



Annual General Meeting 2025

- Invitation to the Annual General Meeting of Talanx Aktiengesellschaft on 8 May 2025

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Invitation to the Annual General Meeting

Talanx Aktiengesellschaft
German Securities Code (WKN): TLX100
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Dear Shareholders,

We hereby cordially invite you to the Annual General Meeting of Talanx Aktiengesellschaft, Hannover, Germany, to be held

on Thursday, 8 May 2025 at **10:30 a.m. (CEST)**,

and which is to be held on the basis of § 13 (3) of the Articles of Association in the form of a virtual Annual General Meeting pursuant to § 118a of the Stock Corporation Act (AktG) without the physical presence of the shareholders or their authorized representatives at the venue of the Annual General Meeting, with the exception of the proxies appointed by the Company.

Correctly registered shareholders can connect electronically to the virtual Annual General Meeting via the password-protected Shareholder Portal, which is accessible via the website https://www.talanx.com/shareholder_portal and in this way participate in the meeting, follow the entire meeting live in audio and video by electronic transmission, and exercise their participation-related shareholder rights as described in this invitation.

The speeches by the Chairman of the Supervisory Board and the Chairman of the Board of Management (CEO) can also be followed live by other interested parties at <https://www.talanx.com/agm>. A recording of these speeches, although not of the entire virtual Annual General Meeting, will be available at the same internet address after the meeting.

The venue of the Annual General Meeting in the meaning of the German Stock Corporation Act (AktG) is HDI-Platz 1, 30659 Hannover, Germany.

Agenda and proposed resolutions

1. Presentation of the adopted unconsolidated annual financial statements and the approved consolidated financial statements together with the combined management report for Talanx Aktiengesellschaft and the Group for the 2024 financial year and the report of the Supervisory Board

The aforementioned documents also comprise the remuneration report and the explanatory report on the information pursuant to §§ 289a, 315a of the German Commercial Code (HGB), and can be viewed on the internet at <https://www.talanx.com/agm> as of the date of the convening of the Annual General Meeting. Furthermore, the documents will be made available on the aforementioned website, and explanatory comments will be provided at the Annual General Meeting.

The Supervisory Board has approved the unconsolidated annual financial statements prepared by the Board of Management and the consolidated financial statements; the unconsolidated annual financial statements are thereby adopted. The Annual General Meeting is not required to pass a resolution on agenda item number 1.

2. Resolution on the appropriation of the distributable net profit

The Board of Management and the Supervisory Board propose that the distributable net profit for the financial year 2024 in the amount of EUR 1,633,701,000.00 (in words: one billion six hundred thirty three million seven hundred one thousand euros) be appropriated as follows:

Distribution of EUR 2.70 (in words: two euros and seventy cents) per dividend-entitled no-par-value share:	EUR 697,218,275.70
Profit carried forward to a new account:	EUR 936,482,724.30
Distributable profit:	EUR 1,633,701,000.00

According to § 58 (4) Sentence 2 AktG, the entitlement to the dividend is due on the third business day following the resolution of the Annual General Meeting, i.e., on 13 May 2025.

3. Resolution ratifying the acts of the members of the Board of Management for the 2024 financial year

The Board of Management and the Supervisory Board propose that the actions of the members of the Board of Management holding office in the 2024 financial year be ratified for this period.

The actions shall be approved by way of individual resolutions, i.e. separately for each member of the Board of Management.

The actions of the following members of the Board of Management that held office in fiscal year 2024 are up for approval:

- 3.1 Torsten Leue (Chairman)
- 3.2 Jean-Jacques Henchoz
- 3.3 Dr Wilm Langenbach
- 3.4 Dr Edgar Puls
- 3.5 Caroline Schlienkamp
- 3.6 Jens Warkentin
- 3.7 Dr Jan Wicke

4. Resolution ratifying the acts of the members of the Supervisory Board for the 2024 financial year

The Board of Management and the Supervisory Board propose that the actions of the members of the Supervisory Board holding office in the 2024 financial year be ratified for this period.

The actions shall be approved by way of individual resolutions, i.e. separately for each member of the Board of Management.

