

INVITATION

to the
Annual General Meeting
of Allianz SE
on May 9, 2018

I. AGENDA

1. Presentation of the approved Annual Financial Statements and the approved Consolidated Financial Statements as of December 31, 2017, and of the Management Reports for Allianz SE and for the Group, the Explanatory Reports on the information pursuant to §§ 289a (1) and 315a (1) of the German Commercial Code (HGB), as well as the Report of the Supervisory Board for fiscal year 2017	6
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We hereby invite our shareholders to the **Annual General Meeting of Allianz SE, Munich**, to be held **on Wednesday, May 9, 2018, at 10 a.m.**, at the Olympiahalle in the Olympiapark, Coubertinplatz, 80809 Munich, Germany.

I. AGENDA

1. Presentation of the approved Annual Financial Statements and the approved Consolidated Financial Statements as of December 31, 2017, and of the Management Reports for Allianz SE and for the Group, the Explanatory Reports on the information pursuant to §§ 289a (1) and 315a (1) of the German Commercial Code (HGB), as well as the Report of the Supervisory Board for fiscal year 2017

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 4,117,338,522.10 for the 2017 fiscal year shall be appropriated as follows:

Distribution of a dividend of EUR 8.00
 per no-par share entitled to a dividend: EUR 3,511,039,432.00
 Unappropriated earnings carried forward:.....EUR 606,299,090.10

The proposal for appropriation of net earnings reflects the 1,369,717 treasury shares held directly and indirectly by the Company as of 31 December 2017. 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 on the appropriation of net earnings at the Annual General Meeting, with an unchanged dividend of EUR 8.00 per each share entitled to 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 Management Board

The Management Board and the Supervisory Board propose that the actions in fiscal year 2017 of the members of the Management Board of Allianz SE that held office in fiscal year 2017 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 2017 of the members of the Supervisory Board of Allianz SE that held office in fiscal year 2017 be approved.

5. Creation of an Authorized Capital 2018/I with the authorization to exclude shareholder's subscription rights, cancellation of the Authorized Capital 2014/I and corresponding amendment to the Statutes

The Authorized Capital 2014/I of Allianz SE (§ 2 (3) of the Statutes of Allianz SE) in the amount of EUR 550,000,000 to date has not been utilized and is valid up

to May 6, 2019. A new Authorized Capital amounting to EUR 334,960,000 shall be created (Authorized Capital 2018/I). The Authorized Capital 2014/I shall be cancelled when the new Authorized Capital 2018/I becomes effective.

The Management Board and the Supervisory Board, therefore, propose that the following resolution be adopted:

- a) The Management Board shall be authorized to increase the Company's share capital once or several times on or before May 8, 2023, upon the approval of the Supervisory Board, by issuing new registered no-par value shares against contribution in cash and /or in kind by up to a total of EUR 334,960,000 (Authorized Capital 2018/I).

The sum total of shares issued under this authorization and the shares that are to be issued to service bonds (including participation rights) with conversion or option rights and /or a conversion obligation, that were issued during the term of this authorization – excluding shares which are to be issued due to conversion obligations in connection with subordinated bonds, which are issued to create own fund items in accordance with the requirements under insurance supervisory law (referred to below as "Solvency II Instruments") – shall not exceed a proportionate amount of the share capital of EUR 467,968,000 (equivalent to 40% of the current share capital).

If the share capital is increased against contributions in cash the shareholders are to be granted a subscription right. The shares shall be taken over by credit institutions or by a similar business entity fulfilling the prerequisites of § 186 (5) sentence 1 AktG along with the obligation that they shall be offered to shareholders for subscription. The Management Board shall be authorized, however, to exclude such shareholders' subscription right upon the approval of the Supervisory Board

- for fractional amounts;
- to the extent necessary to grant subscription rights to new shares to holders of bonds (including participation rights) issued by Allianz SE or its Group companies that carry conversion or option rights or conversion obligations on shares of Allianz SE to the extent that such holders would be entitled

to after having exercised their conversion or option rights or after any conversion obligation had been fulfilled;

- if the issue price of the new shares is not significantly below the stock exchange price and the aggregate number of shares issued under exclusion of subscription rights pursuant to § 186 (3) sentence 4 AktG does not exceed 10% of the share capital, neither on the date on which this authorization takes effect nor on the date of exercise of this authorization. The sale of treasury shares shall be counted towards this limitation provided that the sale occurs during the term of this authorization, subject to the exclusion of subscription rights pursuant to § 186 (3) sentence 4 AktG. Furthermore, such shares shall count towards this limitation that are to be issued to service bonds (including participation rights) with conversion or option rights and/or conversion obligations provided that these bonds (including participation rights) were issued during the term of this authorization subject to exclusion of subscription rights in corresponding application of § 186 (3) sentence 4 AktG.

Furthermore, the Management Board shall be authorized, upon the approval of the Supervisory Board, to exclude shareholders' subscription rights in the case of a capital increase against contributions in kind.

The sum total of shares issued against contribution in cash and/or in kind in accordance with this authorization, subject to the exclusion of the subscription rights, shall not exceed a proportionate amount of the share capital of EUR 116,992,000 (equivalent to 10% of the current share capital). Such shares shall count towards this limitation that are to be issued to service conversion or option rights and/or conversion obligations ensuing from bonds (including participation rights), provided that the bonds (including participation rights) were issued during the term of this authorization subject to exclusion of the subscription rights or that are issued during the term of this authorization to service conversion rights or conversion obligations under the EUR 500,000,000 convertible bond issued in 2011; excluded are shares which are to be issued to service conversion obligations ensuing from Solvency II Instruments.

The Management Board shall also be authorized, upon the approval of the Supervisory Board, to determine the additional rights of the shares and the conditions of the share issue.

b) § 2 (3) of the Statutes shall be amended as follows:

„2.3 The Management Board is authorized to increase the Company's share capital once or several times on or before May 8, 2023, upon the approval of the Supervisory Board, by issuing new registered no-par value shares against contribution in cash and/or in kind by up to a total of EUR 334,960,000 (Authorized Capital 2018/I).

The sum total of shares issued under this authorization and the shares that are to be issued to service bonds (including participation rights) with conversion or option rights or a conversion obligation, that were issued during the term of this authorization – excluding shares which are to be issued due to conversion obligations in connection with subordinated bonds, which are issued to create own fund items in accordance with the requirements under insurance supervisory law (referred to below as “Solvency II Instruments”) – shall not exceed a proportionate amount of the share capital of EUR 467,968,000 (equivalent to 40% of the current share capital).

If the share capital is increased against contributions in cash the shareholders are to be granted a subscription right. The shares shall be taken over by credit institutions or by a similar business entity fulfilling the prerequisites of § 186 (5) sentence 1 AktG along with the obligation that they shall be offered to shareholders for subscription. The Management Board shall be authorized, however, to exclude such shareholders' subscription right upon the approval of the Supervisory Board

- for fractional amounts;
- to the extent necessary to grant subscription rights to new shares to holders of bonds (including participation rights) issued by Allianz SE or its Group companies that carry conversion or option rights or conversion obligations on shares of Allianz SE to the extent that such holders would be entitled to after having exercised their conversion or option rights or after any conversion obligation had been fulfilled;
- if the issue price of the new shares is not significantly below the stock exchange price and the aggregate number of shares issued under

exclusion of subscription rights pursuant to § 186 (3) sentence 4 AktG does not exceed 10% of the share capital, neither on the date on which this authorization takes effect nor on the date of exercise of this authorization. The sale of treasury shares shall be counted towards this limitation provided that the sale occurs during the term of this authorization, subject to the exclusion of subscription rights pursuant to § 186 (3) sentence 4 AktG. Furthermore, such shares shall count towards this limitation that are to be issued to service bonds (including participation rights) with conversion or option rights and/or conversion obligations, provided that these bonds (including participation rights) were issued during the term of this authorization subject to exclusion of subscription rights in corresponding application of § 186 (3) sentence 4 AktG.

Furthermore, the Management Board shall be authorized, upon the approval of the Supervisory Board, to exclude shareholders' subscription rights in the case of a capital increase against contributions in kind.

The sum total of shares issued against contribution in cash and/or in kind in accordance with this authorization, subject to the exclusion of the subscription rights, shall not exceed a proportionate amount of the share capital of EUR 116,992,000 (equivalent to 10% of the current share capital). Such shares shall count towards this limitation that are to be issued to service conversion or option rights and/or conversion obligations ensuing from bonds (including participation rights), provided that the bonds or participation rights were issued during the term of this authorization or that are issued during the term of this authorization to service conversion rights or conversion obligations under the EUR 500,000,000 convertible bond issued in 2011; excluded are shares, which are to be issued to service conversion obligations ensuing from subordinated bonds, which are issued to create own fund items in accordance with the requirements under insurance supervisory law.

The Management Board shall also be authorized, upon the approval of the Supervisory Board, to determine the additional rights of the shares and the conditions of the share issue."

- c) The Authorized Capital 2014/I pursuant to § 2 (3) of the Statutes, adopted by the Annual General Meeting on May 7, 2014 under item 6 of the Agenda, in the amount of EUR 550,000,000, shall be cancelled upon effectiveness of the new Authorized Capital 2018/I.
- d) The Management Board is instructed to file the resolution on the cancellation of the Authorized Capital 2014/I with the commercial register (Handelsregister) in such a manner that the cancellation will only be entered into the commercial register if the new Authorized Capital 2018/I to be adopted pursuant to lit. a) and b) of this Agenda Item will be registered at the same time. The Management Board shall be authorized to apply to have the Authorized Capital 2018/I registered in the commercial register independently from the other resolutions of the Annual General Meeting.

6. Creation of an Authorized Capital 2018/II for the issuance of shares to employees with exclusion of shareholders' subscription rights, cancellation of the Authorized Capital 2014/II and corresponding amendment to the Statutes

The Authorized Capital 2014/II of Allianz SE (§ 2 (4) of the Statutes of Allianz SE) created for the purpose of issuing shares to employees has been partially utilized and currently amounts to EUR 13,720,000 (originally EUR 15,000,000). The Authorized Capital 2014/II is still valid until May 6, 2019. A new Authorized Capital for the issue of shares to employees shall therefore be created (Authorized Capital 2018/II). The Authorized Capital 2014/II shall be cancelled when the new Authorized Capital 2018/II becomes effective.

The Management Board and the Supervisory Board, therefore, propose that the following resolution be adopted:

- a) The Management Board shall be authorized to increase, upon the approval of the Supervisory Board, the share capital of the Company once or several times on or before May 8, 2023, by up to a total of EUR 15,000,000 by issuing new registered no-par value shares against contributions in cash (Authorized Capital 2018/II). Shareholders' subscription rights are excluded. The new shares shall only be issued to be provided to employees of Allianz SE or its Group companies. The new shares may be issued with a credit institution or

with a similar business entity fulfilling the prerequisites of § 186 (5) sentence 1 AktG.

The Management Board shall be authorized, upon the approval of the Supervisory Board, to determine the additional rights of the shares and the conditions of their issue.

b) § 2 (4) of the Statutes shall be amended as follows:

„2.4 The Management Board is authorized to increase, upon the approval of the Supervisory Board, the share capital of the Company once or several times on or before May 8, 2023, by up to a total of EUR 15,000,000 by issuing new registered no-par value shares against contributions in cash (Authorized Capital 2018/II). Shareholders' subscription rights are excluded. The new shares shall only be issued to be provided to employees of Allianz SE or its Group companies. The new shares may be issued with a credit institution or with a similar business entity fulfilling the prerequisites of § 186 (5) sentence 1 AktG.

The Management Board shall be authorized, upon the approval of the Supervisory Board, to determine the additional rights of the shares and the conditions of their issue.”

