



Convenience Translation

**VIRTUAL ANNUAL GENERAL MEETING ON 10 NOVEMBER 2020
PROXY FORM**

This form does not replace the requirement of submitting the proof of authorisation in the proper manner.
Please also take account of the information to participate in the virtual annual general meeting and to exercise voting rights.

Person giving the statement

Name*

Number of shares*

First name*

Voting card no.*

Postal code/place

*Mandatory field (Please see the details on your voting card for the Annual General Meeting, which you will receive after submitting the proof of authorisation in the proper manner)

AUTHORIZATION OF COMPANIES PROXIES APPOINTED BY MSG LIFE AG

I/We authorize the **appointed proxies by msg life ag**, Mrs. Corinna Fischer und Mrs. Norma Laaziri, both with business address at c/o Link Market Services GmbH in Munich, each of them individually with the right to issue sub power of attorney, to represent me/us at the above-mentioned virtual Annual General Meeting of msg life ag on 10 November 2020 with disclosure of my/our name in the list of participants and to exercise my/our voting right(s), or have such voting right(s) exercised, with the instructions included overleaf (*please mark appropriate box*)

I/We hereby declare that I/we have read the notes on authorising and instructing proxies nominated by the Company and accept the terms and conditions concerning proxy voting.

Place, Date

person issuing the declaration in accordance with section 126b of German Civil Code (BGB),
e.g. signature

POWER OF ATTORNEY

I/We hereby authorize Mrs./Ms./Mr.

Authorized representative's name*

Authorized representative's first name*

Authorized representative's postal code/place

with the right to grant sub-powers of attorney, to represent me/us with disclosure of my/our name in the list of participants at the Annual General Meeting of msg life ag on 10 November 2020, which is held as a virtual Annual General Meeting without the physical presence of shareholders or their authorized representatives, and to exercise my/our shareholder rights, especially my/our voting rights, on my/our behalf. This power of attorney includes the right to issue sub power of attorney. The authorized representative is also entitled to represent other shareholders in addition to me/us in connection with the virtual Annual General Meeting and/or at the same time to exercise shareholder rights based on shares held by him/her.

Place, Date

person issuing the declaration in accordance with section 126b of German Civil Code (BGB),
e.g. signature

VOTING INSTRUCTIONS

Instructions relate to the proposals by the Management Board and/or Supervisory Board as published in the federal gazette on 1 October 2020 if and to the extent shareholders don't have given instructions to motions or election proposals made by shareholders (see explanations right at the end of this page).

If separate votes are held on an agenda item instead of collective voting, the instructions given to the Company Proxies will apply accordingly to each item of the separate votes.

In case of consent please check the YES-box, in case of dissent please check the NO-box and to denote your consent, in Abstain („Abst.“). If there is no instruction, this will be regarded as an abstention. If you do more than one selection your voting will be considered as abstention also.

Item of the agenda	Yes	No	Abst.
2. Resolution on the formal approval of the actions of the members of the Management Board for the 2019 financial year	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
3. Resolution on the formal approval of the actions of the members of the Supervisory Board for the 2019 financial year	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
4. Election of the auditor for the 2020 financial year	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
5. Approval of a control agreement	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
6. Resolution on the creation of new authorised capital under the exclusion of the statutory subscription right of the shareholders along with amendment to the articles of incorporation	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
7. Resolution on the new wording of Section 16 (3) of the articles of incorporation	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

In case the Company has received motions and election proposals proposed by shareholders that have to be made available until 26 October 2020, 24:00 hours (CET), such motions and proposals are available at the Internet address <https://www.msg-life.com/ueber-uns/investor-relations/> according to applicable law.

	Yes	No	Abst..		Yes	No	Abst.
Motion / Election proposal A	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	Motion / Election proposal D	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Motion / Election proposal B	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	Motion / Election proposal E	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Motion / Election proposal C	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	Motion / Election proposal F	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

FURTHER INFORMATION AND NOTES FOR PARTICIPATION IN THE VIRTUAL ANNUAL GENERAL MEETING

You can connect to the entire annual general meeting on Tuesday, 10 November 2020, from 10.00 a.m. (CET) by sound and vision transmission via the AGM portal, which can be reached via the company website at <https://www.msg-life.com/ueber-uns/investor-relations/>. Properly signed up shareholders who have provided evidence („the Eligible Shareholders“) or their authorised representatives will be sent voting cards for the virtual annual general meeting with their personal login data to use the AGM portal. The sound and vision transmission does not enable any participation in the annual general meeting according to Section 118 (1) Sentence 2 AktG.

Power of attorney and instructions to the proxies appointed by the company

Eligible shareholders may also have their right to vote exercised at the Annual General Meeting by proxies who are bound by instructions and are nominated by the company. You can use this form to **authorize and instruct the Company Proxies** or electronically **via the AGM portal, which can be reached via the company website at <https://www.msg-life.com/ueber-uns/investor-relations/>**. You will find the personally access data required for the AGM portal with your voting card. Authorization and voting instructions to the Company Proxies, including their modification as well as the withdrawal thereof, via the AGM portal can be provided before and during the virtual Annual General Meeting on Tuesday, 10 November 2020, but such declarations must be received by the beginning of the voting at the latest. The Company Proxies are obligated to vote in accordance with the instructions given to them. The representation by proxy holders nominated by the company is limited to exercising the voting rights as instructed. The proxy is invalid without such instructions. If no explicit instructions have been given, the proxy holders nominated by the company will abstain from voting. Please note: the Company Proxies will not accept instructions for exercising other shareholders' rights, in particular to make applications or ask questions or to state objections.

