

INVITATION

to the
Annual General Meeting
of Allianz SE
on May 6, 2020

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Allianz SE, Munich, ISIN DE0008404005

This is a translation of the Invitation to and Agenda of the Annual General Meeting of Allianz SE. Only the German version of this document is legally binding. This translation is provided to shareholders for convenience purposes only. No warranty is made as to the accuracy of this translation and Allianz SE assumes no liability with respect thereto.

Based on Article 2 of the Act on Reducing the Effects of the COVID-19 Pandemic in Civil, Insolvency and Criminal Procedure Law dated March 27, 2020 (Covid-19-Act), we invite our shareholders, with the approval of the Supervisory Board, to the **Annual General Meeting of Allianz SE, Munich**, to be held without physical attendance of shareholders or their proxies on **Wednesday, May 6, 2020, at 10 a.m.**, at Koeniginstrasse 28, 80802 Munich, Germany. Shareholders can watch the Annual General Meeting in its entirety live on the Internet. Exercising the voting rights will only be possible via absentee voting or by authorizing persons appointed by the Company to vote on shareholders' behalf.

I. AGENDA

1. Presentation of the approved Annual Financial Statements and the approved Consolidated Financial Statements as of December 31, 2019, and of the Management Reports for Allianz SE and for the Group, as well as the Report of the Supervisory Board for fiscal year 2019

These documents contain the Corporate Governance Report, the Statement on Corporate Man-

agement pursuant to §§ 289f (1) and 315d of the German Commercial Code (HGB), the Remuneration Report as well as the explanatory reports on the information pursuant to §§ 289a (1) and 315a (1) HGB. The documents are available on the Internet at www.allianz.com/agm. In addition, the documents will be available and explained at the Annual General Meeting.

The Supervisory Board already approved the Annual Financial Statements and the Consolidated Financial Statements prepared by the Board of Management. Therefore, as stipulated by law, no resolution will be taken under Agenda Item 1.

2. Appropriation of net earnings

The Board of Management and the Supervisory Board propose that the net earnings (Bilanzgewinn) of Allianz SE of EUR 4,480,281,669.73 for the 2019 fiscal year shall be appropriated as follows:

Distribution of a dividend of EUR 9.60 per no-par share entitled to a dividend:EUR 3,999,140,947.20

Unappropriated earnings
carried forward: EUR 481,140,722.53

The proposal for appropriation of net earnings reflects the 595,677 treasury shares held directly and indirectly by the Company as of December 31, 2019. Such treasury shares are not entitled to the dividend pursuant to § 71b of the German Stock Corporation Act (AktG). Should there be any change in the number of shares entitled to the dividend by the date of the Annual General Meeting, the above proposal will be amended accordingly and presented for resolution

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on the appropriation of net earnings at the Annual General Meeting, with an unchanged dividend of EUR 9.60 per each share entitled to a dividend.

In accordance with § 58 (4) sentence 2 AktG, the dividend is due on the third business day following the resolution of the Annual General Meeting.

3. Approval of the actions of the members of the Board of Management

The Management Board and the Supervisory Board propose that the actions in fiscal year 2019 of the members of the Management Board of Allianz SE that held office in fiscal year 2019 be approved.

4. Approval of the actions of the members of the Supervisory Board

The Management Board and the Supervisory Board propose that the actions in fiscal year 2019 of the members of the Supervisory Board of Allianz SE that held office in fiscal year 2019 be approved.

5. Approval of the control and profit transfer agreement between Allianz SE and Allianz Africa Holding GmbH

The Management Board and the Supervisory Board propose that the control and profit transfer agreement between Allianz SE and Allianz Africa Holding GmbH (in the following: "AAH") with its registered seat in Munich, Germany, dated February 18, 2020, be approved.

AAH was founded in 2019. The Company's object is the administration of participations, shareholdings and interests in companies of all kinds domestically

and abroad, especially in Africa. It is intended to concentrate the Africa business of Allianz Group under AAH.