- c) The Authorized Capital 2014/II pursuant to § 2 (4) of the Statutes, adopted by the General Meeting on May 7, 2014 under item 7 of the Agenda, still existing in the amount of EUR 13,720,000 shall be cancelled upon the effectiveness of the new Authorized Capital 2018/II.
- d) The Management Board is instructed to file the resolution on the cancellation of the Authorized Capital 2014/II with the commercial register in such a manner that the cancellation will only be entered into the commercial register if the new Authorized Capital 2018/II to be adopted pursuant to lit. a) and b) of this Agenda Item will be registered at the same time. The Management Board shall be authorized to apply to have the Authorized Capital 2018/II registered in the commercial register independently from any other resolutions of the Annual General Meeting.

7. Approval of a new authorization to issue convertible bonds, bonds with warrants, convertible participation rights, participation rights and subordinated financial instruments, each with the authorization to exclude shareholders' subscription rights, cancellation of the current authorization to issue convertible bonds and bonds with warrants, amendment of the existing Conditional Capital 2010/2014 and corresponding amendment of the Statutes

By resolution pertaining to Agenda Item 8 of the Annual General Meeting on May 7, 2014, the Management Board was authorized, upon the approval of the Supervisory Board, to issue bonds (including participation rights) carrying conversion or option rights and/or conversion obligations for shares of the Company, on one or more occasions, on or before May 6, 2019, with a nominal value of up to EUR 10,000,000,000. These conversion or option rights and/or conversion obligations are serviced by the Conditional Capital 2010/2014 amounting to EUR 250,000,000.

A new authorization shall be created and the current authorization, which has not been utilized, shall be cancelled. At the same time, other subordinated bonds, which are issued to create own fund items in accordance with the requirements under insurance supervisory law (also referred to below as "Solvency II Instruments") are to be included in the authorization. Due to the issuance of a convertible bond in 2011 in the total nominal amount of EUR 500,000,000, which both entitles and obligates the holders thereof to draw up to 7,031,360 shares of the Company (subject to possible adjustment according to the terms and conditions of the bond), the Conditional Capital 2010/2014 (§ 2 (5) of the Statutes of Allianz SE) must further be retained. To be able to also use the Conditional Capital 2010/2014 for the new authorization, the Conditional Capital 2010/2014 should be amended to the effect that it is available also to service conversion or option rights or the conversion obligations ensuing from bonds (including participation rights), which are issued on the basis of the authorization requested under Agenda Item 7 in return for a cash contribution or contributions in kind.

The Management Board and the Supervisory Board therefore propose that the following resolution be adopted:

- a) Authorization to issue convertible bonds, bonds with warrants, convertible participation rights, participation rights and subordinated financial instruments

aa) Nominal amount, term of authorization

The Management Board of Allianz SE shall be authorized, upon the approval of the Supervisory Board, to issue convertible bonds, bonds with warrants or convertible participation rights, in each case including subordinated bonds issued for creating own fund items in accordance with the requirements under insurance supervisory law (“Solvency II Instruments”) (hereinafter jointly referred to as “convertible bonds and bonds with warrants”) in bearer or registered form, once or several times on or before May 8, 2023, with or without definite maturity, and to grant and/or impose on the holders of convertible bonds and bonds with warrants conversion or option rights and/or conversion obligations for the shares of the company in a proportionate amount of the share capital of up to EUR 230,000,000 (equivalent to approx. 19.7% of the current share capital) according to the terms and conditions of the convertible bonds and bonds with warrants.

The sum total of (i) shares which are to be issued to service conversion or option rights and/or conversion obligations from convertible bonds and bonds with warrants – excluding shares which are to be issued due to conversion obligations in connection with Solvency II Instruments –, which in accordance with this authorization had been issued and (ii) shares issued during the term of this authorization from the Authorized Capital 2018/I, shall not exceed a proportionate amount of the share capital of EUR 467,968,000 (equivalent to 40% of the current share capital).

The Management Board is further authorized to issue participation rights without conversion or option rights and/or conversion obligations in bearer or registered form, once or several times on or before May 8, 2023, which are issued to create own fund items in accordance with the requirements under insurance supervisory law (also referred to below as “participation rights”).

The Management Board is further authorized to issue subordinated financial instruments without conversion or option rights and/or conversion obligations with or without definite maturity, in bearer or registered form, once or several times before May 8, 2023, which are issued to create own fund items in accordance with the requirements under insurance super-

visory law, but which may not be legally classified as participation rights, insofar as the issuing of these instruments requires, due to profit-based interest, the loss participation arrangement or for any other reason, the approval of the Annual General Meeting pursuant to § 221 AktG (these instruments are referred to below as “financial instruments” and are jointly referred to below, together with the convertible bonds and bonds with warrants and the participation rights, as “bonds”).

The total nominal amount of the bonds to be issued under this authorization must not exceed EUR 15,000,000,000. Bonds can be issued against a cash contribution or contributions in kind, in particular so that they can be offered as part of company mergers or in connection with the (also indirect) acquisition of companies, parts of companies, company holdings or other assets or entitlements to the acquisition of assets or claims against the company or its Group companies.

In addition to Euros, the bonds may also be issued in the legal currency of an OECD country – limited to the appropriate equivalent amount in Euros. The bonds may also be issued by Group companies; in such case, the Management Board shall be authorized to issue a guarantee in respect of the bonds on behalf of the Company and to grant and/or impose on the holders of such bonds, conversion or option rights and/or conversion obligations on shares of the Company.

bb) Granting of subscription rights, exclusion of subscription rights

Shareholders shall generally have a subscription right to acquire the bonds. The bonds may also be acquired by one or several financial institutions or similar business entities fulfilling the prerequisites of § 186 (5) sentence 1 AktG, provided that such institutions commit to offer them for subscription to the shareholders. The Management Board shall, however, be authorized, upon the approval of the Supervisory Board, to exclude subscription rights of shareholders

- for fractional amounts;

- as necessary to grant subscription rights to holders of convertible bonds and bonds with warrants already issued by the company or Group companies, to an extent as such holders would be entitled to after having exercised their conversion or option rights or after any conversion obligations had been fulfilled;
- if the bonds are issued against payment in cash and the issue price is not significantly lower than the theoretical market value of the bonds as calculated using recognised finance-mathematical methods. This authorization to exclude subscription rights shall only apply, however, to bonds carrying conversion or option rights or conversion obligations to shares in the Company corresponding to a proportionate amount of the share capital not exceeding 10% in the aggregate, neither on the date on which this authorization takes effect nor on the date of exercise of this authorization. The sale of treasury shares shall be counted towards this limitation, if the sale occurs during the term of this authorization to the exclusion of subscription rights pursuant to § 186 (3), sentence 4 AktG. In addition, shares issued during the term of this authorization from authorized capital shall be counted towards this limitation, provided that subscription rights are excluded pursuant to § 186 (3), sentence 4 AktG;
- if the bonds are issued against contributions in kind, in particular so that they can be offered as part of company mergers or in connection with the (also indirect) acquisition of companies, parts of companies, company holdings or other assets or entitlements to the acquisition of assets or claims on the company or its Group companies, provided that the value of the contribution in kind is proportionate to the market value of the bonds as calculated pursuant to the preceding paragraph.

The sum total of (i) shares which are to be issued in connection with bonds – excluding shares which are to be issued to service conversion obligations under Solvency II Instruments –, which in accordance with this authorization had been issued subject to the exclusion of the subscription rights and (ii) shares issued to service conversion rights or conversion obligations under the EUR 500,000,000 convertible bond issued

in 2011, shall, taking into account shares issued during the term of this authorization from the Authorized Capital 2018/I subject to the exclusion of the subscription rights, not exceed a proportionate amount of the share capital of EUR 116,992,000 (equivalent to 10% of the current share capital).

The sum total of shares which are to be issued to service conversion obligations in connection with Solvency II Instruments, which had been issued subject to the exclusion of subscription rights, shall also not exceed a proportionate amount of the share capital of EUR 116,992,000 (equivalent to 10% of the current share capital).

Insofar as participation rights or financial instruments without conversion or option rights and/or conversion obligations are issued as Solvency II Instruments in return for cash, the Management Board shall be further authorised, with the approval of the Supervisory Board, to generally exclude the participation right of the shareholders, if such participation rights or financial instruments do not constitute voting rights or other membership rights in Allianz SE. Moreover, it must be ensured in this case that the issue price calculated using recognised finance-mathematical methods is not significantly lower than the theoretical market value.

cc) Conversion right, conversion obligation

If convertible bonds are issued, the holders can convert their bonds into Company shares according to the terms and conditions of the bonds. The pro rata amount in the share capital of the shares to be issued upon conversion shall not exceed the nominal value, or a lower issue amount, of the convertible bond or the convertible participation right. The exchange ratio is calculated, for bonds issued at least at the nominal amount, by dividing the nominal value of the bond by the conversion price for one share of the Company. The exchange ratio can also be calculated by dividing the issue price of the bond, which may be lower than its nominal value, by the conversion price for one share of the Company. The exchange ratio may be rounded up or down to a whole number; in addition, a cash premium may be stipulated. It may also be stipulated that fractional amounts are to be combined and/or settled in

cash. The terms and conditions may also stipulate a fixed or a variable exchange ratio.

The terms and conditions may provide for an unconditional or conditional conversion obligation at the end of the term or at a different point in time, which can also be determined by a future event, still uncertain at the time of issue, and stipulate the conversion price if the conversion obligation occurs in deviation from the conversion price when the conversion right is exercised. The terms and conditions may further stipulate the right of the Company to grant holders of convertible bonds or convertible participation rights, at maturity or at any prior time, either in whole or in part, in lieu of the payment of the due sum, shares of the Company (Company's right to substitute).

The terms and conditions of the bonds may entitle the Company to settle in cash, either in part or in whole, any difference between the nominal value of the convertible bonds or the convertible participation right and the result obtained from multiplying the exchange ratio and a stock exchange price of the shares within a period before or at the time of the mandatory exchange. The stock exchange price, in accordance with the calculation described in the previous sentence, shall amount to at least 50% of the relevant stock exchange price per share for the calculation of the lower conversion price limit, pursuant to lit. ee) below.

dd) Option right

If bonds with warrants are issued, one or more warrants shall be attached to each bond, entitling the bearer to purchase shares of the Company pursuant to the terms and conditions of the warrants to be more closely defined by the Management Board. The pro rata amount in the share capital of the shares to be issued per bond may not exceed the nominal value of the bond with warrants. The terms and conditions of the bonds may also stipulate that the number of shares to be subscribed on exercising the option rights is variable. The terms and conditions of the bonds or option rights may stipulate that the option price can also be paid by means of transferring bonds (part-exchange) and where applicable by making an additional cash payment.

ee) Conversion/option price

The conversion or option price, as applicable, per share must be equal to either at least 50% of the average closing prices of shares of Allianz SE in the Xetra-trading system (or any comparable successor system of the Frankfurt Stock Exchange) over the ten trading days preceding the day on which the Management Board resolves to issue the bonds or, where a participation right is granted, at least 50% of the average closing price of Allianz SE shares in the Xetra-trading system (or any comparable successor system of the Frankfurt Stock Exchange) over the subscription period, with the exception of the subscription period days required so that the conversion or option price pursuant to § 186 (2) AktG can be announced in due time.

Also in the case of bonds with mandatory conversion or a substitution right of the Company, the conversion price for a share to be set must correspond at least to the aforementioned minimum prices.

§§ 9 (1) and 199 (2) AktG remain unaffected.

The terms and conditions of the bonds may stipulate that the option or conversion price, subject to the above mentioned minimum prices, can be changed within a margin to be specified by the Management Board (including an uncapped option or conversion price) based on the development of the share price over the term or – particularly in the case of bonds without defined maturity – based on the average share price in a period to be stipulated in the terms and conditions of the bonds, which can also be determined by a future event, still uncertain at the time of issue.

