



msg life ag
Leinfelden-Echterdingen

ISIN DE0005130108
Unique event identifier: GMETMSGL0622

We invite the shareholders of our company to the

annual general meeting
(virtual annual general meeting)

on Wednesday, 22 June 2022, at 10 a.m. (CEST). The meeting will be held without the shareholders or their authorised representatives being physically present (with the exception of the company's proxies). A live audiovisual broadcast of the entire meeting will be available in the online AGM portal at

<https://www.msg-life.com/ueber-uns/investor-relations/>

for shareholders who have duly provided proof of their entitlement, as well as their authorised representatives. Voting rights will be exercised solely by (electronic) absentee votes or by granting power of attorney to the proxies nominated by the company. The venue for the annual general meeting for the purposes of the German Stock Corporation Act (*Aktiengesetz – AktG*) will be 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 condensed management report and Group management report and of the report by the Supervisory Board, each for the 2021 financial year**
- 2. Resolution to formally approve the actions of the Management Board members for the 2021 financial year**

The Management Board and Supervisory Board propose to formally approve the actions taken during the 2021 financial year by the Management Board members serving during this period.

3. Resolution to formally approve the actions of the Supervisory Board members for the 2021 financial year

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4. Vote on the auditor for the 2022 financial year

The Supervisory Board proposes to appoint Baker Tilly GmbH & Co. KG Wirtschaftsprüfungsgesellschaft in Düsseldorf to audit the annual financial statements and consolidated financial statements for the 2022 financial year.

5. Elections to the Supervisory Board

Dr Jürgen Zehetmaier has resigned from his office as a member of the Supervisory Board, with effect from the end of business on 31 May 2022. An additional member must therefore be elected. The Supervisory Board comprises four members elected from among the shareholders at the annual general meeting, in accordance with Sections 96 (1) and 101 (1) AktG and Article 10 (1) of the company's Articles of Incorporation.

The Supervisory Board proposes that Dr Aristid Neuburger, member of the Management Board of msg systems AG in Ismaning and resident in Icking, be elected to succeed Dr Jürgen Zehetmaier as a member of the Supervisory Board.

The election will be for the time from the end of the annual general meeting on 22 June 2022 until the end of the annual general meeting at which a resolution is adopted to approve the actions taken for the 2024 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://www.msg-life.com/ueber-uns/investor-relations/>

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

The AGM portal can also be reached via this website, via which the shareholders who have properly provided proof of their eligibility (the 'Eligible Shareholders') can, among other things, exercise their right to vote before and during the annual general meeting and follow a live audiovisual broadcast of the entire annual general meeting.

2. Annual general meeting format as a virtual annual general meeting without the physical presence of shareholders or their authorised representatives, audio and visual transmission

The Management Board, with the approval of the Supervisory Board, has opted to hold the annual general meeting as a virtual annual general meeting without the physical presence of the shareholders or their authorised representatives, based on Section 1 of the Act for Measures under Laws Pertaining to Companies, Cooperative Societies, Associations, Foundations and Residential Property to Combat the Impacts of the Covid-19 Pandemic of 27 March 2020 (GesRuaCOVBekG), in the version amended by the Act to Shorten Further the Residual Debt Discharge Process and Amend Pandemic-Related Provisions of Laws Pertaining to Companies, Cooperative Societies, Associations, Foundations, Rent and Leases of 22 December 2020 ('Covid-19 Act'), the applicability of which was extended from 10 September 2021 to 31 August 2022 by the 2021 Reconstruction Aid Act for the establishment of a special flood relief fund and amending other laws (AufbhG 2021).

This decision will lead to modifications in the processes for the annual general meeting and in the rights held by shareholders. The entire annual general meeting will be broadcast online live and in full for Eligible Shareholders and their authorised representatives, with sound and vision, using the AGM portal available at <https://www.msg-life.com/ueber-uns/investor-relations/>. The Eligible Shareholders or their authorised representatives will exercise their voting rights solely by way of electronic communication (absentee voting) via the company's AGM portal or by issuing a power of attorney and instructions to the proxies nominated by the company. Consequently, Eligible Shareholders and their authorised representatives cannot physically attend the annual general meeting.