The agreement has essentially the following content:

- AAH submits the direction of the company to Allianz SE. Allianz SE is consequently authorized to issue instructions to the management of AAH regarding the direction of the company. Allianz SE will exercise its right to issue instructions through its Management Board only.
- AAH undertakes for the term of this agreement to transfer its entire profits to Allianz SE. Subject to the formation or dissolution of reserves, the amount to be transferred is the annual net income as determined without any profit transfer, less a loss carry-forward from the previous year, if any, and less amounts which may not be distributed according to statutory law.
- With the consent of Allianz SE, AAH may allocate amounts out of the annual net income to the retained earnings (§ 272 (3) HGB) only insofar as this is permissible under applicable German accounting rules and is economically justified based on sound business judgment. Upon request by Allianz SE, any other retained earnings pursuant to § 272 (3) HGB accumulated during the term of this agreement must be dissolved and applied to balancing any annual deficit or be transferred as profit. The transfer of amounts generated from the dissolution of other retained earnings which were accumulated prior to the effectiveness of this agreement shall be excluded.
- In accordance with the provisions of Art. 9 (1) c) ii) Council Regulation (EC) No 2157/2001 on the Statute for a European company (SE-VO) in conjunction with § 302 AktG, as amended, Allianz SE

is obliged to compensate any annual deficit sustained during the term of this agreement, unless such deficit is balanced through withdrawing amounts from the other retained earnings pursuant to § 272 (3) HGB which were allocated to the retained earnings during the term of this agreement. AAH may request installment payments of the loss assumption from Allianz SE in the course of the fiscal year. The sum of such installment payments shall not exceed the amount of the expected loss assumption.

- The agreement will become effective upon its registration in the commercial register of AAH and shall have retroactive effect as of January 1, 2020. The control through the right to issue instructions shall in any event only apply upon registration of the agreement in the commercial register of AAH.
- The agreement is concluded for a fixed term ending at midnight on December 31, 2024, and will thereafter be consecutively renewed in unamended form for each calendar year, unless it is terminated by either contractual partner at least six months prior to its expiry. The right to terminate the agreement for cause without notice remains unaffected. Termination for cause shall particularly be available if Allianz SE completely or partly disposes of its participation in AAH or no longer directly holds the majority of the voting rights resulting from its participation.

The shareholders' meeting of AAH has already approved the control and profit transfer agreement, and such approval has been notarized. The Supervisory Board of Allianz SE has approved the agreement on March 5, 2020.

Sole shareholder of AAH is Allianz SE. As a result, AAH has no external shareholders within the meaning of § 304 AktG and no provisions for compensa-

tion payments or consideration (§§ 304, 305 AktG) are required. In addition, an audit of the control and profit transfer agreement as well as a respective report of a contract auditor are not required (§§ 293 et seq. AktG).

The following documents are available online at www.allianz.com/agm:

- the control and profit transfer agreement;
- the joint report of the Management Board of Allianz SE and the management of Allianz Africa Holding GmbH;
- the Annual Financial Statements and Management Reports of Allianz SE for the past three fiscal years;
- the Annual Financial Statements of Allianz Africa Holding GmbH for fiscal year 2019.

The documents will also be available at the Annual General Meeting of Allianz SE.

II. ADDITIONAL INFORMATION AND REPORTS

Based on Article 2 of the Act on Reducing the Effects of the COVID-19 Pandemic in Civil, Insolvency and Criminal Procedure Law dated March 27, 2020 (Covid-19-Act), the Management Board of Allianz SE has decided, with the consent of the Supervisory Board, to hold the Annual General Meeting in the form of a virtual meeting without physical attendance of shareholders or their proxies. Therefore, physical attendance of shareholders or their proxies is excluded.