Notwithstanding § 9 (1) AktG, the terms and conditions of the bonds may contain antidilution clauses to provide protection during the conversion or option period against the Company raising its share capital, issuing additional convertible bonds and bonds with warrants or convertible participation rights or granting or guaranteeing further option rights without granting the holders of conversion or option rights and/or conversion obligations the subscription rights to which they would be entitled if they exercised their conversion or option rights or if the conversion ob-

ligation were fulfilled. The terms and conditions may also stipulate, to cover other measures taken by the Company or events that might result in a dilution of the value of the conversion or option rights and/or conversion obligations (e.g. dividends), a value-preserving adjustment of the conversion or option price or of the option ratio, or the granting of cash components. The pro rata amount in the share capital of the shares to be issued per bond may not, in any instance, exceed the nominal value of the bond.

ff) Further structuring possibilities

The terms and conditions may stipulate that treasury shares or shares from authorized capital can also be granted in the case of a conversion or exercise of option rights. It may also be stipulated that the Company does not grant holders of conversion or option rights and/or conversion obligations shares in the Company, but instead pays the equivalent value of the shares in cash. The terms and conditions may also stipulate that where the conversion or option rights are exercised, at the option of the Company instead of passing the shares to the holders of conversion or option rights and/or conversion obligations, the shares to be granted are sold by one or more third parties and the holders of conversion or option rights and/or conversion obligations are satisfied from the proceeds of the sale.

gg) Authorization to define further terms and conditions

The Management Board is authorized to define the further details related to the issue and structuring of the bonds, particularly with respect to interest rate, issue price, term and denomination, conversion or option price, and conversion or option period, or to stipulate such details in agreement with the administrative bodies of the Group company issuing the bonds.

b) Amendment of the Conditional Capital 2010/2014

The resolution by the Annual General Meeting of the Company on May 7, 2014, regarding the Conditional Capital 2010/2014 (§ 2 (5) of the Statutes of Allianz SE) is amended as follows:

The share capital shall be conditionally increased by up to EUR 250,000,000 by issuing new, registered, no-par value shares (Conditional Capital 2010/2018). The conditional capital increase shall enable the issue of shares to the holders of bonds or participation rights, which were issued according to the authorization of the Annual General Meeting of May 5, 2010 under Agenda Item 9 or according to the authorization under lit. a) above.

The new shares shall be issued at the conversion or option price pursuant to the relevant aforementioned authorization. The conditional capital increase shall be carried out only to the extent that conversion or option rights granted under bonds are exercised or that conversion obligations of bonds are fulfilled, and to such extent as the conversion or option rights or conversion obligations are not serviced through treasury shares, through shares from authorized capital or through other forms of fulfilment.

The new shares will be entitled to dividend from the start of the financial year in which they are issued; contrary to this, the Management Board can stipulate, with the approval of the Supervisory Board, that the new shares are entitled to dividend from the start of the financial year for which there is still no resolution by the Annual General Meeting regarding use of the balance sheet profit at the time of the conversion or option right being exercised and/or conversion obligation being invoked.

The Management Board shall be authorized to determine further details of the conditional capital increase.

c) Cancellation of the authorization of May 7, 2014

The authorization to issue bonds carrying conversion and/or option rights, as well as convertible participation rights, resolved by the Annual General Meeting on May 7, 2014 under Agenda Item 8 shall be cancelled. This cancellation will not become effective until the new authorization to issue convertible bonds, bonds with warrants, convertible participation rights, participation rights and subordinated financial instruments pursuant to the resolution under lit. a), as well as the amendment of the Conditional Capital 2010/2014 pursuant to the resolution under lit. b) has come into force.

d) Amendment to the Statutes

§ 2 (5) of the Statutes is being amended as follows:

„2.5 The share capital shall be conditionally increased by up to EUR 250,000,000 by issuing new, registered, no-par value shares (Conditional Capital 2010/2018). The conditional capital increase shall be carried out only to the extent that conversion or option rights are exercised by holders of conversion or option rights attached to bonds (including participation rights) which Allianz SE or its Group companies have issued according to the authorization resolution of the Annual General Meeting of May 5, 2010 or the authorization resolution of the Annual General Meeting of May 9, 2018, or that conversion obligations under such bonds are fulfilled, and only insofar as the conversion or option rights or conversion obligations are not serviced through treasury shares, through shares from authorized capital or through other forms of fulfilment. The new shares will be entitled to dividend from the start of the year in which they are issued; contrary to this, the Management Board can stipulate, with the approval of the Supervisory Board, that the new shares will be entitled to dividend from the start of the financial year for which there is still no resolution by the Annual General Meeting regarding use of the balance sheet profit at the time of the conversion or option right being exercised and/or conversion obligation being invoked. The Management Board is authorized to determine further details of the conditional capital increase.“

e) Registration with the commercial register, authorization to amend the Statutes

The Management Board is authorized to register the amendment of the Conditional Capital 2010/2018 for entry in the commercial register, irrespective of the other resolutions of the Annual General Meeting.

The Supervisory Board shall be authorized to make adjustments to the wording of the Statutes in accordance with the respective issue of shares to be subscribed, as well as any other amendments to the Statutes in connection therewith that concern merely the wording. The same applies in the event that the authorization to issue bonds has not been utilized upon expiry of the term of authorization, as well as in the event that the Conditional

Capital 2010/2018 has not been utilized upon expiry of the deadlines for exercising conversion and option rights or for fulfilling conversion obligations.

8. Authorization to acquire treasury shares for trading purposes pursuant to § 71 (1) no. 7 AktG

The authorization to acquire treasury shares for trading purposes pursuant to § 71 (1) no. 7 AktG, adopted by the Annual General Meeting on May 7, 2014, expires on May 6, 2019. This authorization shall be renewed.

The Management Board and the Supervisory Board, therefore, propose that the following resolution be adopted:

- a) Domestic or foreign credit institutions, financial services institutions or financial institutions, within the meaning of § 71 (1) no. 7 AktG, that are majority-owned by Allianz SE, shall be authorized to buy and sell shares of the Company for trading purposes. The total number of shares acquired, together with other treasury shares held by the Company (or that the Company is deemed to hold pursuant to §§ 71a et seq. AktG), shall at no time exceed 10% of the share capital.
- b) Based on this resolution, shares shall be acquired only if the consideration paid per share does not exceed by more than 10%, and does not fall short of by more than 10%, the average of the share prices (closing price in the Xetra-trading system or any comparable successor system of the Frankfurt Stock Exchange) of Allianz SE during the three trading days preceding the acquisition of the shares.
- c) The trading position in shares acquired for this purpose shall not, at the end of any day, exceed 5% of the share capital of Allianz SE.
- d) This authorization shall be effective until May 8, 2023. The currently existing authorization to acquire treasury shares for trading purposes, adopted by the Annual General Meeting on May 7, 2014 under item 9 of the Agenda, and expiring on May 6, 2019, shall be cancelled upon the new authorization becoming effective.

9. Authorization to acquire treasury shares for other purposes pursuant to § 71 (1) no. 8 AktG and to their utilization with the authorization to exclude shareholders' subscription rights

The authorization to acquire and utilize treasury shares pursuant to § 71 (1) no. 8 AktG, adopted by the Annual General Meeting on May 7, 2014, expires on May 6, 2019. This authorization shall be renewed.

The Management Board and the Supervisory Board, therefore, propose that the following resolution be adopted:

- a) Allianz SE shall be authorized to acquire treasury shares in an amount of up to 10% of the current share capital of Allianz SE. In case the share capital decreases by the time of execution of the authorization, the decreased amount shall be decisive. The total amount of treasury shares acquired, together with other treasury shares held by Allianz SE and shares that the Company is deemed to hold pursuant to §§ 71a et seq. AktG must at no time exceed 10% of the share capital. This authorization shall not be used for the purpose of trading in the Company's shares.
- b) This authorization may be exercised in part or in whole and once or several times, to pursue one or several purposes by Allianz SE or by other companies controlled or majority-owned by Allianz SE or by third parties acting for the account of such companies or for the account of the Company. This authorization shall be effective until May 8, 2023. The currently existing authorization to acquire and utilize treasury shares for other purposes, adopted by the Annual General Meeting of the Company on May 7, 2014 and expiring on May 6, 2019, shall be cancelled upon this new authorization coming into effect.
- c) The acquisition may be carried out at the discretion of the Management Board (1) through a stock exchange, (2) through a public tender offer, or (3) through a public exchange offer for shares of a stock exchange-listed company within the meaning of § 3 (2) AktG.
 - (1) If the shares are repurchased over a stock exchange, the purchase price per share (excluding incidental costs) shall not exceed by more than 10%,

and not fall short of by more than 10%, the opening auction price on such trading day in the Xetra-trading system (or any comparable successor system of the Frankfurt Stock Exchange).

- (2) If the shares are repurchased through a public tender offer, the tender price per share or the high and low ends of the price range (without incidental costs) shall not exceed by more than 10%, and not fall short of by more than 20%, the closing price in the Xetra-trading system (or any comparable successor system of the Frankfurt Stock Exchange) on the third trading day prior to the public announcement of the tender offer. If, after the publication of the public tender offer, material deviations in the relevant market price occur, the offer or invitation to tender shares can be adjusted. In such a case, the basis of any adjustment will be the closing price in the Xetra-trading system (or any comparable successor system of the Frankfurt Stock Exchange) on the third trading day in Frankfurt am Main prior to the public announcement of an adjustment.
- (3) If the shares are acquired through a public tender offer to exchange Allianz SE shares for shares of a stock exchange-listed company within the meaning of § 3 (2) AktG ("exchange shares"), the exchange ratio may be stipulated or may be determined by way of an auction. Consideration in cash may supplement the delivery of exchange shares or may be used to settle fractional amounts. Irrespective of the procedure for the exchange, the exchange price per share or the relevant high and low ends of the exchange price range in form of one or more exchange shares and calculative fractional amounts, including any cash or fractional amounts (excluding incidental costs), shall not exceed by more than 10%, and not fall short of by more than 20%, the relevant value per share in Allianz SE.

The relevant value of the shares of Allianz SE and of the exchange shares shall be determined based on the relevant closing price in the Xetra-trading system of the Frankfurt Stock Exchange (or, if the shares are not traded in the Xetra-trading system, the trading system used in the particular market segment that is most similar to Xetra) on the third trading day prior to the public announcement of the exchange offer. In case the exchange shares are not traded in the Xetra-trading system

of the Frankfurt Stock Exchange, the closing price of the respective stock exchange at which the exchange shares had the largest trading numbers in the prior calendar year shall be decisive. If, after the public announcement of the public exchange offer, substantial deviations of the relevant prices occur, the offer can be adjusted. In such a case the basis of any adjustment will be the relevant closing price on the third trading day prior to the public announcement of an adjustment.

In the cases of (2) and (3), the volume of the acquisition can be restricted. If the public tender offer to repurchase or exchange is oversubscribed, the shares will be acquired on a pro-rata basis to the respective tendered shares; to this extent the right of shareholders to tender their shares pro-rata to their participation quota is excluded. Preferential acceptance may be provided for small lots of up to 100 tendered shares per shareholder. The repurchase or exchange offer may stipulate additional conditions.

