



### **Notice**

*This translation is provided to shareholders for convenience purposes only. The German original of this document is exclusively authoritative and legally binding.*

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### **Annual General Meeting of Allianz SE, Munich,**

to be held without physical attendance of shareholders or their proxies  
on Wednesday, May 4, 2022 at 10 a.m. (CEST)  
at Koeniginstrasse 28, 80802 Munich, Germany.

### **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, Article 2 § 1 (2) COVID-19-Act**

The invitation to the Annual General Meeting already contains information on shareholders' rights according to Art. 56 sentences 2 and 3 of Council Regulation (EC) No. 2157/2001 of October 8, 2001, on the Statute for a European company (SE) (hereinafter "SE-VO"), § 50 (2) SE Implementation Act (hereinafter "SEAG"), §§ 122 (2), 126 (1), 127, 131 (1) German Stock Corporation Act (hereinafter "AktG") in conjunction with the Act on Reducing the Effects of the COVID-19 Pandemic in Civil, Insolvency and Criminal Procedure Law dated March 27, 2020, as last amended by Act dated September 10, 2021 (BGBl. I p. 4153) (hereinafter "COVID-19-Act"). The following remarks serve as additional explanation of the respective provisions.

#### **1. Request for amendments to the Agenda pursuant to Art. 56 sentences 2 and 3 SE-VO, § 50 (2) SEAG, § 122 (2) AktG**

Shareholders whose holdings together account for one twentieth (5%) of the capital stock or a pro-rated amount of EUR 500,000 (the latter corresponds to 174,567 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 SE-VO in conjunction with § 50 (2) SEAG for requests for amendments of the Agenda made by the shareholders of a European company (SE).

Each new Agenda 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 at least 30 days prior to the Annual General Meeting, i.e. by 12 midnight on April 3, 2022. 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](http://www.allianz.com/agm) and communicated to the shareholders.

This shareholders' right is based on the following provisions of the SE-VO, the SEAG and the AktG:

**Art. 56 SE- VO Request for Amendments of the Agenda**

One or more shareholders who together hold at least 10 % of an SE's subscribed capital may request that one or more additional items be put on the agenda of any general meeting. The procedures and time limits applicable to such requests shall be laid down by the national law of the Member State in which the SE's registered office is situated or, failing that, by the SE's statutes. The above proportion may be reduced by the statutes or by the law of the Member State in which the SE's registered office is situated under the same conditions as are applicable to public limited liability companies.

**§ 50 SEAG Convocation and Amendment of the Agenda at the Request of a Minority (excerpt)**

(2) The amendment of the agenda of a General Meeting by one or more items may be requested by one or more shareholders whose shares amount in aggregate to not less than 5 % of the share capital or represent an amount of the share capital corresponding to 500,000 euros.

**§ 122 AktG Calling of a Meeting at the Request of a Minority (excerpt)**

(2) In the same manner, shareholders whose shares amount in aggregate to not less than one-twentieth of the share capital or represent an amount of the share capital corresponding to 500,000 euros, may demand that items are put on the agenda and published. Each new item shall be accompanied by an explanation or a draft proposal. The demand in the sense of sentence 1 shall be provided to the company at least 24 days, in case of listed companies at least 30 days, prior to the meeting; the day of receipt shall not be included in this calculation.

**§ 124 AktG Publication of Requests for Amendments; Proposals for Resolutions (excerpt)**

(1) If the minority has requested pursuant to § 122 (2) that items be added to the agenda, these items shall be published either upon calling the meeting or immediately following receipt of the request. § 121 (4) shall apply analogously; moreover, § 121 (4a) shall apply analogously to listed companies. Publication and submission shall be made in the same way as applicable for calling the meeting.

**2. Shareholder proposals and election nominations pursuant to §§ 126 (1), 127 AktG, Article 2 § 1 (2) COVID-19-Act**

All shareholders are entitled to make proposals that are directed against proposals made by the Management Board and/or the Supervisory Board on specific Agenda Items, and, in case of the election of Supervisory Board members or of the statutory auditor, to make election nominations (§§ 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](http://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 Agenda Item. Election nominations must relate to the election of Supervisory Board members or of the statutory auditor.

Shareholder proposals and election nominations must be received by the Company by 12 midnight on April 19, 2022, at the latest, and must only be sent to the Company at the following addresses. Proposals and nominations sent elsewhere will not be considered:

Allianz SE  
Investor Relations  
Koeniginstrasse 28  
80802 Munich  
Germany  
E-mail: [investor.relations@allianz.com](mailto:investor.relations@allianz.com).

The Company may refrain from making shareholder proposals and election nominations accessible if one of the facts of exclusion listed in § 126 (2) AktG is present. The facts of exclusion of § 126 (2) AktG refer to shareholder proposals which are not in line with

applicable law or the Statutes; they also apply to shareholder nominations (§ 127 sentence 1 AktG). According to § 127 sentence 3 AktG, nominations by a shareholder for the election of Supervisory Board members or of the statutory auditor will only be made accessible, if they state the name, profession and place of residence of the respective proposed person (§ 124 (3) sentence 4 AktG). Nominations for the election of Supervisory Board members must also provide the additional information on membership in other supervisory boards to be established pursuant to statutory provisions (§ 125 (1) sentence 5 AktG).

Pursuant to Article 2 § 1 (2) sentence 3 of the COVID-19-Act, shareholder proposals or election nominations that the Company has to make accessible in accordance with §§ 126, 127 AktG shall be deemed to have been proposed at the Annual General Meeting if the shareholder submitting the proposal is duly authorized and registered for the Annual General Meeting.