The actions of the following members of the Board of Management that held office in fiscal year 2024 are up for approval:

- 4.1 Herbert K. Haas (Chairman)
- 4.2 Jutta Hammer (Deputy Chairwoman of the Supervisory Board)
- 4.3 Ralf Rieger (former Deputy Chairman of the Supervisory Board)
- 4.4 Angela Titzrath (Deputy Chairwoman of the Supervisory Board)
- 4.5 Natalie Bani Ardalan
- 4.6 Benita Bierstedt
- 4.7 Rainer-Karl Bock-Wehr
- 4.8 Dr Joachim Brenk
- 4.9 Sebastian L. Gascard
- 4.10 Dr Christof Günther
- 4.11 Dr Hermann Jung
- 4.12 Dirk Lohmann
- 4.13 Christoph Meister
- 4.14 Jutta Mück
- 4.15 Dr Sandra Reich
- 4.16 Matthias Rickel
- 4.17 Prof. Dr Jens Schubert
- 4.18 Patrick Seidel
- 4.19 Norbert Steiner

5. Appointment of the auditor of the unconsolidated annual financial statements, the auditor of the consolidated financial statements, the auditor for the review of interim financial statements and interim management reports as well as the auditor for the sustainability report

5.1 Resolution regarding the auditors of the financial statements

On the recommendation of its Finance and Audit Committee, the Supervisory Board proposes that PricewaterhouseCoopers GmbH Wirtschaftsprüfungsgesellschaft, Hannover, be appointed as the auditor of both the unconsolidated and the consolidated financial statements for the 2025 financial year and, if and to the extent that such interim (condensed) financial statements and interim management reports are prepared and reviewed, be appointed as the auditors for the review of interim (condensed) financial statements and interim management reports for the 2025 financial year and of the interim (condensed) financial statements and interim management report for the first quarter of the 2026 financial year.

5.2 Resolution regarding the auditor of the sustainability report

On the recommendation of its Finance and Audit Committee, the Supervisory Board proposes to appoint PricewaterhouseCoopers GmbH Wirtschaftsprüfungsgesellschaft, Hannover, as the auditor of the sustainability report for the financial year 2025. The Directive (EU) 2022/2464 of the European Parliament and of the Council of 14 December 2022 amending Regulation (EU) No 537/2014

and Directives 2004/109/EC, 2006/43/EC, and 2013/34/EU regarding the sustainability reporting of companies requires a German implementation law. At the time of the publication of this convocation, the implementation of the directive into national law by the German legislator is still pending. Implementation is expected by 2025. The appointment as the auditor of the sustainability report is therefore made in the event that the German legislator requires the appointment of the auditor by the general meeting in an implementation law.

- 5.3 Pursuant to Article 16 (2) lit. 3 of the EU Statutory Audit Regulation (Regulation [EU] No. 537/2014 of the European Parliament and of the Council of 16 April 2014 on specific requirements regarding the statutory audit of public-interest entities and repealing Commission Decision 2005/909/EC), the Finance and Audit Committee has declared that its recommendations are free from undue influence by third parties and that no restrictions have been imposed upon it in relation to the selection of a particular auditor (Article 16 (6) of the EU Statutory Audit Regulation).

6. Resolution on the approval of the remuneration report for the 2024 financial year prepared and audited in accordance with § 162 of the German Stock Corporation Act (AktG)

Pursuant to § 162 AktG, the Board of Management and the Supervisory Board have prepared a report on the remuneration granted and owed to the members of the Board of Management and the Supervisory Board in the 2024 financial year, which pursuant to § 120a (4) AktG is presented to the Annual General Meeting for approval. Pursuant to § 162 (3) AktG, the remuneration report was reviewed by the auditors to determine whether the legally required disclosures pursuant to § 162 (1) and (2) AktG had been made. In addition to the statutory requirements, the auditor also reviewed the content of the remuneration report. The report on the review of the remuneration report is attached to the remuneration report.

The Board of Management and the Supervisory Board propose that the remuneration report for the 2024 financial year, which has been prepared and reviewed in accordance with § 162 AktG, be approved.

The remuneration report is available on our website at <https://www.talanx.com/agm> from the time when the Annual General Meeting is convened. Furthermore, the remuneration report will also be accessible on the above specified website during the Annual General Meeting.

7. Resolution on the approval of the remuneration system for the members of the Board of Management

Pursuant to § 120a (1) Sentence 1 AktG, the General Meeting of a listed company resolves on the approval of the remuneration system for the Members of the Board of Management presented by the Supervisory Board at least every four years, as well as in the event of any material changes. The Annual General Meeting of Talanx Aktiengesellschaft last passed such a resolution on 6 May 2021, so a new resolution is required in due course. Against this background, the Supervisory Board has reviewed the previous remuneration system with regard to market conformity and competitiveness, taking into account the strategic objectives of Talanx Aktiengesellschaft. Based on the recommendation of the Board of Management Affairs Committee, the Supervisory Board adopted a slightly adjusted remuneration system at its meeting on 12 November 2024, which will take effect from 1 January 2025.