- d) The Management Board shall be authorized to use shares of the Company repurchased on the basis of this authorization for any lawful purposes, including any of the following:
- (1) The shares can be sold in ways other than on a stock exchange or through an offer to the shareholders if they are sold for cash at a price not substantially below the stock exchange price of shares of the Company at the time of the sale. This authorization is, however, subject to the requirement that the total number of shares sold under exclusion of subscription rights pursuant to § 186 (3) sentence 4 AktG shall not exceed 10% of the share capital, neither at the time of this authorization becoming effective nor at the time of its exercise. All shares must be counted towards this limitation that are issued from authorized capital during the term of this authorization under exclusion of subscription rights pursuant to § 186 (3) sentence 4 AktG. Furthermore, shares required to be issued to meet obligations arising from bonds (including participation rights) carrying conversion or option rights or conversion obligations must also be counted towards this limitation, provided that these bonds or participation rights were issued during the term of this authorization under exclusion of subscription rights in corresponding application of § 186 (3) sentence 4 AktG.

- (2) The shares may be sold for contributions in kind, particularly in connection with the acquisition of companies or interests in companies.
 - (3) The shares may be utilized for placement of Company shares on foreign stock exchanges on which they are not yet admitted for trading. The initial offer price (excluding incidental costs) of these shares when being placed on additional stock exchanges may not be more than 5% below the closing price in the Xetra-trading system (or any comparable successor system of the Frankfurt Stock Exchange) on the last trading day prior to the listing.
 - (4) The shares may be used to meet obligations under conversion or option rights which were granted by the Company or any of its Group companies in connection with bond issues (including participation rights), or to meet obligations arising from bonds (including participation rights) carrying conversion obligations issued by the Company or any of its Group companies.
 - (5) The shares may, up to a maximum corresponding share capital amount of EUR 5,000,000, be offered for purchase, or transferred to, employees of Allianz SE or any of its Group companies. The shares may also be transferred to a third party, if and as long it is legally guaranteed that the third party offers and transfers such shares to the aforementioned employees.
 - (6) The shares may be redeemed without an additional resolution by the General Meeting authorizing such redemption of shares or its implementation. The redemption will result in a capital decrease. Deviating from this, the Management Board may decide that the share capital shall remain unchanged by the redemption and that instead of that, the redemption will increase the pro rata amount of the remaining shares in the share capital pursuant to § 8 (3) AktG. In this case, the Management Board shall be authorized to adjust the number of shares stated in the Statutes.
- e) The authorizations under lit. d) shall also apply to the use of shares of the Company repurchased on the basis of earlier authorizations pursuant to

§ 71 (1) no. 8 AktG and to any shares repurchased by Group companies or pursuant to § 71d sentence 5 AktG.

- f) The authorizations under lit. d) may be exercised once or several times, in part or in whole, individually or jointly. The authorizations under lit. d), (1), (2), (4) and (5) may also be exercised by companies controlled or majority-owned by Allianz SE or by third parties acting on the account of such companies or on the account of the Company.
- g) The shareholders' subscription rights on these treasury shares shall be excluded insofar as these shares are used according to the above authorization under lit. d) (1) through (5). Furthermore, the Management Board shall be authorized, in the event of a sale of treasury shares by an offer to acquire them to all shareholders, to grant holders of bonds (or participation rights) carrying conversion or option rights or conversion obligations issued by the Company or its Group companies subscription rights on these shares to the extent they would be entitled thereto after having exercised the conversion or option right or after any conversion obligation has been fulfilled; to this extent, shareholders' subscription rights for these treasury shares shall be excluded.

10. Authorization to use derivatives in connection with the acquisition of treasury shares pursuant to § 71 (1) no. 8 AktG

In addition to the authorization to be resolved under Agenda Item 9 to acquire treasury shares pursuant to § 71 (1) no. 8 AktG, the Company shall also be authorized to acquire treasury shares using derivatives.

The Management Board and the Supervisory Board, therefore, propose that the following resolution be adopted:

- a) In addition to the authorization resolved by the Annual General Meeting on May 9, 2018 under Agenda Item 9, the acquisition of treasury shares pursuant to said authorization may also be carried out by (1) selling options, whereby the Company takes on the obligation to acquire shares in Allianz SE upon exercise ("put options"), (2) purchasing options that entitle the Company to

acquire shares in Allianz SE upon exercise (“call options”), (3) concluding purchase agreements, in which there are more than two trading days between the conclusion of the agreement for purchasing Allianz SE shares and the fulfillment through the delivery of Allianz SE shares (“forward purchases”) or (4) a combination of put and call options and forward purchases (all referred to in the following as “derivatives”). The acquisition of treasury shares by way of derivatives has to be carried out by a credit institution or an enterprise within the meaning of § 186 (5) sentence 1 AktG.

- b) The total of put options sold, call options purchased and forward purchases concluded under this authorization may be in relation to a maximum number of shares which do not exceed a total of 5% of the current share capital of the Company. In case the share capital decreased by the time of execution of the authorization, the decreased amount shall be decisive. The term of the individual derivatives is not permitted to exceed 18 months, must end on May 8, 2023, at the latest, and must be chosen in such a way that the acquisition of Allianz shares upon the exercise or fulfillment of the derivatives will take place no later than May 8, 2023.
- c) The terms and conditions of the derivatives shall ensure that the shares to be delivered to the Company upon exercise or fulfillment of the derivatives have previously been acquired in keeping with the legal principle of equal treatment at the share price in the Xetra-trading system (or any comparable successor system of the Frankfurt Stock Exchange) effective at the time the shares were acquired.
- d) The price stipulated in the derivative for the acquisition of one share (excluding incidental costs) in case the options are exercised or the forward purchases are fulfilled shall not exceed by more than 10%, and not fall short of by more than 10%, the opening auction price in the Xetra-trading system (or any comparable successor system of the Frankfurt Stock Exchange) on the day the derivative contract is concluded. The acquisition price paid by the Company for options shall not materially exceed, and the selling price received by the Company for options shall not materially fall short of, the theoretical market value of the relevant options determined according to recognized finance-mathematical methods, the calculation of such market

value taking into account, inter alia, the agreed exercise price. The forward rate agreed by the Company for forward purchases shall not materially exceed the theoretical forward rate determined according to recognized finance-mathematical methods, the calculation of which takes into account, inter alia, the current stock exchange price and the term of the forward purchase.

- e) If treasury shares are acquired using derivatives according to the above rules, the right of shareholders to conclude such derivative contracts with the Company is excluded, applying § 186 (3) sentence 4 AktG mutatis mutandis. Shareholders shall have a right to tender their shares in the Company only insofar as the Company is obligated vis-à-vis the shareholder to purchase shares under the derivative terms and conditions. Any further right to tender is excluded.
- f) For the use of treasury shares acquired using derivatives the rules resolved by the Annual General Meeting on May 9, 2018 under Agenda Item 9 lit. d) to g) shall apply mutatis mutandis.

11. Amendment to the Statutes on Supervisory Board remuneration

The current remuneration of the Supervisory Board of Allianz SE has last been amended by the Annual General Meeting dated May 4, 2011. Considering the increased responsibilities to be carried out by the Supervisory Board, in light of the development of the supervisory board remuneration at peer companies and to remain competitive in the endeavor to find suitable candidates for the Supervisory Board, the remuneration of the Supervisory Board of Allianz SE is proposed to be amended and to provide for a quarterly payment of the remuneration. The current Statutes are available on the Internet at www.allianz.com/agm and will also be displayed for inspection at the Annual General Meeting of Allianz SE.

The Management Board and the Supervisory Board therefore propose that the following resolution be adopted:

§ 11 of the Statutes shall be amended as follows:

- „11.1 The members of the Supervisory Board will receive an annual remuneration in an amount of EUR 125,000. The Chairman of the Supervisory Board will receive an annual remuneration of EUR 250,000 and each deputy shall receive EUR 187,500.
- 11.2 Each member of a committee, except for the audit committee and the nomination committee, will receive an additional annual remuneration of EUR 25,000 and committee chairmen will receive an additional annual remuneration of EUR 50,000. Members of the audit committee will receive an additional annual remuneration of EUR 50,000, while the Chairman of such committee will receive EUR 100,000. Members of the nomination committee will not receive an additional annual remuneration.
- 11.3 In addition, the members of the Supervisory Board will receive an attendance fee of EUR 1.000 for each personal attendance of meetings of the Supervisory Board and its committees requiring such personal attendance. Should several such meetings be held on the same or on consecutive days, the attendance fee will be paid only once.
- 11.4 Supervisory Board members who served for only part of the financial year shall receive one-twelfth of the annual remuneration for each month of service or any part of such month. The same applies to membership in Supervisory Board committees.
- 11.5 The remuneration according to § 11.1 and § 11.2 is due and payable, pro rata temporis, after the end of the respective quarter of the fiscal year. The attendance fee according to § 11.3 is due after the respective meeting.
- 11.6 The Company reimburses the members of the Supervisory Board for their out-of-pocket expenses and the VAT payable on their Supervisory Board activity. The Company provides insurance coverage and technical support to the Supervisory Board members to an extent reasonable for carrying out the Supervisory Board duties.
- 11.7 The provisions of this § 11 will first apply for the fiscal year 2018.“

12. Approval of control agreement between Allianz SE and Allianz Asset Management GmbH

The Management Board and the Supervisory Board propose that the control agreement between Allianz SE and Allianz Asset Management GmbH (in the following: "AAM") with its registered seat in Munich, Germany, dated February 13, 2018, be approved.

AAM is managing a group of companies that are active in all areas of the financial sector domestically and abroad, in particular in the area of capital investment, asset management, intermediary business and service provision. AAM holds interests in domestic and foreign banks, providers of financial services, investment companies and other companies. A profit transfer agreement is already in existence between Allianz SE and AAM since 2011.

The agreement has essentially the following content:

- AAM submits the direction of the company to Allianz SE. Allianz SE is consequently authorized to issue instructions to the management of AAM regarding the direction of the company. Allianz SE will exercise its right to issue instructions through its management board only.
- In accordance with the provisions of Art. 9 (1) c) ii) 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.
- The agreement will become effective upon its registration in the commercial register of AAM.
- The agreement is concluded for an indefinite time and may be terminated at any time at the end of a fiscal year with a notice period of six months. 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 AAM or no longer directly holds the majority of the voting rights resulting from its participation.

The shareholders' meeting of AAM has already approved the control agreement, and such approval has been notarized. The Supervisory Board of Allianz SE has approved the agreement on March 8, 2018.

Sole shareholders of AAM are Allianz SE with a participation quota of 74,48% and Allianz Finanzbeteiligungs GmbH with a participation quota of 25,52%. Allianz Finanzbeteiligungs GmbH, in turn, is a 100% subsidiary of Allianz SE and both companies are interconnected via a profit transfer agreement. As a result, AAM has no external shareholders within the meaning of § 304 AktG and no provisions for compensation payments or consideration (§§ 304, 305 AktG) are required.

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

- the control agreement;
- the joint report of the Management Board of Allianz SE and the management of Allianz Asset Management GmbH;
- report of the contract auditors;
- the Annual Financial Statements and Management Reports of Allianz SE for the past three fiscal years;
- the Annual Financial Statements and Management Reports of Allianz Asset Management GmbH (formerly "Allianz Asset Management AG") for the past three fiscal years.

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

13. Approval of control and profit transfer agreement between Allianz SE and Allianz Climate Solutions GmbH

The Management Board and the Supervisory Board propose that the control and profit transfer agreement between Allianz SE and Allianz Climate Solutions GmbH (in the following: "ACS") with its registered seat in Munich, Germany, dated February 13 2018, be approved.

ACS was founded in 2002 as "AZ-Argos 4 Vermögensverwaltungsgesellschaft mbH" and changed its company name on July 31, 2007. ACS is providing advisory services for companies of Allianz Group and also to third parties in connection with the planning and realization of investment projects related to climate protection. Within Allianz Group, ACS is the center of competence for renewable energies and climate risks. It is advising Allianz Group regarding its climate policy.