Given the exceptional circumstances for this virtual annual general meeting, we ask our shareholders to take special note of the below information about exercising shareholder rights at the virtual annual general meeting, about exercising voting rights, about other shareholder rights and about the option to follow the annual general meeting through an audiovisual broadcast.

The Eligible Shareholders will be sent a poll card for exercising their voting rights along with further information about how to do this. The poll card will include individual log-in

details that shareholders can use to access the AGM portal, which is available online at <https://www.msg-life.com/ueber-uns/investor-relations/>.

Eligible Shareholders and their authorised representatives can connect to the audiovisual broadcast of the entire annual general meeting on **Wednesday, 22 June 2022, from 10 a.m. (CEST)** using the AGM portal, which can be reached via the company website at <https://www.msg-life.com/ueber-uns/investor-relations/>.

The option for shareholders to take part in the annual general meeting without being present at its location and without an authorised representative, and to exercise all or some of their rights fully or partly by way of electronic communication pursuant to Section 118 (1) sentence 2 AktG is not provided; in particular, the audiovisual broadcast does not make it possible to participate in the annual general meeting according to Section 118 (1) sentence 2 AktG.

3. Online AGM portal and annual general meeting hotline

An online AGM portal for the company will be accessible online at <https://www.msg-life.com/ueber-uns/investor-relations/> as of 1 June 2022. Using this portal, the Eligible Shareholders and their authorised representatives will, among other things, be able to exercise their right to vote, grant powers of attorney, submit questions or enter objections on the record. In order to use the AGM portal, Eligible Shareholders must log in with the individual log-in details provided on the poll card that Eligible Shareholders receive. The various options for exercising shareholder rights will be displayed as buttons and menus on the AGM portal's user interface.

The Eligible Shareholders will receive further details about the AGM portal and terms of service with their poll card and online at <https://www.msg-life.com/ueber-uns/investor-relations/>.

Please also take note of the technical information at the end of this invitation notice.

If you have any questions about the virtual annual general meeting and about using the AGM portal, our annual general meeting hotline is at your disposal on +49 (0)89 2102 7220 from 9 a.m. to 5 p.m. (CEST), Monday to Friday, except on public holidays.

4. Exercising shareholder rights at the virtual annual general meeting

Shareholders who wish to exercise shareholder rights at the virtual annual general meeting and use the AGM portal must provide evidence of 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 proof must refer to the beginning of the twenty-first day before the annual general meeting, in other words to Wednesday, **1 June 2022, at midnight (CEST)** (the '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, **15 June 2022, at midnight (CEST)**, at the following address:

msg life ag
c/o Link Market Services GmbH
Landshuter Allee 10
80637 Munich

or by email to: inhaberaktien@linkmarketservices.de

After fulfilling the above requirements, the Eligible Shareholders or their authorised representatives will be sent poll cards for the virtual annual general meeting with their personal log-in details for using the AGM portal. The poll cards act as an organisational tool and are not a prerequisite for exercising shareholder rights.

5. Exercising voting rights by (electronic) absentee vote

The Eligible Shareholders or their authorised representatives can cast their votes by way of electronic communication, without attending the annual general meeting (absentee voting). Absentee votes (as well as changes to them or revocation if relevant) 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/>. They must be received by the company using this method no later than immediately before voting starts at the virtual annual general meeting on Wednesday, 22 June 2022.

Votes and voting instructions are only possible for proposals and nominations that have been published with this convocation or in connection with Section 122 (2) AktG or Sections 126 and 127 AktG.

The electronic postal voting is possible via the AGM portal from 1 June 2022 onwards and up to immediately before the start of the votes on the day of the annual general meeting.

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 information about electronic postal voting is included on the voting card, which is sent to the Eligible Shareholders. Relevant information and a more detailed description of the electronic voting process can also be found online on the AGM portal at <https://www.msg-life.com/ueber-uns/investor-relations/>.

6. Exercising voting rights through authorised representatives

Eligible Shareholders who are not able or do not wish to exercise their voting and other shareholder rights themselves can allow an authorised representative or association of shareholders to exercise these voting and other shareholder rights by issuing a corresponding power of attorney.