The entire Annual General Meeting on May 6, 2020, beginning at 10 a.m., will be broadcast to shareholders live on the Internet (for more details see Section 9 below). As outlined below, shareholders or their proxies have the option to exercise their voting rights via absentee voting or by authorizing persons appointed by the Company to vote on their behalf at the Annual General Meeting.

1. Prerequisites for exercising voting rights

Pursuant to § 12 (4) of the Statutes of the Company, shareholders may exercise their voting rights – personally or by proxy – if they register by **Wednesday, April 29, 2020**, at the latest, by sending a notice to the Management Board of the Company either to the following address

Hauptversammlung Allianz SE
c/o ADEUS Aktienregister-Service-GmbH
20722 Hamburg
Germany
E-mail: hv-service@allianz.com

or via the Company's online service on the Internet pursuant to the procedure laid down by the Company at www.allianz.com/agm-service, provided that these shareholders have registered their shares in the share

register (Aktienregister). For purposes of determining voting rights, the status of the share register as of the end of April 29, 2020, shall be decisive.

Shareholders wishing to register via the Company's online service will need their shareholder number and online password. Shareholders who have signed up to receive the documents for the Annual General Meetings via e-mail will receive their shareholder number in the invitation e-mail for the Annual General Meeting, and will be required to use the password they chose when signing up for e-mail delivery. All other shareholders registered in the share register will receive their shareholder number and online password together with the invitation letter for the Annual General Meeting.

Intermediaries (in particular credit institutions) that are registered in the share register may only exercise voting rights for shares they do not own if they are authorized to do so by the respective shareholder.

Applications for registration of transfers in the share register received by the Company after the end of April 29, 2020 (technical record date), and up to the end of the Annual General Meeting on May 6, 2020, will only be entered in the Company's share register with effect after the Annual General Meeting on May 6, 2020.

Registrations for the Annual General Meeting do not result in shares being blocked from trading, i.e. shareholders can continue to dispose of their shares freely after having registered.

2. Procedure for absentee voting

Shareholders registered in the share register can exercise their voting rights by way of an absentee vote (Briefwahl).

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Pursuant to § 12 (4) of the Statutes of the Company, shareholders are entitled to exercise their voting rights by absentee vote – personally or by proxy – if they register by **Wednesday, April 29, 2020**, at the latest, by sending notice to the Management Board of the Company either to the address provided in Section II.1 above or via the Company's online service at www.allianz.com/agm-service, provided that these shareholders are registered in the share register with their respective shares. For purposes of exercising the voting rights by absentee voting, the status of the share register at the end of April 29, 2020, shall be decisive.

Absentee votes can be sent to the Company either in writing to the address

Hauptversammlung Allianz SE
c/o ADEUS Aktienregister-Service-GmbH
20722 Hamburg
Germany

or at www.allianz.com/agm-service.

Authorized intermediaries (in particular credit institutions), shareholders' associations, proxy advisors or other persons as specified in § 135 (8) AktG may also avail themselves of the option of absentee voting.

Written registrations with absentee voting will be considered, if they are received by the Company at the aforementioned address by April 29, 2020. A change of the absentee voting will be possible via the online service until the start of the voting at the Annual General Meeting.

If shareholders or their proxies submit absentee votes as well as authorizations/instructions for the persons appointed by the Company to vote on their behalf, the most recent declaration will be considered as decisive. If, by using various transmission channels,

diverging declarations are submitted to the Company and it is not apparent which declaration was submitted most recently, then the declarations transmitted via the online service will be considered.

3. Authorizing persons appointed by the Company to vote at the General Meeting

We offer our shareholders the option to authorize persons appointed by the Company to vote on their behalf at the Annual General Meeting.

Pursuant to § 12 (4) of the Statutes of the Company, shareholders are entitled – personally or by proxy – to exercise their voting rights by authorizing persons appointed by the Company to vote on their behalf if they register by **Wednesday, April 29, 2020**, at the latest, by sending a notice to the Management Board of the Company either to the address provided in Section II.1 above or via the Company's online service at www.allianz.com/agm-service, provided that these shareholders are registered in the share register with their respective shares. For purposes of exercising the voting rights by authorizing persons appointed by the Company to vote at the Annual General Meeting, the status of the share register at the end of April 29, 2020, shall be decisive.