The previous remuneration system has proven its worth and should therefore be largely retained, which is why fundamental adjustments were not necessary. New is the inclusion of an explicit provision on the so-called severance cap in the service contracts of the members of the Board of

Management, according to which any severance payments may not exceed the value of a maximum of two annual remunerations and the remuneration for the remaining term of the contract. Furthermore, an increase in the maximum remuneration in accordance with § 87a AktG was resolved in order to reflect the increase in the target remuneration of the members of the Board of Management that took effect on 1 January 2025.

The Supervisory Board proposes to approve the remuneration system for the members of the Board of Management of Talanx Aktiengesellschaft, which the Supervisory Board resolved to take effect from 1 January 2025, as presented to the Annual General Meeting.

The remuneration system for the members of the Board of Management is available on our website at <https://www.talanx.com/agm> from the time when the Annual General Meeting is convened. Furthermore, the remuneration system for the members of the Board of Management will also be accessible on the above specified website during the Annual General Meeting.

8. Resolution on the remuneration for the Supervisory Board

Pursuant to § 113 (3) AktG listed companies must pass a resolution on the remuneration of the members of the Supervisory Board at least every four years at the General Meeting. A resolution confirming the existing remuneration is permissible. The Annual General Meeting of Talanx Aktiengesellschaft last passed a resolution on the remuneration system for the Supervisory Board on 6 May 2021. Therefore, a new resolution is required in due course.

From the perspective of the Board of Management and the Supervisory Board of Talanx Aktiengesellschaft, the remuneration system for members of the Supervisory Board has proven effective. The fixed remuneration remains appropriate in terms of its amount and structure relative to the associated tasks. Based on the previous remuneration system for members of the Supervisory Board, the current regulation in § 12 of the Articles of Association should therefore be confirmed.

The Board of Management and the Supervisory Board propose to leave the previous remuneration system for the Supervisory Board unchanged and to confirm the Supervisory Board remuneration as regulated in § 12 of the Articles of Association of Talanx Aktiengesellschaft.

The remuneration system for the Supervisory Board is available on our website at <https://www.talanx.com/agm> from the time when the Annual General Meeting is convened. Furthermore, the remuneration system for the Supervisory Board will also be accessible on the above specified website during the Annual General Meeting.

9. Resolution on the authorization of the Board of Management to hold a virtual General Meeting and the corresponding amendment to the Articles of Association

The General Meeting initially granted the Board of Management the authorization to hold a virtual General Meeting without the physical presence of shareholders or their proxies at the location of the General Meeting by resolution dated 4 May 2023. According to § 118a (4) AktG, such authorization must be limited in time and can be granted for a maximum period of five years. Since the resolution of 4 May 2023, provided for a period of two years after the entry of the provision in the commercial register, a new resolution is required in due course.

The virtual General Meeting has proven itself for Talanx Aktiengesellschaft in the past two years. With full preservation of shareholders' rights, a proper General Meeting was held each time without

relevant technical difficulties. The efficiency gains resulting from the virtual format are noteworthy for both the company and the shareholders. In particular, foreign shareholders are given the opportunity to participate without having to undertake a long journey. Additionally, cost considerations and sustainability aspects also speak in favour of a virtual format. From the Board of Management's perspective, the virtual General Meeting has thus established itself as an equally suitable alternative to the in-person format.

To continue granting the Board of Management the flexibility gained through the authorization in choosing the format, it seems appropriate to extend the authorization. However, the maximum possible authorization period of five years will not be included in the Articles of Association, but rather an authorization for two years from the entry of the provision in the commercial register of the company will be granted again. This is to ensure that shareholders regularly engage with the format of the General Meeting.

In deciding on the choice of format, the Board of Management will continue to consider the circumstances of each individual case. It will take into account the interests of the company and the shareholders equally, with particular emphasis on preserving shareholders' rights. In exercising its due discretion, the Board of Management will consider and weigh all appropriate criteria for each General Meeting individually and then make the decision it deems appropriate based on this assessment. To safeguard the legitimate interests of the shareholders, the Board of Management will also involve the Supervisory Board of Talanx Aktiengesellschaft in this decision and obtain its approval for the choice of the virtual format. A corresponding approval requirement has been included in the rules of procedure of the Board of Management of Talanx Aktiengesellschaft.

The Board of Management and the Supervisory Board therefore propose the following resolution:

§ 13 (3) of the Articles of Association of Talanx Aktiengesellschaft is to be reworded as follows:

“(3) The Board of Management shall be authorized to provide that the General Meeting be held without the physical presence of the shareholders or their authorized representatives at the location of the General Meeting (virtual General Meeting). The authorization shall apply to the holding of virtual General Meetings for a period of two years following the entry of this provision of the Articles of Association, resolved on 8 May 2025, in the Company's commercial register.”