Due to the annual general meeting being held as a virtual annual general meeting according to the Covid-19 Act, authorised representatives are also not able to take part at the annual general meeting, either physically or by way of electronic communication, according to Section 118 (1) sentence 2 AktG. Likewise, they can only exercise voting rights for the shareholders whom they represent by way of electronic communication in the form of an absentee ballot or by issuing a (substitute) power of attorney and voting instructions to the proxies nominated by the company. In order for an authorised representative to exercise rights by way of electronic communication in the form of an absentee ballot on the AGM portal, the issuer of the power of attorney must give the authorised representative the personal log-in details sent out with the poll card.

- a) The issue of the power of attorney, any revocation of it and the proof 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 poll card 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 Link Market Services GmbH
Landshuter Allee 10
80637 Munich

or by email to: inhaberaktien@linkmarketservices.de

A form that may but does not have to be used to grant power of attorney can also be downloaded online at <https://www.msg-life.com/ueber-uns/investor-relations/>. 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, 21 June 2022, 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 proof 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 poll card and other information for granting the power of attorney and issuing voting instructions. They may also ask the company for a form free of charge using the following address:

msg life ag
c/o Link Market Services GmbH
Landshuter Allee 10
80637 Munich

or by email to: inhaberaktien@linkmarketservices.de

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://www.msg-life.com/ueber-uns/investor-relations/>. To revoke a power of attorney already granted to company-nominated, instruction-bound proxies, there is a form that may – but does not need to – be used, available to download online at <https://www.msg-life.com/ueber-uns/investor-relations/>.

If the power of attorney and the voting instructions are not issued during the virtual annual general meeting using the AGM portal, the power of attorney and the voting instructions will need to be sent by post or email to the relevant address specified above in this subsection (c) by Tuesday, **21 June 2022, at 12 noon (CEST)** (time of receipt).

The issue of the power of attorney together with instructions to the proxies nominated by the company (as well as any change or revocation of proxies and instructions issued) can also be sent by no later than the start of voting at the virtual annual general meeting on Wednesday, 22 June 2022, via the AGM portal, which can be reached online at <https://www.msg-life.com/ueber-uns/investor-relations/>.

The option to exercise shareholder rights through an authorised representative by way of electronic connection using the AGM portal requires that the issuer of the power of attorney give the authorised representative the log-in details sent with the poll card.

Voting rights can be exercised via the AGM portal as of 1 June 2022. You can also use the AGM portal to change or revoke a previously issued power of attorney or voting instruction during the annual general meeting up until when voting starts.

It is only possible to cast a vote and issue voting instructions for proposals and nominations that have been published with this convocation or in connection with Section 122 (2) AktG or Sections 126 and 127 AktG.

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 proof on time according to the above provisions.

7. Further information about voting

The planned votes for agenda items 2 to 5 are of a binding nature within the meaning of Table 3 of the annex to Commission Implementing Regulation (EU) 2018/1212. There exists an option to vote Yes (in favour), No (against) or Abstain.

When exercising voting rights through an electronic absentee ballot, the company will give the voter electronic confirmation of receipt of the vote cast electronically, in accordance with Section 118 (2) sentence 2 and (1) sentences 3 to 5 AktG, in conjunction with Articles 7 (1) and 9 (5)(1) of Commission Implementing Regulation (EU) 2018/1212.

Voters may ask the company to provide confirmation of their vote being received and how it was counted within one month of the day of the annual general meeting, in accordance with Section 129 (5) AktG in conjunction with Articles 7 (2) and 9 (5)(2) of Commission Implementing Regulation (EU) 2018/1212. This confirmation may be requested after the annual general meeting by accessing the AGM portal using the personal log-in details printed on the poll card.