These shareholders' rights are based on the following provisions of the AktG and the COVID-19-Act:

### **§ 126 AktG Shareholder Proposals**

- (1) Shareholder proposals together with the shareholder's name, the grounds and any position taken by the management shall be made available to the persons entitled pursuant to § 125 (1)–(3) under the conditions stated therein if at least 14 days before the meeting the shareholder sends to the address indicated in the notice convening the meeting a shareholder proposal counter to a proposal of the management board and supervisory board as to an item on the agenda. The date of receipt shall not be taken into account. In the case of listed companies, access shall be provided via the company's Internet page. § 125 (3) shall apply accordingly.
- (2) A shareholder proposal and the reasons for it need not be made available, if:
  1. the management board would by reason of such communication become criminally liable;
  2. the shareholder proposal would result in a resolution of the shareholders' meeting which would be illegal or would violate the articles;
  3. the reasons contain statements which are manifestly false or misleading in material respects or which are libelous;
  4. a shareholder proposal of such shareholder based on the same facts has already been communicated with respect to a shareholders' meeting of the company pursuant to § 125;

5. the same shareholder proposal of such shareholder on essentially identical grounds has already been communicated pursuant to § 125 to at least two shareholders' meetings of the company within the past five years and at such shareholders' meetings less than one-twentieth of the share capital represented has voted in favor of such proposal;
6. the shareholder indicates that he will neither attend nor be represented at the shareholders' meeting; or
7. within the past two years at two shareholders' meeting the shareholder has failed to make or cause to be made on his behalf a shareholder proposal communicated by him.

The statement of the reasons need not be communicated if it exceeds five thousand words.

- (3) If several shareholders present shareholder proposals for resolution in respect to the same subject matter, the management board may combine such proposals and respective statements of the reasons.

#### **§ 127 AktG Nominations by Shareholders (excerpt)**

§ 126 shall apply analogously to a nomination by a shareholder for the election of a member of the supervisory board or external auditors. Such nomination need not to be supported by a statement of the reasons for it. The management board also need not to communicate such nomination if it fails to contain the particulars required by § 124 (3) sentence 4 and § 125 (1) sentence 5. [. . .]

#### **§ 124 AktG Publication of Requests for Amendments; Proposals for Resolutions (excerpt)**

- (3) [. . .]<sup>4</sup>The proposal for the election of members of the supervisory board or external auditors shall state their name, profession and place of residence. [. . .]

#### **§ 125 AktG Information for Shareholders and Supervisory Board Members (excerpt)**

- (1) [. . .]<sup>5</sup>In the case of listed companies, information concerning membership of nominated supervisory board members in other supervisory boards required by law shall be attached to a nomination of supervisory board members; information concerning their membership in comparable domestic and foreign supervisory bodies should also be attached.

#### **Article 2 § 1 COVID-19-Act Stock Corporations; Partnerships Limited by Shares; European Companies (SE); Mutual Insurance Associations (excerpt)**

- (2) [. . .]<sup>3</sup> Shareholder proposals or election nominations that have to be made accessible pursuant to §§ 126, 127 AktG shall be deemed to have been proposed at the Annual General Meeting if the shareholder submitting the

proposal or the election nomination is duly authorized and registered for the Annual General Meeting.

**3. Shareholders' right to be informed (§ 131 (1) AktG), shareholders' right to ask questions (Article 2 § 1 (2) COVID-19-Act)**

The right to be informed pursuant to § 131 (1) AktG does not apply to the Annual General Meeting to be held based on Article 2 of the COVID-19-Act on May 4, 2022 without physical attendance of shareholders or their proxies.

Instead, pursuant to Article 2 § 1 (2) of the COVID-19-Act, shareholders have the right to ask questions. The right to ask questions is thereby not equivalent to shareholders' right to be informed pursuant to § 131 AktG. Shareholders may address questions to the Board of Management on matters concerning the Company, the legal and business relations of the Company with affiliated enterprises and on the situation of the Group and the enterprises included in the Consolidated Financial Statements, provided that the information requested is necessary for the proper assessment of an Agenda Item.

In order to enable a better preparation of the shareholders for the Annual General Meeting, the Company intends to make the planned speeches/reports of the Chairman of the Board of Management and the Chairman of the Supervisory Board wholly, partially or as a summary available at [www.allianz.com/agm](http://www.allianz.com/agm) in time prior to the Annual General Meeting.

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](http://www.allianz.com/agm-service). Questions may be submitted via the online service starting from April 13, 2022 and must be received by the Company **by 12 midnight on May 2, 2022**, at the latest. The length of a question may be limited to a certain number of characters; however, the number of questions that can be submitted will not be affected thereby.

The Board of Management will decide, at its due discretion, how it will answer the questions. It can hereby summarize questions and favor shareholders' associations and institutional investors with significant shareholdings. The Board of Management preserves the right to answer frequently asked questions upfront on the Company's website.

This shareholders' right to ask questions is based on the following provisions of the COVID-19-Act:

**Article 2 § 1 COVID-19-Act Stock Corporations; Partnerships Limited by Shares; European Companies (SE); Mutual Insurance Associations (excerpt)**

(2) <sup>1</sup>The Management Board is entitled to decide that the meeting is held as a virtual General Meeting without the physical attendance of the shareholders or their proxies, provided that [. . .]

3. the shareholders have the right to ask questions by way of electronic communication, [. . .].

<sup>2</sup>The Management Board decides at its due discretion, how it will answer the questions; it may also stipulate that questions must be submitted by electronic communication no later than one day before the meeting. [. . .]