The currently valid Articles of Association can be accessed via our website at <https://www.talanx.com/agm>. They will also be accessible there during the General Meeting.

Information about how the virtual Annual General Meeting is conducted

The Board of Management has passed a resolution to hold the Annual General Meeting of Talanx Aktiengesellschaft pursuant to § 118a AktG in conjunction with § 13 (3) of the Articles of Association as a virtual Annual General Meeting, i.e., without the physical presence of shareholders or their authorized representatives at the venue of the Annual General Meeting.

The virtual Annual General Meeting will be broadcast live in audio and video in our Shareholder Portal at https://www.talanx.com/shareholder_portal on 8 May 2025, starting at 10:30 a.m. (CEST). Shareholders or their authorized representatives who wish to participate in the virtual Annual General Meeting must register in advance (see below under “**Registration for the virtual Annual General Meeting**”).

The opening of the virtual Annual General Meeting by the Chairman of the Meeting as well as the reports of the Board of Management and the Supervisory Board are additionally to be broadcast live in audio and video on the website of Talanx Aktiengesellschaft at <https://www.talanx.com/agm> and can thereby also be followed by other interested parties. A video recording of the meeting will be available after the virtual Annual General Meeting under the same link. Sound or image recordings are not permitted.

In order to provide a comprehensive opportunity to prepare for the exercising of shareholders’ rights, the Company plans to publish the main content of the report of the Board of Management on the Company’s website at <https://www.talanx.com/agm> on a voluntary basis in advance of the virtual Annual General Meeting, namely on 30 April 2025. Modifications for the day of the virtual general meeting remain reserved.

The virtual Annual General Meeting will be held at the registered office of Talanx Aktiengesellschaft with the physical presence of the Chairman of the meeting, the members of the Board of Management and the members of the Supervisory Board, the notary engaged to record the minutes, and the proxies appointed by the Company. The physical presence of the shareholders or their authorized representatives (except for the proxies appointed by the Company) at the venue of the Annual General Meeting is not permitted.

Given the special features of the virtual Annual General Meeting, we ask you to pay particular attention to the following information concerning registration as well as the exercising of voting rights and other shareholder rights.

Notes concerning participation and the exercising of voting rights

Shareholder Portal

The Company has set up an internet service for shareholders for the Annual General Meeting. Properly registered shareholders can connect to the virtual Annual General Meeting electronically via the Shareholder Portal and thereby participate in the virtual Annual General Meeting, exercise their shareholder rights by means of electronic communication, and follow the entire virtual Annual General Meeting live in sound and vision. The Shareholder Portal can be accessed via the website https://www.talanx.com/shareholder_portal. Detailed information can be found in the registration form enclosed to the invitation documents and on the internet at <https://www.talanx.com/agm>. Shareholders will find their personal access data for using the Shareholder Portal in the invitation documents that have been sent to them.

The Shareholder Portal is expected to go live on 27 March 2025.

Registration for the virtual Annual General Meeting

Shareholders are entitled to participate in the virtual Annual General Meeting (i.e. to connect electronically to the virtual Annual General Meeting) and to exercise their voting rights and other participation-related shareholder rights if they have registered by **no later than 1 May 2025 (24:00 hours CEST) (date of receipt)**

- **at the postal address:**
Hauptversammlung Talanx AG
c/o ADEUS Aktienregister-Service-GmbH
Postfach 57 03 64
22772 Hamburg
Germany
- **or electronically via the website:**
<https://www.talanx.com/aktionaersportal>
- **or electronically at this e-mail address:**
hv-service.talanx@adeus.de

and who are entered in the Company's share register at the time of the virtual Annual General Meeting.

A shareholder's registration for the virtual Annual General Meeting will not entail share blocking, i.e. even after having registered for attendance, shareholders remain free to dispose of their shares. However, a disposal may influence the entitlement to connect electronically and the entitlement to exercise shareholders' rights by means of electronic communication, as the shareholding according to the share register at the time of the virtual Annual General Meeting is decisive in this context. This will correspond to the number of shares recorded in the share register on **1 May 2025 (24:00 hours CEST)** (= technical record date), as for technical reasons no amendments will be made to the share register between the end of the registration period and the end of the day of the virtual Annual General Meeting, i.e. from 2 May 2025 (00:00 hours CEST) until (inclusive) 8 May 2025 (24:00 hours CEST).