The authorizations and instructions must be submitted to the Company in text form either to the address provided in Section II.1 above or via e-mail to hv-service@allianz.com and must be received by the Company by April 29, 2020. The persons appointed by the Company can also be authorized and instructed via the Company's online service at www.allianz.com/agm-service. They will vote solely on the basis of the instructions given by the shareholder. If the vote on an item of the Agenda is split into separate votes, the instruction given on this item will apply accordingly to all sub-items. A change of

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the instructions to the persons appointed by the Company will be possible via the online service until the start of the voting at the Annual General Meeting. Please note that these appointed representatives will not accept instructions to raise objections against resolutions of the Annual General Meeting, or to ask questions or to submit shareholder proposals.

If, by using various transmission channels, diverging authorizations are submitted to the Company and it is not apparent which authorization was submitted most recently, then the authorizations transmitted via the online service will be considered first, followed by the authorizations sent via e-mail and, at last, by those sent in paper form.

4. Procedure for voting by proxy

Shareholders registered in the share register can opt to have their voting rights exercised by a representative, such as an intermediary (in particular a credit institution), a shareholders' association or a proxy advisor. Here, too, shareholders or their representatives should ensure that the registration for the Annual General Meeting occurs on time.

Proxies, their revocation and evidence of proxy must be submitted to the Company in text form either to the address provided in Section II.1 above or via e-mail to hv-service@allianz.com.

If intermediaries, shareholders' associations, proxy advisors or other persons as specified in § 135 (8) AktG are appointed as proxy, the procedure and form of the proxy is governed by their respective provisions, which can be requested from them. Those intermediaries, shareholders' associations or proxy advisors participating in the Company's online service can also be granted proxy, pursuant

to the procedures laid down by the Company, at www.allianz.com/agm-service.

These proxies may also exercise voting rights at the Annual General Meeting only via absentee voting or by authorizing persons appointed by the Company to vote on their behalf at the Annual General Meeting.

5. Forms for registration, granting of proxy and absentee voting

Forms provided by the Company can be used to register for the Annual General Meeting, grant proxies and/or vote by absentee voting. Shareholders who are registered in the share register, but have not applied to receive their invitation to the Annual General Meeting by e-mail, will receive the relevant form by regular mail. Shareholders who are registered in the share register and have applied to receive their invitation to the Annual General Meeting by e-mail can access the online service for the Annual General Meeting via the link contained in the e-mail and register for the Annual General Meeting, grant proxies and/or submit absentee votes online. Furthermore, the forms for the registration, granting of proxy and/or absentee voting are also available at www.allianz.com/agm.

6. Information on shareholders' rights pursuant to Art. 56 sentences 2 and 3 SE-VO, § 50 (2) SEAG, §§ 122 (2), 126 (1), 127, 131 (1) AktG in conjunction with the COVID-19-Act

- a) Request for amendments of the Agenda pursuant to Art. 56 sentences 2 and 3 SE-VO, § 50 (2) SEAG, § 122 (2) AktG, Article 2 § 1 (3) COVID-19-Act

Shareholders whose holdings together account for one twentieth (5%) of the share capital (this

corresponds to EUR 58,496,000 or 20,858,643 Allianz shares – rounded up to the next highest whole number of shares) or a prorated amount of EUR 500,000 (this corresponds to 178,292 Allianz shares – rounded up to the next highest whole number of shares) may request that items be placed on the Agenda and announced. This quorum is required pursuant to Art. 56 sentence 3 Council Regulation (EC) No 2157/2001 on the Statute for a European company (SE-VO) in conjunction with § 50 (2) Act on the Implementation of Council Regulation (EC) No 2157/2001 on the Statute for a European company (SEAG) for requests for amendments of the Agenda made by the shareholders of a European company (SE).