In addition, it is also possible to send the authorization and voting instructions for the Company Proxies directly to the following address by Monday, 9 November 2020, 12:00 p.m. (CET) at the latest:

msg life ag
c/o Link Market Services GmbH
Landshuter Allee 10
80637 Munich, Germany
e-mail: inhaberaktien@linkmarketservices.de

The time of receipt of the power of attorney, instruction, amendment, or revocation in the Company's mailroom is decisive for meeting the deadline

Casting votes by proxy

With this form eligible shareholders can **authorize a third person**. We kindly ask you to fill in the form "Power of Attorney" and send it directly to the following address by Monday, 9 November 2020, 12:00 p.m. (CET) (time of receipt by the Company is decisive):

msg life ag
c/o Link Market Services GmbH
Landshuter Allee 10
80637 Munich, Germany
e-mail: inhaberaktien@linkmarketservices.de

If the power of attorney is granted pursuant to section 135 AktG (granting of power of attorney to intermediaries, proxy advisors, shareholders' associations or persons equivalent to these according to section 135 (8) AktG), it is required to keep verifiable records of the power of attorney. In these cases, shareholders should consult with the person to be authorized as to the formal requirements of such power of attorney.

Authorised representatives (excluding proxy holders nominated by the company) are also not able to take part at the annual general meeting physically. They can exercise the right to vote for shareholders represented by them also only by way of electronic communication by means of postal voting or by issuing a (sub-) proxy and instructions to the proxy holders nominated by the company. The exercising of rights by an authorised representative by way of electronic communication using postal voting via the AGM portal requires that the authorised representative is given the personal login data sent with the voting card by the principal.

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

Exercising the right to vote by (electronic) postal voting

Eligible Shareholders or their authorised representatives can submit their votes by way of electronic communication, without taking part at the annual general meeting (postal voting). Postal votes (as well as changes to them or revocation if nec.) can only be transmitted to the company via the AGM portal, which can be reached via the company website at <https://www.msg-life.com/ueber-uns/investor-relations/>, and must be received by the company via this means at the latest immediately before the start of the votes in the virtual annual general meeting on Tuesday, 10 November 2020.

Eligible Shareholders or their authorised representatives will be sent voting cards for the virtual annual general meeting with their personal login data to use the AGM portal

It is pointed out that other means of transmission for postal voting are not available, in particular postal votes cannot be sent by post.

Further notes:

If divergent declarations are received via different transmission channels and it is not possible to determine which was submitted last, these declarations will be considered in the following order: (1) via AGM portal, (2) via e-mail, (3) in paper form. If postal votes (only via the AGM portal) and authorization with instructions to the Company Proxies are received postal votes will always be given priority.

In case the Company has received motions and election proposals proposed by shareholders that have to be made available until 26 October 2020, 24:00 hours (CET), such motions and proposals are available at the Internet address <https://www.msg-life.com/ueber-uns/investor-relations/> according to applicable law. You may also give instructions to the Company Proxies or vote by electronically postal voting in consideration of such received counter motions and election proposals made by shareholders. A counter-motion which is aimed solely at the rejection of a proposed resolution may be supported by vote against the management's proposal.

Even if you vote by electronically communication (postal vote) or authorize and instruct the Company-nominated proxies, your are still entitled to participate in the virtual Annual General Meeting live by sound and vision transmission via the AGM portal.

Please also take account of the information in the Notice of the Shareholders' Meeting.

The Eligible Shareholders or their authorised representatives can follow the entire annual general meeting by sound and vision transmission on the Internet via the AGM portal. The sound and vision transmission of the virtual annual general meeting and the availability of the AGM portal may be subject to fluctuations by current technological standards due to limitations of the availability of the telecommunications network and the limitation of Internet services from third-party providers, over which the company has no influence. The company is therefore unable to give any guarantee or assume liability for the functionality and constant availability of the Internet services used, of the third-party network elements used, of the sound and vision transmission as well as the access to the AGM portal and its general availability. The company also takes no responsibility for errors and defects in the hardware and software used for the AGM portal including those of the service providers used, unless there is deliberate intent. For this reason, the company recommends making early use of the above-mentioned options to exercise rights, in particular to exercise the right to vote. If data protection or security considerations make it absolutely essential, the chair of the meeting must reserve the right to interrupt the virtual annual general meeting or to discontinue it completely.

If you have any questions about the virtual annual general meeting and about using the AGM portal, our annual general meeting hotline staff are at your disposal Monday to Friday – excluding public holidays – from 9:00 a.m. to 5:00 p.m.(CEST/CET) on +49 89 21027-220.

You can obtain more information on data protection in the Invitation to the Annual General Shareholders' Meeting and on the Internet at <https://www.msg-life.com/ueber-uns/investor-relations/>.