8. Shareholder rights under Sections 122 (2), 126 (1) and 127 AktG, and Section 1 (2) sentence 1 no. 3 and sentence 2 of the Covid-19 Act

a) Agenda amendment requests

Pursuant to Section 122 (2) AktG, company shareholders whose interests together reach the proportionate amount of 500,000.00 euros of the company's share capital, equivalent to 500,000 no-par-value 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, **28 May 2022, at midnight (CEST)**. Please send such requests to the following address:

msg life ag
Management Board
c/o Link Market Services GmbH
Landshuter Allee 10
80637 Munich

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
c/o Link Market Services GmbH
Landshuter Allee 10
80637 Munich

or by email to: antraege@linkmarketservices.de

Counterproposals and nominations that require publication and are received at the above address with evidence of shareholder status no later than the end of Tuesday, **7 June 2022, at midnight (CEST)**, will be made accessible to the other shareholders online at <https://www.msg-life.com/ueber-uns/investor-relations/>. Any statements of opinion from the administration will also be provided on the above website after 7 June 2022.

A counterproposal or nomination requiring publication under Sections 126 and 127 AktG will be deemed raised at the virtual annual general meeting if the shareholder making the counterproposal or nomination has properly provided evidence of his or her eligibility.

- c) Right to ask questions under Section 1 (2) sentence 1 no. 3 and sentence 2 of the Covid-19 Act

Eligible Shareholders and their authorised representatives have the right to ask questions using electronic communication.

Questions from Eligible Shareholders and their authorised representatives can be submitted at the latest by Monday, **20 June 2022, at midnight (CEST)** (time of receipt), only by way of electronic communication via the AGM portal that can be reached on the Internet at <https://www.msg-life.com/ueber-uns/investor-relations/>. Questions submitted through other channels or at a later point in time will not be considered. Questions cannot be asked during the virtual annual general meeting.

Questions will be answered by the Management Board at the annual general meeting. The Management Board will decide how it answers questions by applying professional discretion.

Generally, the person asking the question should be named when the answer is being given, unless the person has expressly objected to being named.

9. Stating objections on the record

Eligible Shareholders who have exercised their right to vote and their authorised representatives may state an objection to the resolutions of the annual general meeting on the record made by the notary up to the end of the virtual annual general meeting (Section 1 (2) sentence 1 no. 4 of the Covid-19 Act). Objections can only be raised electronically by using the online AGM portal at <https://www.msg-life.com/ueber-uns/investor-relations/> between the time that the virtual annual general meeting begins and the time that the meeting chairperson closes the virtual annual general meeting. Any other form of objection transmission is prohibited.

10. 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.

11. 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).

12. Information regarding data protection

msg life ag collects personal data about shareholders and/or their authorised representatives when shareholders send proof or 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://www.msg-life.com/ueber-uns/investor-relations/>.

13. Technical information about the virtual annual general meeting

A poll card is required to access the company's AGM portal and is sent out to Eligible Shareholders automatically. This poll card contains the individual log-in details that Eligible Shareholders or their authorised representatives can use to log into the AGM portal.

To reduce the risk of technical difficulties when shareholders exercise their rights during the virtual annual general meeting, it is recommended – where possible – to exercise shareholder rights (particularly voting rights) before the annual general meeting starts. The AGM portal will be available for exercising voting rights as of 1 June 2022.

To follow the virtual annual general meeting, use the AGM portal and exercise shareholder rights, an Internet connection and a Web-enabled device will be needed. In order to optimally reproduce the audiovisual broadcast of the annual general meeting, a stable Internet connection with an adequate transmission speed is recommended.

If Eligible Shareholders or their authorised representatives use a computer to receive the audiovisual broadcast of the virtual annual general meeting, they will need a browser and speakers or headphones.

14. Information about the availability of the audiovisual broadcast

Eligible Shareholders or their authorised representatives can follow the entire annual general meeting through an audiovisual broadcast online over the AGM portal. Based on current technological standards, the audiovisual broadcast of the virtual annual general meeting and the availability of the AGM portal may fluctuate due to limitations on telecommunication network availability and limitations on Internet services by third-party providers. The company does not have any influence over such limitations. The company is therefore unable to give any guarantee or assume liability for the functionality and consistent availability of the Internet services used, of the third-party network elements used, of the audiovisual broadcast, of access to the AGM portal or of the general availability of the AGM portal. 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.

Leinfelden-Echterdingen, May 2022

msg life ag

– The Management Board –