The agreement has essentially the following content:

- ACS submits the direction of the company to Allianz SE. Allianz SE is consequently authorized to issue instructions to the management of ACS regarding the direction of the company. Allianz SE will exercise its right to issue instructions through its management board only.
- ACS 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, ACS 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) 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. ACS 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 ACS and shall have retroactive effect as of January 1, 2018. The control through the right to issue instructions shall in any event only apply upon registration of the agreement in the commercial register of ACS.
- The agreement is concluded for a fixed term ending at midnight on December 31, 2022, 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 ACS or no longer directly holds the majority of the voting rights resulting from its participation.

The shareholders' meeting of ACS 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 8, 2018.

Sole shareholders of ACS is Allianz SE. As a result, ACS has no external shareholders within the meaning of § 304 AktG and no provisions for compensation 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 Climate Solutions GmbH;
- the Annual Financial Statements and Management Reports of Allianz SE for the past three fiscal years;
- the Annual Financial Statements of Allianz Climate Solutions GmbH for the past three fiscal years.

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

II. ADDITIONAL INFORMATION AND REPORTS

1. Prerequisites for participating in the Annual General Meeting and exercising voting rights

Pursuant to § 12 (4) of the Statutes of the Company, shareholders may participate in the Annual General Meeting and exercise their voting rights – personally or by proxy – if they send notice of participation to the Management Board of the Company by **Wednesday, May 2, 2018**, at the latest, either to the following address

Hauptversammlung Allianz SE
c/o ADEUS Aktienregister-Service-GmbH
20722 Hamburg
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 their shares registered in the share register (Aktienregister). For purposes of determining participation and voting rights, the status of the share register as of the end of May 2, 2018, shall be decisive.

Shareholders wishing to give notice of participation via the Company's online service require 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.

After having given notice of participation, shareholders or their representatives will be sent an admission card to the Annual General Meeting. Shareholders giving notice of participation online have the possibility of printing their admission card themselves or to have it sent electronically. Unlike the notice of participation, the admission card is not a prerequisite for participation but merely serves to simplify admission control to the Annual General Meeting.

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 May 2, 2018 (technical record date), and up to the end of the Annual General Meeting on May 9, 2018, will only be entered in the Company's share register with effect after the Annual General Meeting on May 9, 2018.

Notices of participation in 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 giving notice of participation.

Holders of American Depositary Shares (ADS) will be provided with proxy documents by JP Morgan Chase Bank (depository).

2. Procedure for voting by proxy

Shareholders registered in the share register can opt to have their voting rights exercised by a representative, such as a credit institution or shareholders' association, at the Annual General Meeting. Here, too, shareholders or their representatives should ensure that timely notice of participation is given.

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 credit institutions, shareholders' associations or other persons as specified in § 135 (8) or (10) German Stock Corporation Act (AktG) are appointed as proxy, the procedure and form of the proxy is governed by their provisions, which can be requested from them. Those credit institutions or shareholders' associations 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.

We also offer our shareholders the option to authorize persons appointed by the Company to vote on their behalf at the Annual General Meeting. These persons can also be authorized 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. Please note that these appointed representatives will not accept instructions to request to speak or to raise objections against resolutions of the Annual General Meeting, or to ask questions or to submit shareholder proposals.

3. Procedure for absentee voting

Shareholders registered in the share register can exercise their voting rights at the Annual General Meeting by way of an absentee vote (Briefwahl), without attending the Annual General Meeting.

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 send notice of participation to the Management Board of the Company by **Wednesday, May 2, 2018**, at the latest, 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 with 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 May 2, 2018, 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

or by entering shareholder number and online password at www.allianz.com/agm-service.

Authorized credit institutions, shareholders' associations or other persons as specified in § 135 (8) or (10) AktG may also avail themselves of the option of absentee voting.

4. Forms for notice of participation, granting of proxy and absentee voting

Forms provided by the Company can be used to submit notices of participation, 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 submit their notice of participation, grant proxies and/or submit absentee votes online. Furthermore, the forms for the notice of participation, granting of proxy and/or absentee voting are also available at www.allianz.com/agm.

In addition, proxy can be granted using the form on the admission card.

5. Information on shareholders' rights pursuant to Art. 56 sentence 2 and sentence 3 SE-VO, § 50 (2) SEAG, §§ 122 (2), 126 (1), 127, 131 (1) AktG

a) Request for amendments of the Agenda pursuant to Art. 56 sentence 2 and sentence 3 SE-VO, § 50 (2) SEAG, § 122 (2) AktG

Shareholders whose holdings together account for one twentieth (5%) of the share capital (this corresponds to EUR 58,496,000 or 22,012,483 Allianz shares – rounded up to the next highest whole number of shares) or a prorated amount of EUR 500,000 (this corresponds to 188,154 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 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 8, 2018**, at the latest. Please send your request to the following address:

Allianz SE
Investor Relations
Königinstrasse 28
80802 Munich.

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 announced 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 shareholder 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. Shareholder nominations must relate to the election of Supervisory Board members.

Shareholder proposals and nominations according to §§ 126, 127 must be received by the Company by **12 midnight on April 24, 2018**, 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
Königinstrasse 28
80802 Munich
E-mail: investor.relations@allianz.com.

c) Shareholders' right to be informed pursuant to § 131 (1) AktG

Pursuant to § 131 (1) AktG, at the Annual General Meeting the Management Board shall inform any shareholders, upon request, about 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.

d) Additional explanations

Additional explanations on shareholders' rights pursuant to Art. 56 sentence 2 and sentence 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.

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

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

7. 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 is a prerequisite for participation in the Annual General Meeting and for exercising voting rights.

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 880,499 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 corresponds to 13,207,489 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
E-mail: hv-service@allianz.com

and must be received by the Company by May 2, 2018, at the latest. Forms that can be used for the disclosure will be provided upon request.

In order to prevent a registration from 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 participation and voting rights, the status of the share register at the end of May 2, 2018, shall be decisive.

8. Live webcast of the Annual General Meeting

Shareholders of Allianz SE can watch the Annual General Meeting on May 9, 2018, 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 and 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.

9. Report on Agenda Item 5 (creation of an Authorized Capital 2018/I with the authorization to exclude shareholders' subscription rights)

§ 2 (3) of the Statutes of Allianz SE provides for an authorized capital (Authorized Capital 2014/I). The Authorized Capital 2014/I was created by the General Meeting on May 7, 2014 and still amounts to EUR 550,000,000. It is valid up until May 6, 2019.

The Management Board and Supervisory Board propose to the Annual General Meeting that a new Authorized Capital 2018/I amounting to EUR 334,960,000 be created. The Authorized Capital 2014/I shall be cancelled as soon as the new Authorized Capital 2018/I becomes effective.

With the new Authorized Capital 2018/I we intend to replace the Authorized Capital 2014/I which is expiring prior to the ordinary Annual General Meeting 2019. The proposed framework of EUR 334,960,000 accounts for 28.6% of the current share capital.

The Authorized Capital 2018/I is proposed because Allianz SE has, at all times, to be in a position to act in a quick and flexible manner for the benefit of its shareholders. The Management Board therefore believes that it is its duty to ensure that the Company always has the required instruments to raise capital, regardless of any current and precise plans for utilization. In most cases, the tight timeframe for decisions regarding capital needs does not allow the Company to be dependent on the cycle of the Annual General Meetings. The instrument of authorized capital has therefore been created by law to address this issue. Reasons for the use of authorized capital are, in particular, strengthening a Company's equity basis and financing acquisitions.

The sum total of shares issued under this authorization and the shares that are to be issued to service bonds (including participation rights) with conversion or option rights or a conversion obligation, that were issued during the term of this authorization shall not exceed a proportionate amount of the share capital of EUR 467,968,000 (equivalent to 40% of the current share capital). Shares that are to be issued to service conversion obligations ensuing from subordinated bonds, which are issued during the term of this authorization to create own fund items in accordance with the requirements under insurance supervisory law (referred to below as "Solvency II Instruments"), shall not be considered for this restriction of the use of the Authorized Capital 2018/I.

If the Authorized Capital 2018/I is utilized by way of cash capital increases, shareholders generally have subscription rights.

However, the Management Board shall be authorized, upon the approval of the Supervisory Board, to exclude shareholders' subscription rights with respect to fractional amounts. This enables the Company to increase the share capital in round numbers and facilitates the technical handling of an issue. The fractional shares excluded from the subscription rights will be sold in a way most efficient for the Company.

Furthermore, it shall be possible, with the approval of the Supervisory Board, to exclude shareholders' subscription rights to the extent this is necessary to grant subscription rights to new shares to holders of bonds (including participation rights) already issued or to be issued in the future that carry conversion and/or option rights or conversion obligations, if the terms and conditions of these bonds (or participation rights) provide for such subscription rights. Such bonds (or participation rights) usually provide for protection against dilution. If, in the ensuing period, shares with subscription rights are issued at a price that is lower than the current stock exchange price of the share, the value of the option or conversion right and/or the conversion obligation of the holders of bonds (or convertible participation rights) would be reduced. Therefore, in order to prevent this disadvantage in terms of value, as a general rule the dilution protection applies. This stipulates that, in the event of subsequent share issues with shareholders' subscription rights, the holders are granted a discount on the option/conversion price. Alternatively, the terms and conditions of the bonds or convertible participation rights can also grant the holders subscription rights to new shares such as those granted to the shareholders. The holders are thus placed in the same position as if they had already exercised their option or conversion rights or if a conversion obligation had been fulfilled. To enable the Company to grant the holders such subscription rights, shareholders' subscription rights must be excluded. The option of granting shares to the holders of bonds that carry conversion and/or option rights or convertible participation rights as opposed to a discount on the option or conversion price may be a more cost-efficient option for the Company. By granting shares instead of reducing the option/conversion prices, the Company may realize a higher issue price for the shares to be issued in connection with the exercise of a conversion or option right.

In addition, upon the approval of the Supervisory Board, it shall be possible to exclude shareholders' subscription rights in the case of a capital increase against contributions in cash when the issue price is not substantially lower than the market price, as provided for by § 186 (3) sentence 4 AktG. This authorization enables the Company to take advantage, in a quick and flexible manner, of market opportunities in the various areas of its business activities and to meet capital needs at very short notice when necessary. By excluding subscription rights, the Company is given the ability to quickly respond and to place shares

at a price close to the market price, i.e. without the discounts usually necessary in connection with the issue of subscription rights. As a result, the Company benefits from higher proceeds. Furthermore, new investor groups may be attracted by such issues. When utilizing this authorization, the Management Board will fix the discount as low as possible in light of the market conditions existing at the time of the placement, and in no event in excess of 5% of the then prevailing market price when utilizing the Authorized Capital 2018/I. Furthermore, pursuant to § 186 (3) sentence 4 AktG, the number of shares issued without subscription rights may not exceed 10% of the existing share capital, neither at the time of this authorization becoming effective, nor at the time of its exercise.

The sale of treasury shares will be counted towards this limitation if the sale occurs during the term of this authorization and if subscription rights are excluded pursuant to § 186 (3) sentence 4 AktG. In addition, shares that are to be issued to serve conversion or option rights and/or conversion obligations ensuing from bonds (including participation rights) will also count towards this limit, if these bonds (including participation rights) are issued during the term of this authorization under exclusion of subscription rights in corresponding application of § 186 (3) sentence 4 AktG.

These requirements ensure the protection of shareholders against dilution. Each shareholder has, in principle, the opportunity to acquire via the stock exchange the shares necessary to avoid dilution on substantially similar terms, given that the issue price of the new shares is close to the market price and the size of the placement without subscription rights is restricted. This ensures that the economic and voting rights interests of shareholders are adequately protected when shares are issued from the Authorized Capital 2018/I under exclusion of subscription rights, while granting the Company flexibility for the benefit of all of its shareholders.