Each new item must be accompanied by a statement of reasons or a proposed resolution. Requests must be addressed to the Company's Management Board in writing and be received by the Company **by 12 midnight on April 21, 2020**, at the latest. Please send your request to the following address:

Allianz SE
Investor Relations
Koeniginstrasse 28
80802 Munich
Germany.

Requests for amendments of the Agenda that must be announced and have not already been announced on convocation of the Annual General Meeting will be published in the Federal Gazette (Bundesanzeiger) without delay after receipt. In addition, they will be made accessible on the Internet at www.allianz.com/agm and communicated to the shareholders.

b) Shareholder proposals and election nominations pursuant to §§ 126 (1), 127 AktG

All shareholders are entitled to make proposals that are directed against proposals made by the Management Board and/or the Supervisory Board on specific items of the Agenda, and, in case of elections to the Supervisory Board, to make nominations for the election of Supervisory Board members (§§ 126 (1), 127 AktG).

The Company will make shareholder proposals and election nominations accessible, subject to the provisions set out in §§ 126 and 127 AktG, including the shareholder's name, statement of reasons, if to be made accessible, and the management's comments, if any, on the Internet at www.allianz.com/agm.

Shareholder proposals must be directed against a proposal by the Management Board and/or the Supervisory Board and address a specific item of the Agenda. Election nominations must relate to the election of Supervisory Board members.

Shareholder proposals and election nominations according to §§ 126, 127 AktG must be received by the Company **by 12 midnight on April 21, 2020**, at the latest, and must only be sent to the Company at the following address. Proposals and nominations sent elsewhere cannot be considered:

Allianz SE
Investor Relations
Koeniginstrasse 28
80802 Munich
Germany
E-mail: investor.relations@allianz.com.

c) Shareholders' opportunity to ask questions
(§ 131 (1) AktG, Article 2 § 1 (2) COVID-19-Act)

Based on Article 2 of the COVID-19-Act, shareholders shall have the opportunity to ask questions, which is not a right to be informed pursuant to § 131 (1) AktG at the Annual General Meeting. However, the opportunity to ask questions does not comprise a right to an answer.

With the approval of the Supervisory Board, the Management Board has decided that shareholders who have registered for the Annual General Meeting may put questions to the Board of Management via the online service at www.allianz.com/agm-service. Questions shall thereby relate to the Company's affairs, the legal and business relationships between the Company and an affiliated enterprise as well as about the situation of the group of companies and the enterprises included in the consolidated financial statements, to the extent this information is necessary for the proper assessment of the subject matter of the Agenda.

The Company shall receive the questions of the shareholders via the online service **by 12 noon on May 4, 2020**, at the latest. Due to technical reasons, the length of a question may possibly be limited to a certain number of characters; however, the number of questions a shareholder – or its proxy – can submit will not be affected thereby.

The Board of Management will decide, at its due discretion, whether and how it will answer the questions. It can summarize questions and select, in the interest of the other shareholders, meaningful questions. Furthermore, it can favor shareholders' associations and institutional investors with significant shareholdings. Only questions in the German language will be taken into account. The

Board of Management preserves the right to answer frequently asked questions upfront on the Company's website.

d) Additional explanations

Additional explanations on shareholders' rights pursuant to Art. 56 sentences 2 and 3 SE-VO, § 50 (2) SEAG, §§ 122 (2), 126 (1), 127, 131 (1) AktG can be found on the Internet at www.allianz.com/agm.

7. Website where information pursuant to § 124a AktG is available

Information pursuant to § 124a AktG is available at www.allianz.com/agm.

8. Limitations set forth in the Statutes on registering shares belonging to others in the share register in one's own name

The registration in the share register of Allianz SE is a prerequisite for registering for the Annual General Meeting, for exercising voting rights as well as for submitting questions.