Procedure for voting by proxy

Within the framework of statutory provisions, shareholders have the option of having their voting rights be exercised by an authorized representative – for example, an intermediary (such as a credit institution), a shareholders' association, a voting advisor, or a person who offers to exercise voting rights at the Annual General Meeting as part of a commercial arrangement with shareholders. In this case, too, correct registration for the Annual General Meeting in accordance with the requirements set forth above under **“Registration for the virtual Annual General Meeting”** must be ensured.

The granting of a power of attorney, its amendment, its revocation and the proof of power of attorney vis-à-vis the Company require text form. This can be done by mail until 7 May 2025 (24:00 hours CEST) (date of receipt) to the address stated above under **“Registration for the virtual Annual General Meeting”**. For this purpose, please utilize the registration form enclosed to the invitation documents for the Annual General Meeting. In addition, the Shareholder Portal at https://www.talanx.com/shareholder_portal and the e-mail address stated above under **“Registration for the Annual General Meeting”** will be available for this purpose until the voting is closed by the Chairman of the Meeting on 8 May 2025.

Powers of attorney already granted may be amended or revoked at any time up to the aforementioned dates. In the event of multiple declarations, the most recently received declaration shall take precedence.

In the case of the authorization of an intermediary, a shareholders' association or any other person or institution mentioned in § 135 (8) AktG, the procedure, form and revocation of the power of attorney are governed by special regulations. Please contact the relevant intermediary, the relevant shareholders' association or other person or institution mentioned in § 135 (8) AktG for further details. If an intermediary is registered in the share register, the intermediary may exercise voting rights attached to shares not owned by it only under an authorization of the shareholder.

If the shareholder authorizes more than one person, the company is entitled, pursuant to § 134 (3) Sentence 2 AktG in conjunction with Article 10 (2) of the Shareholders' Rights Directive (Directive 2007/36/EC of the European Parliament and of the Council of 11 July 2007 on the exercise of certain rights of shareholders in listed companies), to reject one or more of these persons unless the shareholder holds shares of the company in more than one securities account and authorizes one person for the shares held in each individual securities account.

Authorized representatives may not participate in the Annual General Meeting in person. They may only exercise the voting rights of the shareholders they represent by postal vote or by granting (sub-) power of attorney and instructions to the proxies appointed by the Company. For the exercising of shareholder rights by authorized representatives, the instructions on voting rights and voting as well as on the exercise of other shareholder rights contained in this convening notice apply accordingly.

Pursuant to § 14 (3) of the Company's Articles of Association, the Company has appointed Dr Florian Schmidt (Group Legal) and Bernhard Krebs (Group Governance/Corporate Office) as proxies with the right to grant sub-proxy authorizations, who may also be authorized to vote by proxy. The proxies nominated by the Company will exercise voting rights exclusively in accordance with the instructions given by the shareholder or authorized representative. Power of attorney and instructions to the proxies appointed by the Company may be issued and amended **no later than 7 May 2025 (24:00 hours CEST) (date of receipt)** by mail to the address specified above under **“Registration for the virtual Annual General Meeting”**, provided that the registration has been realized correctly.

Here, too, the Shareholder Portal at https://www.talanx.com/shareholder_portal and the e-mail address stated above under **“Registration for the Annual General Meeting”** are available, via which it will be

possible to grant and amend powers of attorney and instructions to the proxies appointed by the Company until the time when the voting is closed by the Chairman of the Annual General Meeting on 8 May 2025.

Here, too, powers of attorney and instructions already issued may be amended or revoked at any time up to the aforementioned times. In the event of multiple declarations, the most recently received declaration shall take precedence.

Please note that proxies appointed by the Company cannot accept orders for requests for information, for submitting motions or election proposals, for submitting statements, for making speeches, for requests to include questions in the minutes, or for lodging objections against resolutions of the Annual General Meeting.

Procedure for postal voting

Shareholders may cast their votes by postal vote. Only those shareholders registered in the share register as of the day of the virtual Annual General Meeting will be entitled to exercise voting rights by postal vote, who have registered for the Annual General Meeting in due time in accordance with the requirements set forth above under “**Registration for the virtual Annual General Meeting**”. Using the registration form enclosed to the invitation documents for the Annual General Meeting, votes cast by postal vote or revocations of postal votes must be received **no later than 7 May 2025 (24:00 hours CEST) (date of receipt)** by mail at the address set forth above under “**Registration for the virtual Annual General Meeting**”, provided that proper registration has been made.