Also, an authorization to exclude shareholders' subscription rights shall be given in the case of a capital increase against contributions in kind, with the approval of the Supervisory Board. This authorization enables the Management Board to deliver shares of the Company, as appropriate in the individual cases, in connection with the acquisition of companies or interests in companies, or other assets. This option will increase the Company's competitive position with respect to potential acquisition targets and increase its flexibility to take advantage of

opportunities to acquire companies, interests in companies or other assets while maintaining its liquidity levels. Using shares as acquisition currency can also be advantageous when optimizing the financing structure. The recommended authorization is not disadvantageous to the Company as the issue of shares against contributions in kind is only permissible if such contributions in kind represent a fair value compared to the delivered shares.

Within the framework of the exclusion of subscription rights in the event of capital increases against contributions in kind, the Management Board shall further be authorized to issue shares using the Authorized Capital 2018/I, instead of providing cash settlement, to satisfy, in part or in whole, securitized or non-securitized monetary claims against the Company. The Company is thus granted additional flexibility to settle such cash claims by the issue of shares even in instances where it had initially agreed to pay in cash (e.g. for an acquisition target).

The total shares issued pursuant to this authorization, excluding subscription rights, in return for contributions in cash or contributions in kind may not exceed a pro rata amount of the share capital of EUR 116,992,000 (corresponds to 10% of the current share capital). Shares shall count towards this limitation that are to be issued to service conversion or option rights and/or conversion obligations ensuing from bonds (including participation rights), provided that the bonds (including participation rights) were issued during the term of this authorization for Authorized Capital 2018/I subject to exclusion of the subscription rights or shares that are issued during the term of this authorization to service conversion rights or conversion obligations under the EUR 500,000,000 convertible bond issued in 2011; excluded are shares, which are to be issued to service Solvency II Instruments. This restriction limits the possible dilution for the shareholders excluded from subscription rights. As Solvency II Instruments are recognized as own fund items under insurance supervisory law, it is in the Company's interest to have an increased scope of action to issue such instruments and therefore not to include them in the sum of total shares above. The volume of Solvency II Instruments with conversion obligations, that are issued subject to the exclusion of subscription rights, is restricted in accordance with Agenda Item 7 insofar, as the possible conversion obligations in shares of the Company – at the time of issuance – shall not exceed a proportionate amount of the share capital of EUR 116,992,000 (equivalent to 10% of the current share capital).

The Management Board will carefully analyze in each case whether to exclude shareholders' subscription rights when raising capital pursuant to this authorization. This option will only be used if, following the assessment of the Management Board, it is deemed to be in the best interest of the Company, and, therefore, of its shareholders. Provisional resolutions of this kind with the possibility to exclude shareholders' subscription rights are common, both nationally and internationally.

The Management Board will report about the use of the Conditional Capital 2018/I at each General Meeting following such use.

10. Report on Agenda Item 6 (creation of an Authorized Capital 2018/II, with exclusion of shareholders' subscription rights)

§ 2 (4) of the Statutes of Allianz SE provides for an authorized capital for the issue of employee shares (Authorized Capital 2014/II). Authorized Capital 2014/II, amounting to EUR 15,000,000, was created by the General Meeting on May 7, 2014. After partial utilization, it now amounts to EUR 13,720,000. The Authorized Capital 2014/II is valid up until May 6, 2019.

The Management Board and the Supervisory Board propose to the Annual General Meeting that a new Authorized Capital 2018/II amounting to EUR 15,000,000 be created against cash contributions. The Authorized Capital 2014/II shall be cancelled as soon as the new Authorized Capital 2018/II becomes effective.

The proposed renewal of the authorization enables the Company to offer shares of the Company to the employees of Allianz SE or its Group companies at preferential conditions without having to purchase those shares on the stock exchange.

New shares from the use of the Authorized Capital 2018/II may only be issued to employees of Allianz SE or its Group Companies. Offering shares to employees is in the best interest of the Company and its shareholders, because it enhances employee identification with the Company and encourages them to take responsibility for the Company. It also enables employees to participate in the long term development of Allianz SE. Under the German Stock Corporation Act, shares

required for this purpose may be issued from authorized capital. In order to have sufficient authorized capital for the issue of shares to employees over the next several years, this authorized capital shall amount to EUR 15,000,000. The volume of this authorization has been determined by taking into account the number of employees entitled to participate and the term of the authorization. In the previous years, the option to offer shares to employees of Allianz Group has regularly been exercised.

To be able to offer shares from authorized capital to employees, it is necessary to exclude shareholders' subscription rights. The Board of Management assesses the exclusion of shareholders' subscription rights for the purpose of issuing shares to employees of Allianz SE or its Group Companies to be factually justifiable and reasonable, taking into account the possible dilution resulting from it.

New shares will be issued on the basis of the market price of the Allianz shares with customary discounts. The Board of Management may link the issuance of shares to employees to additional prerequisites, e. g. a minimum holding period.

The employee shares will be issued against cash. The new shares may also be issued via a credit institution or another business entity fulfilling the requirements of § 186 (5) sentence 1 AktG (entities according to § 53 (1) sentence 1 or § 53b (1) sentence 1 or (7) of the German Banking Act).

The Management Board will report on the extent to which it has made use of the Authorized Capital 2018/II at the respective next General Meeting following such use.

11. Report on Agenda Item 7

(authorization to issue convertible bonds, bonds with warrants, convertible participation rights, participation rights and subordinated financial instruments, each with the authorization to exclude shareholders' subscription rights, amendment of the existing Conditional Capital 2010/2014)

By a resolution of the Annual General Meeting on May 7, 2014 under Item 8 of the Agenda, the Management Board is currently authorized, upon the approval of the Supervisory Board, to issue by May 6, 2019, convertible bonds, bonds with warrants and convertible participation rights, once or several times up to a nominal value of EUR 10,000,000,000, with or without definite maturity, and be equipped with conversion or option rights and/or conversion obligations for shares in the Company in a proportionate share of the share capital of up to EUR 230.000.000. Under certain circumstances, the Management Board shall be authorized to exclude subscription rights, upon the approval of the Supervisory Board.

To date, the Management Board has made no use of this authorization. By issuing a convertible bond in the nominal amount of EUR 500,000,000 in 2011, which entitles and obligates its holders to up to 7,031,360 shares in the company (subject to possible adjustments in accordance with the terms and conditions), partial use was made of an authorisation to issue convertible bonds by the Annual General Meeting of May 5, 2010. To be able to continue issuing bonds in the future, the administration proposes to the Annual General Meeting a new authorization. The authorization shall also include other, subordinated financial instruments, which are issued to create own fund items in accordance with the requirements under insurance supervisory law (referred to below as "Solvency II Instruments"). The authorization generally includes the following instruments:

- convertible bonds, bonds with warrants and convertible participation rights (in each case including such instruments issued as Solvency II Instruments; also referred to jointly below as "convertible bonds and bonds with warrants");
- participation rights without conversion or option rights and/or conversion obligations, which are issued as Solvency II Instruments; and also

- subordinated financial instruments without conversion or option rights and/or conversion obligations, which are issued as Solvency II Instruments, insofar as the issuing thereof requires, due to profit-based interest, the loss participation arrangement or for any other reason, the approval of the Annual General Meeting pursuant to § 221 AktG (these instruments are referred to below as “financial instruments” and jointly referred to below, together with the convertible bonds and bonds with warrants and the participation rights without conversion or option rights and/or conversion obligations, as “bonds”).

The current authorization to issue bonds shall be cancelled. The existing Conditional Capital 2010/2014 is to be amended to such an extent that, in addition to securing the holders of the convertible bond issued in 2011, it is available for servicing the conversion or option rights and/or conversion obligations of holders of bonds, which are issued on the basis of the authorization to issue convertible bonds and bonds with warrants to be resolved under Agenda Item 7.

Setting the maximum issue volume allowed by the authorization at EUR 15,000,000,000 seems to be appropriate in light of the inclusion of Solvency II Instruments without conversion or option rights and/or conversion obligations and the five year term of the authorization. The authorization provides for granting and/or imposing on holders of bonds conversion or option rights and/or conversion obligations to shares of the company with a proportionate amount of share capital of up to EUR 230,000,000 (equivalent to approx. 19.7% of the current share capital). The number of shares required to settle the obligations arising from the exercise of option or conversion rights and/or conversion obligations of a bond with a specific issue volume depends on the market price of Allianz shares at the time the bond is issued or the time period immediately preceding the conversion.

The sum total of (i) shares which are to be issued to service conversion rights or conversion options and/or conversion obligations under convertible bonds and bonds with warrants – excluding shares to be issued due to conversion obligations in connection with Solvency II Instruments –, which in accordance with this authorization had been issued and (ii) shares issued during the term of this authorization from the Authorized Capital 2018/I, shall not exceed a proportionate amount of the share capital of EUR 467,968,000 (equivalent to 40% of the current share capital).

Adequate capital resources

Adequate capital resources are an important prerequisite for the Company's development. By issuing convertible bonds and bonds with warrants, the Company can obtain low-interest capital. The issue of convertible participation rights allows the interest rates to be based, for example, on the Company's current dividend. The Company benefits from the conversion or option premium. The option of conversion obligations triggering a conversion based on the market price of the Allianz share in a period before or at the time of conversion gives the Company security for the transformation of convertible bonds to equity.

Own fund items recognized under insurance supervisory law hold particular importance for insurance companies. The European own fund requirements for insurance companies and reinsurers in accordance with Directive 2009/138 EC of November 25, 2009 (referred to below as "Solvency II Directive") demand adequate capital resources. The delegated Ordinance (EU) 2015/35 of October 10, 2014 for amending the Solvency II Directive contains detailed requirements for recognizing subordinated bonds issued to create own fund items for covering capital requirements under insurance supervisory law. Solvency II Instruments issued to strengthen Tier 1 own funds must provide for, in case of a crisis, a convertible obligation, a write-down or a comparable loss participation. In the case of Solvency II Instruments with convertible obligations, the instrument is converted if in case of a crisis certain own fund quotas are not complied with. The supervisory law purpose of the mandatory conversion is the participation of investors in disadvantageous developments that triggered the mandatory obligation (non compliance with own fund quotas). Usually this should not result in a benefit for the investors: Either this is – in case of a variable conversion price – excluded through the fixing of a minimum conversion price or – in case of a bond with a fixed rate conversion – at least unlikely. An economic disadvantage from the mandatory obligation for the Company and therefore for shareholders is rather unlikely.

The company assumes that usually Solvency II Instruments with mandatory conversion can only be successfully issued, when the chance of the occurrence of a mandatory conversion event is viewed as rather unlikely by investors. The conversion, write-down or comparable loss participation effectively leads to a qualitative own fund increase from a regulatory perspective, which also bene-

fits the shareholders, especially in case of a crisis, in order to avert other more stringent measures.

Solvency II Instruments are part of the company's capital resources, even ahead of a conversion, write-down or other loss participation that may be stipulated in the terms and conditions as they can create (regulatory) own funds. It is in the company's interest to have the scope of action required to be able to issue such instruments for effective capital management and to fulfil own fund requirements under insurance supervisory law. Shareholders will generally be given subscription rights when bonds requiring the approval of the shareholders meeting in accordance with § 221 AktG are issued.