Pursuant to § 3a of the Statutes of Allianz SE, the registration in the share register of shares belonging to another in one's own name is permissible under the following prerequisites:

- a) without limitation for registration of up to 0.2% of the share capital stated in the Statutes (this corresponds to 834,345 shares – rounded down to the next lower whole number of shares) per registered person;
- b) for registration of more than 0.2% and up to 3% of the share capital stated in the Statutes (this corre-

sponds to 12,515,185 shares – rounded down to the next lower number of shares) per registered person, registration of the portion of the shares in excess of 0.2% of the statutory share capital is permissible as long as the Company is informed of the data pursuant to § 67 (1) sentence 1 AktG of each of the persons on whose behalf the registered person holds more than 0.2% of the statutory share capital;

- c) at most, registration is only permissible up to a maximum of 3% of the statutory share capital per registered person.

Disclosures pursuant to lit. b) above can be submitted to the Company at:

Hauptversammlung Allianz SE
c/o ADEUS Aktienregister-Service-GmbH
20722 Hamburg
Germany
E-mail: hv-service@allianz.com

and must be received by the Company by **April 29, 2020**, at the latest. Forms that can be used for the disclosure will be provided upon request.

In order to prevent exceeding the 3% ceiling pursuant to lit. c) above, requests for register transfers can be forwarded to the Company by way of the usual procedure. For purposes of determining voting rights, the status of the share register at the end of April 29, 2020, shall be decisive.

9. Live webcast of the Annual General Meeting

Shareholders of Allianz SE can watch the Annual General Meeting on May 6, 2020, beginning at 10 a.m. in its entirety live on the Internet (www.allianz.com/agm-service). Shareholders can

obtain online access by entering their shareholder number and online password. The opening of the Annual General Meeting by the Chairman of the Annual General Meeting as well as the speech of the Chairman of the Management Board will also be accessible to any other interested person live on the Internet (www.allianz.com/agm) and will be available as a replay after the Annual General Meeting. Shareholders do not have the option of participating in the Annual General Meeting without being present and without an authorized representative pursuant to § 118 (1) sentence 2 AktG, and do not have the option of exercising all or some of their rights either in full or in part by way of electronic communication; in particular, the live webcast does not enable participation in the Annual General Meeting within the meaning of § 118 (1) sentence 2 AktG.

10. Declaration of objection against resolutions of the Annual General Meeting

Shareholders who have exercised their voting rights via absentee voting or by authorizing persons appointed by the Company to vote on their behalf, have the option to declare objections against resolutions of the Annual General Meeting via the online service at www.allianz.com/agm-service. The declarations can be submitted via the online service from the start of the Annual General Meeting until its end.

11. Data privacy information for shareholders and their proxies

When shareholders register for the Annual General Meeting or authorize a proxy, Allianz SE will collect personal data on such shareholders and/or their authorized proxies in order to enable shareholders to exercise their rights at the Annual General Meeting.

Allianz SE processes personal data of shareholders and their proxies in compliance with the EU General Data Protection Regulation (GDPR) and all other relevant legal provisions. Details on the processing of personal data as well as the rights of shareholders and their proxies pursuant to the GDPR can be found at www.allianz.com/agm.

12. Publication in the Federal Gazette (Bundesanzeiger)

The Annual General Meeting on May 6, 2020, was called by publication of the foregoing Agenda in the Federal Gazette (Bundesanzeiger) on April 9, 2020.

Munich, April 2020
The Management Board

Allianz SE

Chairman of the Supervisory Board: Michael Diekmann

Management Board: Oliver Bäte, Chairman;

Sergio Balbinot, Jacqueline Hunt, Dr. Christof Mascher, Niran Peiris,
Dr. Klaus-Peter Röhler, Iván de la Sota, Giulio Terzariol, Dr. Günther
Thallinger, Renate Wagner

Registered Office: Munich, Germany

Registration Court: Munich HRB 164232