Here, too, the Shareholder Portal at https://www.talanx.com/shareholder_portal and the e-mail address stated above under “**Registration for the Annual General Meeting**” will be available, via which it will be possible to exercise voting rights by **electronic postal vote until the time when voting is closed by the Chairman of the Meeting at the Annual General Meeting on 8 May 2025**.

Votes already casted may be amended or revoked at any time up to the aforementioned times. In the event of multiple votes being received, the last vote received shall take precedence.

Information on shareholders' rights

Supplementary motions to the agenda at the request of a minority pursuant to § 122 (2) AktG

Shareholders whose shares in aggregate account for one-twentieth of the share capital or a notional interest of EUR 500,000.00 may request that items be included on the agenda and be 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 at the address specified below in the paragraph “**Counter motions and nominations by shareholders pursuant to §§ 118a (1) Sentence 2 No. 3, 126, 127, 130a (5) Sentence 3 AktG**” no later than 7 April 2025 (24:00 hours CEST). Requests for additions to the agenda addressed elsewhere will not be considered.

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 shares until the decision of the Board of Management concerning the motion has been made; in this respect, § 70 AktG shall apply to the calculation of the time of shareholding.

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 AktG.

Counter motions and nominations by shareholders pursuant to §§ 118a (1) Sentence 2 No. 3, 126, 127, 130a (5) Sentence 3 AktG

Prior to the virtual Annual General Meeting, all shareholders are entitled to submit counter motions in relation to 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 AktG).

Counter motions from shareholders, subject to § 126 (2) AktG, and nominations, subject to § 127 Sentence 1, § 126 (2) and § 127 Sentence 3 AktG, will be made available exclusively on the internet at <https://www.talanx.com/agm>, provided that the conditions described below are met. These will be made accessible, including shareholder's name, statement of reasons and any comments by the management.

Counter motions that are to be made accessible must be directed against a proposal of the Board of Management and/or the Supervisory Board, must address a specific item on the agenda, and must include a statement of reasons. Nominations that are to be made accessible must relate to the elections on the agenda; they need not include a statement of reasons.

Counter motions including the statement of reasons that are to be made accessible and are directed against a proposal of the Board of Management and/or the Supervisory Board regarding a specific item on the agenda, as well as election proposals by shareholders relating to the elections on the agenda, must be received by the Company no later than 23 April 2025 (24:00 CEST), at the address below. Counter motions and nominations from shareholders addressed elsewhere will not be made available in accordance with §§ 126 (1), 127 AktG.

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

- by mail: HDI-Platz 1, 30659 Hannover/Germany
- electronically: hauptversammlung@talanx.de

Pursuant to § 126 (4) AktG, motions or nominations by shareholders that are to be made accessible pursuant to § 126 (1) to (3) AktG or § 127 AktG shall be deemed to have been made at the time they are made accessible. Shareholders who have registered correctly for the virtual Annual General Meeting may exercise their voting rights in respect of the motion or nomination, provided that the requirements for exercising voting rights set out in this convening notice are met.

If the shareholder submitting the motion or nomination is not duly authorized and has not registered correctly for the virtual Annual General Meeting, the motion does not have to be dealt with at the meeting.

In addition, pursuant to § 118a (1) Sentence 2 No. 3 AktG, shareholders connected electronically to the meeting may also submit motions and nominations as part of their right to speak (for more details, see below in the section "Right to speak at the Annual General Meeting pursuant to §§ 118a (1) Sentence 2 No. 7, 130a (5) and (6) AktG") in the virtual Annual General Meeting by way of video communication.

The right of the Chairman of the Meeting to have the Board of Management's proposals be voted upon first shall thereby remain unaffected. If the Board of Management's proposals are adopted with the necessary majority, countermotions or (dissenting) nominations are thus deemed to have been settled.

Shareholders' right to information pursuant to §§ 118a (1) Sentence 2 No. 4, 131 (1) and (1d) AktG

Shareholders connected electronically to the virtual Annual General Meeting are granted a right to information in accordance with §§ 118a (1) Sentence 2 No. 4, 131 (1) AktG by way of electronic communication, i.e., upon request they are to be provided at the virtual Annual General Meeting with information by the Board of Management about the Company's affairs, including the Company's legal and business relations with an affiliated company, and on the situation of the Group and the companies included in the consolidated financial statements, to the extent that such information is required for a proper assessment of the item on the agenda. They also have the right to ask questions concerning all answers given by the Board of Management in the virtual Annual General Meeting by means of electronic communication in accordance with § 131 (1d) AktG.

It is intended that the Chairman of the Meeting will stipulate pursuant to § 131 (1f) AktG that the right to information, as well as the right to ask questions, may be exercised in the virtual Annual General Meeting exclusively by way of video communication via the Shareholder Portal.