Specifics regarding subscription rights when issuing convertible bonds and bonds with warrants

The Management Board shall, however, upon an issue of convertible bonds and bonds with warrants against cash contributions, be authorized in corresponding application of § 186 (3) sentence 4 AktG to exclude these subscription rights, upon approval of the Supervisory Board, if the issue price of the bonds is not substantially lower than their market value. This can be a suitable way to take advantage of favourable stock market conditions and to place bonds quickly and flexibly at attractive conditions on the market. Achieving the most beneficial outcome possible from an issue especially in volatile markets depends on the ability to respond at short notice. Terms that correspond as much as possible to market conditions can generally be secured only if the Company is not tied for too long. In the case of issues with subscription rights, a considerable discount is generally required due to the long offer period. Although § 186 (2) AktG allows the subscription price to be published (and, as such, the terms and conditions of bonds carrying conversion or option rights) up to the third day before the end of the subscription period, there still exists, due to the volatility of the equity markets, a market risk over several days leading to discounts when determining the terms and conditions of the bond and, hence, resulting in terms that are not close to market conditions. Furthermore, an alternative placement with third parties is more difficult or entails additional effort, given the uncertainty surrounding the subscription behaviour. Finally, the Company cannot react to changes in market conditions at short notice when granting subscription rights, given the duration of the subscription period. This applies in

particular to Solvency II Instruments, if these are to be issued at short notice to satisfy own fund requirements under insurance supervisory law. Especially in these cases, the company needs to be able to issue quickly and with flexibility.

Shareholders' interests are protected by the bonds being issued on terms that are not substantially lower than the market value. The market value must be determined using recognised finance-mathematical methods. When determining the price, the Management Board will take into consideration the prevailing conditions on the capital markets and keep the discount on the market value as low as possible. This would result in the computed value of the subscription rights being close to zero, thereby ensuring that the shareholders will not suffer any material economic disadvantages from the exclusion of subscription rights.

If the Management Board carries out what is known as a book-building process, it can also set terms in line with the general market environment and thereby largely avoid dilution. In book-building, investors are invited to submit bids on the basis of provisional bond terms and conditions, specifying what they consider to be a fair market interest rate and/or other economic components. When the book-building period ends, the investors' bids are evaluated in order to determine the terms that still remain unresolved at that point in time, such as interest rate, according to supply and demand. This ensures that the issue price of the bond issue is in line with conditions prevailing in the market. By conducting a book-building process, the Management Board can ensure that shares are not economically diluted by the exclusion of subscription rights.

Moreover, shareholders can maintain their share of the share capital of the Company through purchases on virtually the same terms and conditions via the stock exchange. This ensures reasonable protection of their economic interests. This authorization to exclude subscription rights pursuant to § 186 (3) sentence 4 AktG, shall only apply, however, to bonds carrying rights to receive shares corresponding to a proportionate amount of the share capital not exceeding 10% in the aggregate, neither on the date on which this authorization takes effect nor on the date of exercise of this authorization.

The sale of treasury shares shall be counted towards this limitation, if the sale occurs during the term of this authorization to the exclusion of subscription rights pursuant to § 186 (3) sentence 4 AktG. In addition, shares issued during the term

of this authorization from authorized capital shall be counted towards this limitation, provided that subscription rights are excluded pursuant to § 186 (3) sentence 4 AktG. These provisions serve the interests of shareholders by minimizing the dilution of their investment as much as possible.

Issuing participation rights and financial instruments without conversion or option rights and/or conversion obligations

Insofar as participation rights or financial instruments without conversion or option rights and/or conversion obligations are issued as Solvency II Instruments in return for cash, the Management Board is also authorized, with the approval of the Supervisory Board, to generally exclude the subscription rights of the shareholders, if these participation rights or financial instruments do not constitute voting rights or other membership rights in Allianz SE. It must be ensured in this case that the issue price does not significantly fall below the theoretical market value determined according to recognised finance-mathematical methods. This may also be achieved by carrying out the so-called bookbuilding procedure described above thereby avoiding a notable dilution.

The issuing of such participation rights and financial instruments without conversion or option rights and/or conversion obligations does not alter the share ownership structure or the voting rights. The acquirers do not see participation in the company as a priority, especially since such participation rights and financial instruments do not constitute any entitlement to a share in the value increase of the company.

On the other hand, such instruments provide for a loss participation and/or other features of an arrangement resembling equity capital. This risk is reflected by an increased interest payment, which can lead to a reduction in the dividend capacity. However, there are also considerable financial drawbacks, which a company can suffer if the subscription right cannot be excluded when increasing own funds through the issuing of such Solvency II Instruments. This applies in particular if these Solvency II Instruments are to be issued at short notice to fulfil own fund requirements under insurance supervisory law. Especially in these cases, the company needs to be able to respond quickly and with flexibility.

Moreover, § 186 (3) sentence 4 AktG stipulates that the subscription right can be excluded “if the capital increase against cash contributions does not exceed ten percent of the share capital and the issue amount does not significantly fall below the stock exchange price”. Even if the provision of § 186 (3) sentence 4 AktG on the easier subscription right exclusion on issues of participation rights and financial instruments without conversion or option rights and/or conversion obligations, which are issued as Solvency II Instruments, does not fit directly, it can nonetheless be concluded that the market requirements can justify an exclusion of the subscription right if the shareholders do not suffer any, or any notable disadvantage through the kind of pricing, which ensures that the economic value of a subscription right is close to zero. Since the proposed authorization ensures that the issue price does not significantly fall below the theoretical market value determined according to finance-mathematical methods, the impact on the shareholders’ interests is zero or at least kept to a minimum.

Exclusion of the subscription right for fractional amounts

Moreover, the Management Board shall be authorized, upon the approval of the Supervisory Board, to exclude subscription rights with respect to fractional amounts. Such fractional amounts can be the result of the amount of the relevant issuing volume and the need to fix a practicable exchange ratio. In such cases, excluding subscription rights simplifies the execution of the capital increase.

Exclusion of the subscription right in favour of the holders of convertible bonds and bonds with warrants already issued

Furthermore, the Management Board shall be given the authority to exclude, upon the approval of the Supervisory Board, the subscription rights of the shareholders in order to grant the holders of convertible bonds and bonds with warrants issued by the company or Group companies, a subscription right to such an extent as such holders would be entitled to after having exercised their conversion or option rights or after any conversion obligations have been fulfilled. Thereby the holders of issued convertible bonds and bonds with warrants are treated as if they were shareholders. Instead of lowering the option or conversion price, this offers the possibility of being able to grant a subscription right as dilution protection. Providing bonds with such a dilution protection is standard market practice. In order to be able to grant holders of previously

issued bonds subscription rights as dilution protection, the subscription right of the shareholders to the new bond used for this purpose must be excluded.

Exclusion of the subscription right on issuing bonds against contributions in kind

Bonds can also be issued against contributions in kind if this is in the interest of the Company. In such case, the Management Board shall be authorized to exclude the subscription rights of the shareholders with the approval of the Supervisory Board provided that the value of the contribution in kind is appropriate in relation to the theoretical market value of the bonds as calculated using recognised finance-mathematical methods. This makes it possible to use bonds in individual cases as acquisition currency, for example as part of company mergers or when (also indirectly) acquiring companies, parts of companies, interests in companies, or other assets, or entitlements to the acquisition of assets or claims against the company or its Group companies. In negotiations, there may well be situations in which consideration is to be provided in a form other than cash. This option will increase the Company's competitive position with respect to potential acquisition targets and increase its flexibility to take advantage of opportunities with respect to the acquisition of companies, interests in companies, or other assets, while maintaining its liquidity levels. This can also be advantageous when optimising the financing structure. The Management Board will carefully examine each case on its merit to decide whether to make use of the authorization to issue bonds carrying conversion or option rights and/or conversion obligations against contributions in kind to the exclusion of subscription rights. It will only do so if such an action is in the interest of the Company and, thus, of its shareholders.

Limitation of the exclusion of subscription rights

The sum total of (i) shares which are to be issued under convertible bonds and bonds with warrants – excluding shares to be issued to service conversion obligations under Solvency II Instruments – , which in accordance with this authorization had been issued subject to the exclusion of the subscription rights and (ii) shares issued to service conversion rights or conversion obligations under the EUR 500,000,000 convertible bond issued in 2011, shall, taking into account shares issued during the term of this authorization from the Authorized

Capital 2018/I subject to the exclusion of the subscription right, not exceed a proportionate amount of the share capital of EUR 116,992,000 (equivalent to 10% of the current share capital).

Shares which are to be issued in connection with convertible obligations under Solvency II Instruments, which had been issued subject to the exclusion of subscription rights, shall not be accounted for when calculating the aforementioned sum. However the sum total of shares to be issued in connection with convertible obligations under Solvency II Instruments, which had been issued subject to the exclusion of subscription rights, shall not exceed a proportionate amount of the share capital of EUR 116,992,000 (equivalent to 10% of the current share capital).

These restrictions ensure a combined upper limit on the exclusion of subscription rights, and limit the possible dilution for the shareholders excluded from subscription rights. Due to Solvency II Instruments being recognized as own fund items under insurance supervisory law, it is in the company's interests to be able to issue such instruments to a considerable extent. To retain the company's scope of action, it appears justifiable not to consider the Solvency II Instruments with conversion obligations when calculating the sum of exclusions of subscription rights and only consider Solvency II Instruments in a separate limitation without adding shares, which have to be delivered under other bonds or which are issued from the Authorized Capital 2018/I.

The Management Board will report on the extent to which it has made use of the authorization to issue bonds at the respective next General Meeting.

Amendment to Conditional Capital 2010/2014

The proposed amendment of the Conditional Capital 2010/2014 is needed to meet the obligations arising from the conversion or option rights and/or conversion obligations under respective bonds. Other forms of fulfilment can also be used for the conversion or option rights/conversion obligations instead, for example the delivery of treasury shares or shares from authorized capital.

12. Report on Agenda Item 9

(authorization to acquire treasury shares for other purposes pursuant to § 71 (1) no. 8 AktG and to their utilization with the authorization to exclude shareholders' subscription rights)

Agenda Item 9 contains the proposal to authorize the Company to repurchase its own shares in an amount of up to 10% of the current share capital. This may be done by the Company itself, by other companies controlled by the Company, or by third parties acting for the account of such companies or the account of the Company. In case the share capital decreased by the time of execution of the authorization, the decreased amount shall be decisive. The authorization is to remain valid until May 8, 2023, thus exploiting the legally permitted time-frame of 5 years.

The repurchase via a stock exchange may also be carried out in the form of a structured repurchase program under the mandate of a credit institution or a business entity enterprise within the meaning of § 186 (5) sentence 1 AktG.

Pursuant to § 71 (1) no. 8 AktG, the shares may also be repurchased and sold in ways other than via a stock exchange. In addition to buying on a stock exchange, the Company shall also be given the alternative to acquire treasury shares by means of a public tender offer to the shareholders of the Company. The principle of equal treatment set forth by the German Stock Corporation Act must thereby be observed. In this instance, the shareholders may decide how many shares they wish to tender and, if a price range has been fixed, at what price.

The Company shall also be given the option to offer as consideration shares of a listed company as defined in § 3 (2) AktG instead of cash. Pursuant to this provision, a company is deemed to be a listed company if its shares are admitted to trading on a market which is regulated and supervised by state-recognized authorities, has regular trading and is directly or indirectly accessible to the general public. Thus, this allows the Company greater flexibility than if it were restricted to cash offers. At the same time, the Company would obtain the opportunity to dispose of its shareholdings. Correspondingly, shareholders could exchange all or part of their shares in Allianz for shares in such other companies.

If, in case of a public tender offer or a public exchange offer, the number of tendered shares exceeds the number of shares that had been intended for purchase, the purchase shall not take place in the ratio of the participation but in the ratio of the tendered shares. This serves to simplify the allocation process. A preferred consideration of up to 100 tendered shares per shareholder can be provided for (minimum allocation).

