the email address specified above.

If a shareholder grants a proxy to more than one person, the company may reject one or more of them.

- b) Where an intermediary, a shareholders' association, a proxy adviser or a person treated as equivalent to any of these under Section 135 (8) of the German Stock Corporation Act (AktG) is to be appointed as proxy, the proxy does not need to be in any specific form, either under the law or under the company's articles of incorporation, notwithstanding the principle set out in point (a) above. However, please note that in such cases, the above-mentioned institutions or persons designated as proxies may require a specific form of proxy, as they are required under Section 135 (1) of the German Stock Corporation Act (AktG) to record the proxy in a verifiable manner. Eligible shareholders who wish to grant a proxy to such an institution or person should therefore consult with them regarding any formal requirements for the proxy document. However, a breach of the requirements set out in this section (b) and certain other requirements specified in Section 135 of the German Stock Corporation Act (AktG) regarding the granting of proxy rights to any of the above-mentioned institutions or persons does not, pursuant to Section 135 (7) of the German Stock Corporation Act (AktG), affect the validity of the vote cast.
- c) We also offer eligible shareholders the option of being represented in the voting process by proxies appointed by the company who are bound by the instructions given to them. Proxy holders bound by instructions must be granted a proxy and instructions for the exercise of voting rights. Proxies nominated by the company exercise voting rights based solely on the instructions issued by the shareholder.

## - Non-binding English Translation -

Proxies nominated by the company are not eligible to cast votes for a shareholder if voting instructions have not been issued to them.

The granting of a proxy to the proxies nominated by the company, the revocation of such a proxy, and the provision of proof of the proxy to the company must be in writing. Eligible shareholders who wish to grant a proxy and issue instructions to the proxies nominated by the company may – but are not required to – use the form provided to them together with their admission ticket and further information on granting proxies and issuing instructions.

Eligible shareholders also have the option of using the relevant form, available on the company's website at <https://msg-insurance-suite.com/about-msg-life-ag/>, to authorise proxy holders bound by instructions and to issue such instructions. A form that can be used – though this is not mandatory – to revoke a proxy that has already been granted to proxy holders bound by instructions can also be downloaded from the following website: <https://msg-insurance-suite.com/about-msg-life-ag/>.

Unless the proxy and instructions are issued during the annual general meeting, the proxy form and instructions must be sent by post or email to the address specified in section (a) above by 12 noon (CEST) on Tuesday, 14 July 2026 (receipt by this time).

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) Even where a proxy has been granted, evidence must be submitted within the specified time limit in accordance with the above provisions.

#### **4. Further information about voting**

At each of the scheduled votes on agenda items 2 to 5, the options are to vote 'Yes' (in favour) or 'No' (rejection) or abstain. All resolutions are binding.

#### **5. Shareholders' rights under Sections 122 (2), 126 (1), 127 and 131 (1) of the German Stock Corporation Act (AktG)**

- a) Motion to add an item to the agenda

Pursuant to Section 122 (2) of the German Stock Corporation Act (AktG), shareholders of the company whose shares together amount to EUR 500,000.00

## - Non-binding English Translation -

of the company's share capital – equivalent to 500,000 no-par-value shares – may request that items be included on the agenda and announced. Each new agenda item must be accompanied by a statement of reasons or a draft resolution. The request must be submitted in writing to the Management Board, accompanied by evidence of the length of the shareholding, and must be received by the company no later than **Saturday, 20 June 2026, at midnight (CEST)**. Please send any such requests to the following address:

msg life ag  
Management Board  
Humboldtstrasse 35  
70771 Leinfelden-Echterdingen

### b) Counter-motions and nominations

Counter-motions, together with the grounds therefor, against a proposal by the Management Board and/or the Supervisory Board regarding a specific item on the agenda, and proposals by shareholders regarding the election of members of the Supervisory Board and/or auditors, insofar as such elections are on the agenda, must be addressed exclusively to:

msg life ag  
Humboldtstrasse 35  
70771 Leinfelden-Echterdingen  
or by email to [life@msg.group](mailto:life@msg.group)

Counter-motions and nominations that require publication and are received at the above address with evidence of shareholder status no later than Tuesday, **30 June 2026, at midnight (CEST)**, will be made accessible to the other shareholders online at <https://msg-insurance-suite.com/about-msg-life-ag/>. Any responses from the Management Board will also be made available at the above website after 30 June 2026.

### c) Right to information

At the annual general meeting, the Management Board must, upon request, provide each shareholder with information on matters relating to the company, including its legal and business relationships with affiliated companies, insofar as such information is necessary for the proper assessment of an item on the agenda (pursuant to Section 131 (1) of the German Stock Corporation Act (AktG)). This right to information may be exercised at the annual general meeting without the need for prior notice or any other communication.

## - Non-binding English Translation -

### 6. Total number of shares and voting rights at the time the annual general meeting was convened

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

### 7. Time format

Unless otherwise stated, all times given in this invitation to the annual general meeting are in Central European Summer Time (CEST), which applies in Germany. Central European Summer Time (CEST) is two hours ahead of Coordinated Universal Time (UTC).

### 8. Information on data protection

When shareholders send proof of their identity to the company or grant a proxy, msg life ag collects personal data about shareholders and/or their proxies. This is done to enable shareholders to exercise their rights at the annual general meeting.

msg life ag processes this data in its capacity as controller in accordance with the provisions of the EU General Data Protection Regulation (GDPR) and all other relevant legislation. 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 2026**

**msg life ag**

**– The Management Board –**