If a shareholder is refused information, pursuant to § 131 (5) AktG, he may request that his question and the reason for which the information was refused be recorded in the notarised minutes; as part of the virtual Annual General Meeting, it is to be ensured that every shareholder who is electronically connected to the meeting can submit his request by way of electronic communication via the Shareholder Portal.

If a shareholder has been provided with information outside the Annual General Meeting due to his capacity as a shareholder, this information must be provided to any other shareholder at his request in the virtual Annual General Meeting, even if it is not necessary for the proper assessment of the item on the agenda (cf. § 131 (4) Sentence 1 AktG). As part of the virtual Annual General Meeting, it is to be ensured that every shareholder who is electronically connected to the meeting can submit his request by way of electronic communication via the Shareholder Portal.

Possibility to submit comments pursuant to §§ 118a (1) Sentence 2 No. 6, 130a (1) to (4) AktG

Pursuant to §§ 118a (1) Sentence 2 No. 6, 130a (1) to (4) AktG, shareholders who have registered correctly for the virtual Annual General Meeting have the right to submit comments on the items on the agenda by means of electronic communication **no later than 2 May 2025 (24:00 hours CEST) (date of receipt)**. Such comments are to be submitted to the Company in text form exclusively via the Shareholder Portal.

We request that the volume of comments be limited to a reasonable level to allow shareholders to properly examine the comments. A length of 10,000 characters should serve as orientation (including punctuation and spaces). We will publish the shareholder comments that are to be made available, including the name and place of residence or registered office of the submitting shareholder, for duly registered shareholders on the Shareholder Portal at https://www.talanx.com/shareholder_portal by **no later than 3 May 2025 (24:00 hours CEST)**.

Motions and nominations, requests, questions and objections to resolutions of the Annual General Meeting contained in the comments submitted will not be taken into consideration in the virtual Annual General Meeting; the submission of motions or nominations, the exercise of the right to information, the submission of requests and the lodging of objections to resolutions of the Annual General Meeting is only possible via the channels described separately in this convening notice.

Right to speak at the Annual General Meeting pursuant to §§ 118a (1) Sentence 2 No. 7, 130a (5) and (6) AktG

Shareholders connected electronically to the virtual Annual General Meeting are to be granted the right to speak at the meeting by means of video communication in accordance with §§ 118a (1) Sentence 2 No. 7, 130a (5) AktG. Appropriate video and audio transmission must be ensured by the shareholder. Speeches can be registered via the Shareholder Portal from the start of the virtual Annual General Meeting and may include motions and nominations pursuant to § 118a (1) Sentence 2 No. 3 AktG as well as requests for information and inquiries pursuant to §§ 118a (1) Sentence 2 No. 4, 131 AktG.

In order to exercise the right to speak, shareholders require an internet-enabled terminal (e.g. PC, laptop, tablet or smartphone) that has an (integrated or external) camera and a (integrated or external) microphone, each of which can be accessed from the browser. Installation of software components or apps on the terminal device is not required. Further information (such as about compatible browsers) can be found on the Shareholder Portal.

Reservation of the verification of the functionality of video communication in accordance with § 130a (6) of the AktG as well as appropriate timing and restriction of the shareholders' right to ask questions and speak

The Company reserves the right to check the functionality of the video communication between the shareholder and the Company in the virtual Annual General Meeting, including prior to a speech, and to reject the speech if such functionality is not ensured.

Pursuant to § 15 (3) of the Company's Articles of Association, the Chairman of the meeting may set appropriate time limits on the shareholders' right to ask questions and to speak. In particular, either at the beginning of the virtual Annual General Meeting or during its course, the Chairman of the Meeting is entitled to set an appropriate time frame for the entire course of the Annual General Meeting, for the individual agenda item and for the individual speaker.

Objection to a resolution of the Annual General Meeting pursuant to §§ 118a (1) Sentence 2 No. 8, 245 Sentence 1 No. 1 AktG

Pursuant to §§ 118a (1) Sentence 2 No. 8, 245 No. 1 AktG, shareholders connected electronically to the virtual Annual General Meeting are granted a right to object to a resolution of the shareholders' meeting by means of electronic communication. Such objections must be submitted to the Company in text form via the Shareholder Portal between the beginning and the end of the virtual Annual General Meeting on 8 May 2025.

Information about the shareholder hotline

Please contact Talanx Aktiengesellschaft by e-mail at hv-service.talanx@adeus.de if you have any questions regarding the virtual Annual General Meeting. In addition, a shareholder hotline will be available from Monday to Friday from 09:00 a.m. to 05:00 p.m. (CEST) at the following telephone number +49 (0) 89 2019 0397.