The treasury shares acquired may be used for any lawful purposes, including the following:

The acquired treasury shares can be sold for cash outside a stock exchange with exclusion of subscription rights. As a prerequisite, these shares must be sold against a cash consideration at a price that is, at the time of the sale, not substantially below the market price of shares of the Company. This authorization makes use of the eased exclusion of subscription rights provided for by § 71 (1) no. 8 AktG in corresponding application of § 186 (3) sentence 4 AktG. As shares may be sold only at a price not substantially below the applicable market price, shareholders are duly protected against dilution. The final sales price of the Company's treasury shares will be determined shortly before the sale. The Management Board will set any potential discount on the shares' market price as low as possible. The discount on the market price will in no event exceed 5% of the current stock exchange price at the time of the exercise of the authorization.

This authorization is, however, restricted pursuant to § 186 (3) sentence 4 AktG to the extent that the total number of shares issued under exclusion of subscription rights must not exceed 10% of the share capital of the Company, neither at the time when this authorization takes effect nor at the time when it is exercised. In determining this 10% limit, all shares must be included that are issued from authorized capital during the term of this authorization under exclusion of subscription rights pursuant to § 186 (3) sentence 4 AktG. Furthermore, shares required to be issued to meet obligations arising from bonds (including participation rights) carrying conversion or option rights or conversion obligations must also be included in determining this 10% limit, if these bonds (or participation rights) were issued under exclusion of subscription rights during the term of this authorization in corresponding application of § 186 (3) sentence 4 AktG. This limitation, and the fact that the sales price must be based on the stock exchange price, adequately protects the economic interests and voting rights of the share-

holders. The shareholders have the option to maintain the percentage of their interest in the Company based on similar terms and conditions by buying Allianz shares on the stock exchange. This authorization is in the interest of the Company because it affords greater flexibility. It enables the Company, for example, to sell treasury shares to institutional investors or to target new investor groups.

The disposal of treasury shares may also be made against contributions in kind under exclusion of shareholders' subscription rights. As a result, the Management Board would be able to offer treasury shares in appropriate cases as consideration for the acquisition of a company, interests in companies, or other assets. In negotiations, it may on occasion become necessary to provide shares rather than cash as consideration. The ability to offer treasury shares as consideration is advantageous when competing for attractive acquisition targets. If market opportunities arise, it also affords the necessary scope for acquiring companies, interests in companies or other assets, while at the same time maintaining liquidity. It can also be advantageous when optimizing the financing structure. When determining the valuation ratios, the Management Board will ensure that shareholder interests are adequately protected by taking into account the stock exchange price of the Allianz share.

In addition, the authorization allows the use of treasury shares under exclusion of shareholders' subscription rights for the placement of Company shares on foreign stock exchanges on which they are not yet admitted for trading. This allows for the expansion of the shareholder base in foreign countries and to increase the attractiveness of the shares. The initial offer price (including incidental costs) of these shares when being placed on additional stock exchanges may not be more than 5% below the closing price in the Xetra-trading system (or any comparable successor system of the Frankfurt Stock Exchange) on the last trading day prior to the listing.

Furthermore, it might be feasible to use, in whole or in part, treasury shares, excluding shareholders' subscription rights, instead of a capital increase to meet obligations under conversion and/or option rights or conversion obligations. The possibility to partially exclude shareholders' subscription rights for the benefit of holders of bonds (including participation rights) that carry conversion or option rights or a conversion obligation enables the Company to offer shares instead of a reduction of the option or conversion price to such bond holders.

The acquired treasury shares may also be offered for sale to the employees of the Company or its Group companies. This may be an economically viable alternative to a capital increase. Offering shares to the employees is in the interests of the Company and its shareholders, because it enhances employee identification with the Company and encourages them to take responsibility for the Company. For treasury shares to be offered to employees, the shareholders' subscription rights with regard to such shares must be excluded. In determining the price to be paid by the employees, a customary discount on offers of shares to employees may be granted. The authorization also provides the possibility to offer shares to employees without consideration. The treasury shares may also be transferred to a third party in charge of the administration of the employee stock participation program, if and as long it is legally guaranteed that the third party offers and transfers such shares to the aforementioned employees.

The Company may redeem treasury shares acquired on the basis of this authorization and previous authorizations without obtaining another resolution by the General Meeting. In principle, this leads to a decrease in the share capital. Alternatively, the Management Board is authorized to carry out the redemption without changing the share capital pursuant to § 237 (3) no. 3 AktG. In this case, the proportionate share in the share capital of the remaining shares pursuant to § 8 (3) AktG is increased.

The aforementioned possibilities of utilizing treasury shares also pertain to shares acquired (pursuant to § 71 (1) no. 8 AktG) on the basis of authorizations granted by previous General Meetings. This also applies to shares purchased by Group companies or pursuant to § 71d sentence 5 AktG.

The Management Board will report on the extent to which it has made use of the authorization at the respective next Annual General Meeting following such use.

13. Report on Agenda Item 10 (authorization to use derivatives in connection with the acquisition of treasury shares pursuant to § 71 (1) no. 8 AktG)

Besides the possibility of acquiring treasury shares as provided for under Agenda Item 9, a limited use of derivatives shall be permitted. For the Company, it may be advantageous to sell put options or purchase call options instead of directly acquiring shares in the Company. In addition, it can be advantageous to purchase shares by means of forward purchases. In doing so, the Management Board intends to use put and call options, as well as forward purchases (hereinafter also collectively referred to as “derivative contracts” or “derivatives”) only as a supplement to conventional share repurchases. The acquisition of treasury shares by way of derivatives has to be carried out by a credit institution or an enterprise within the meaning of § 186 (5) sentence 1 AktG.

When selling put options, the Company grants the acquirer of the put options the right to sell Allianz shares to the Company at a price laid down in the put option (exercise price). As consideration, the Company receives an option premium, which corresponds to the value of the disposal right taking into account the exercise price, the term of the option and the volatility of the Allianz share. If the put option is exercised, the option premium paid by the acquirer of the put option reduces the overall consideration rendered by the Company for the acquisition of the share. It is economically favorable to the option holder to exercise the put option if the Allianz share price at the time of exercise is lower than the exercise price, because the put option holder can then sell the shares at the higher exercise price. From the Company’s point of view, the advantage of a share repurchase using put options is that the exercise price is fixed already on the day the option contract is concluded, while the liquidity does not flow until the exercise date. Moreover, due to the option premium collected, the overall acquisition price of the shares for the Company is lower than the share price at the time the option contract is concluded. If the option holder does not exercise the option because the share price at the exercise date is higher than the exercise price, the Company will not be able to acquire treasury shares in this way, but can still keep the collected option premium.

If a call option is purchased, the Company acquires the right to purchase, against payment of an option premium a predetermined number of shares at a predetermined price (exercise price) from the seller of the option, the option writer. It is economically favorable to the Company to exercise the call option if the Allianz share price is higher than the exercise price, because it can then purchase the shares from the option writer at the lower exercise price. In this way, the Company hedges itself against rising share prices. Furthermore, the Company's liquidity is not affected, since the fixed acquisition price for the shares does not need to be paid until the call options are exercised.

In the case of a forward purchase, the Company agrees with the forward seller to purchase the shares on a set future date. The purchase is made according to a forward price that is determined when the forward purchase is concluded. On the date agreed, the Company pays the forward price to the forward seller, in return the forward seller delivers the shares.

The term of the derivatives must end on May 8, 2023, at the latest, and must be chosen in such way that the acquisition of Allianz shares upon the exercise of the options and the fulfillment of forward purchases will take place no later than May 8, 2023. Thus the authorization is designed in principle to exploit the legally permitted timeframe of 5 years, albeit with the restriction that the term of the individual options and forward sales may not exceed 18 months. This ensures that obligations resulting from the individual derivative contract are subject to an adequate time limit. The total volume of treasury share acquisitions via options and forward purchases is limited to 5% of the current share capital. In case the share capital decreased by the time of execution of the authorization, the decreased amount shall be decisive.

The acquisition price to be paid by the Company for the shares is the exercise price fixed in the particular put or call option or the forward price agreed for the forward purchase.

The price of an Allianz share to be paid when put or call options are exercised (exercise price), or the price to be paid for an Allianz share when a forward purchase is performed (forward price) may be higher or lower than the market price of Allianz shares when the put option is sold, the call option acquired or

the forward purchase concluded. However, the exercise or forward price (excluding any incidental costs) may not exceed by more than 10% and not fall short of more than 10%, the price determined for Company shares in the opening auction in the Xetra-trading system (or any comparable successor system of the Frankfurt Stock Exchange) on the day of the derivative contract.

The option premium agreed on by the Company when selling the put options or acquiring the call options may, in the case of put options, not be materially lower and, in the case of call options, not be materially higher than the theoretical market value of the respective options on the date the option contract is concluded. The theoretical market value must be determined according to recognized principles of financial mathematics, with the calculation of such market value taking into account, among other things, the agreed exercise price. The discount on the theoretical market value determined according to recognized principles of financial mathematics in case put options are sold, or the add-on in case call options are acquired, will, however, in no event exceed 5% of the determined theoretical market value of the options.

Similarly, the forward price agreed by the Company for forward purchases will not materially exceed the theoretical forward price determined according to recognized finance-mathematical methods, the calculation of which must take into account, among other things, the current stock exchange price and the term of the forward purchase.

The terms and conditions of the derivatives shall ensure that the shares to be delivered to the Company upon exercise of the options or fulfillment of forward purchases have previously been acquired in keeping with the legal principle of equal treatment at the share price in the Xetra-trading system (or any comparable successor system of the Frankfurt Stock Exchange) effective at the time the shares were acquired.

The determination of the option premium and the exercise price or forward price in the manner described above and the obligation to settle options and forward purchases only with shares that have previously been acquired in keeping with the legal principle of equal treatment via the stock exchange, rule out economic disadvantages for shareholders as a consequence of the

acquisition of treasury shares via options or forward purchases. Since the Company receives or pays a fair market value, the shareholders not involved in the derivative transactions do not suffer any loss in value. This is comparable to the position of shareholders in the case of share buybacks via the stock exchange, where in fact not all shareholders are able to sell shares to the Company. Both the regulations governing the structure of the derivatives and the regulations governing the shares suitable for delivery ensure that full account is also taken of the principle of equal treatment of shareholders in this form of acquisition.

Therefore it is justified that a claim by shareholders to conclude such derivative contracts with the Company is excluded, correspondingly applying the provisions of § 186 (3) sentence 4 AktG. By excluding subscription rights, the Company – unlike in an offer to all shareholders to purchase options or conclude forward purchase contracts – is in a position to conclude derivative contracts at short notice and is provided with the necessary flexibility to react quickly to market situations.

If shares are repurchased using derivatives, shareholders shall have a right to offer their shares only insofar as the Company is obligated vis-à-vis the respective shareholder to purchase the relevant shares under the options or forward purchases. Otherwise, the use of derivatives in repurchasing shares would not be possible, and thus the Company would not be able to generate the associated benefits. Having carefully weighed the interests of the shareholders and the interests of the Company, the Management Board considers the non-granting or restriction of the shareholders' rights to offer shares to be justified, given the advantages resulting from the use of derivative contracts for the Company.

The Management Board will report on the extent to which it has made use of the authorization at the respective next Annual General Meeting following such use.

14. Publication in the Federal Gazette (*Bundesanzeiger*)

The Annual General Meeting on May 9, 2018, has been called by publication on March 22, 2018, of the foregoing Agenda in the Federal Gazette (*Bundesanzeiger*).

Munich, March 2018
The Management Board

Allianz SE

Chairman of the Supervisory Board: Michael Diekmann

Management Board: Oliver Bäte, Chairman;

Sergio Balbinot, Jacqueline Hunt, Dr. Helga Jung, Dr. Christof Mascher, Niran Peiris, Giulio Terzariol,
Dr. Günther Thallinger, Dr. Axel Theis

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