Further information is also available on the internet at <https://www.talanx.com/agm>.

Remarks concerning shareholders' rights

More detailed information about the rights of shareholders pursuant to § 122 (2), § 126, § 127, § 130a, § 131, § 245 No. 1 AktG in conjunction with § 118a AktG can also be found on the internet at <https://www.talanx.com/agm>.

Number of shares and voting rights

As of the date of the convening of the Annual General Meeting, the total number of shares amounts to 258,228,991. The total number of voting rights is 258,228,991 as of the date of the convening of the Annual General Meeting.

Company website on which the information pursuant to § 124a AktG is available

The convening document for the virtual Annual General Meeting with the information and explanations required by law is also available on the website at <https://www.talanx.com/agm>. This internet address also includes the additional information pursuant to § 124a AktG.

Gender-neutral language

For the sole purpose of better readability, this invitation largely refrains from using gender-specific language. All personal designations and terms are to be understood as gender neutral.

Information on data protection for shareholders of Talanx Aktiengesellschaft

If you register for the Annual General Meeting or grant a proxy, we will use the data you submit to organise the Annual General Meeting and to exercise your rights as a shareholder.

Further important information on data protection can be found at
https://www.talanx.com/agm/data_protection

Hanover, March 2025

Talanx Aktiengesellschaft
The Board of Management

Key figures Talanx Group

GROUP KEY FIGURES

	Unit	2024	2023 ¹	2022 ¹
Insurance revenue	EUR million	48,150	43,237	39,645
Primary Insurance	EUR million	22,905	19,722	16,967
Property/casualty primary insurance	EUR million	20,316	17,346	14,794
Life primary insurance	EUR million	2,590	2,376	2,173
Reinsurance	EUR million	26,379	24,456	24,017
Property/casualty reinsurance	EUR million	18,665	16,824	16,265
Life/health reinsurance	EUR million	7,715	7,633	7,752
Insurance revenue by region				
Germany	%	15	16	15
United Kingdom	%	11	10	11
Central and Eastern Europe (CEE), including Türkiye	%	9	9	8
Rest of Europe	%	13	13	12
USA	%	24	24	26
Rest of North America	%	4	4	4
Latin America	%	13	10	8
Asia and Australia	%	11	13	14
Africa	%	1	1	2
Insurance service result (net)	EUR million	5,114	3,234	2,454
Net investment income for own risk	EUR million	3,880	3,235	2,342
Net return on investments for own risk²	%	2.8	2.5	1.7
Operating profit/loss (EBIT)	EUR million	4,913	3,068	2,815
Net income attributable to shareholders of Talanx AG	EUR million	1,977	1,581	706
Primary Insurance	EUR million	1,113	790	437
Reinsurance	EUR million	1,170	917	392
Return on equity³	%	17.9	16.6	8.2
Earnings per share				
Basic earnings per share	EUR	7.65	6.21	2.79
Diluted earnings per share	EUR	7.65	6.21	2.79
Combined ratio (net/gross)⁴	%	90.3	94.3	95.2
Property/casualty primary insurance (net/gross) ⁴	%	91.6	93.4	95.2
Property/casualty reinsurance (net/net) ⁵	%	86.6	94.0	94.5
Total assets	EUR million	180,419	168,525	158,479
Equity attributable to shareholders of Talanx AG	EUR million	11,661	10,447	8,640
Contractual service margin	EUR million	11,368	10,720	9,592
Subordinated liabilities (hybrid capital)	EUR million	4,487	5,262	5,009
Investments for own risk	EUR million	144,302	135,390	127,345
Carrying amount per share	EUR	45.16	40.46	34.10
excluding goodwill	EUR	39.00	34.22	30.08
Share price	EUR	82.15	64.65	44.32
Number of shares outstanding	number	258,228,991	258,228,991	253,350,943
Employees	as at the reporting date	29,976	27,863	23,669

¹ Adjusted in accordance with IAS 8 as well as IFRS 8 in conjunction with IAS 8, see also the "Accounting policies" section of the Notes and adjusted, see "Accounting policies", section "Summary of significant accounting policies" of the Notes.

² Ratio of net investment income for own risk to average investment portfolio for own risk.

³ Ratio of net income (after financing costs and taxes) excluding non-controlling interests to average equity excluding non-controlling interests.

⁴ 1- [insurance service result (net) divided by insurance revenue (gross)].

⁵ 1- [insurance service result divided by (insurance revenue – expenses from reinsurance contracts held)].

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