

**Translation from German original –  
in case of doubt the German version prevails**

**32nd Annual General Meeting  
of VIENNA INSURANCE GROUP AG  
Wiener Versicherung Gruppe**

**26 May 2023**

## **PROPOSALS FOR RESOLUTIONS**

### **Regarding item 2 on the agenda**

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**The Managing Board and the Supervisory Board propose  
that the Annual General Meeting adopts the following R E S O L U T I O N:**

#### **RESOLUTION:**

The net profit for the year in the amount of EUR 370,431,503.00 as recognised in the annual financial statements for 2022 shall be appropriated as follows in accordance with the proposal made by the Managing Board and approved by the audit committee of the Supervisory Board and by the entire Supervisory Board:

#### **Distribution for ordinary shares:**

EUR 1.30 dividend per share  
for 128,000,000 ordinary shares, i.e. a total of EUR 166,400,000.00

The dividend payment day shall be 1 June 2023, the record date (evidence date for the dividend) shall be 31 May 2023, and the ex-dividend date for this dividend shall be 30 May 2023.

Accordingly, the total amount distributed will be EUR 166,400,000.00.

#### **Profit carried forward:**

The residual amount will be carried forward.

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## Regarding item 3 on the agenda

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**The Managing Board and the Supervisory Board propose  
that the Annual General Meeting adopts the following R E S O L U T I O N:**

### RESOLUTION:

The remuneration report 2022 of VIENNA INSURANCE GROUP AG Wiener Versicherung Gruppe shall be adopted.

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## Regarding item 4 on the agenda

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**The Managing Board and the Supervisory Board propose  
that the Annual General Meeting adopts the following R E S O L U T I O N:**

### RESOLUTION:

Discharge shall be granted to the members of the Managing Board for the financial year 2022.

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## Regarding item 5 on the agenda

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**The Managing Board and the Supervisory Board propose  
that the Annual General Meeting adopts the following R E S O L U T I O N:**

### RESOLUTION:

Discharge shall be granted to the members of the Supervisory Board for the financial year 2022.

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## Regarding item 6 on the agenda

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**The Managing Board and the Supervisory Board propose  
that the Annual General Meeting adopts the following R E S O L U T I O N:**

### RESOLUTION:

The authorisation of the Managing Board pursuant to Section 65 (1) no. 8 and (1a) and (1b) AktG as resolved by the 30th Annual General Meeting on 21 May 2021 to acquire treasury shares and resell these treasury shares shall be revoked and replaced by the following new authorisation:

The Managing Board is authorised pursuant to Section 65 (1) no. 8 and (1a) and (1b) AktG to acquire treasury ordinary bearer shares to the maximum extent permitted by law during a term of thirty (30) months from the day of the resolution of the Annual General Meeting. The equivalent to be paid upon redemption must not be lower than a maximum of 50% below and not higher than a maximum of 10% above the unweighted average closing price on the Vienna Stock Exchange of the ten trading days preceding redemption. At the Managing Board's option the shares may be acquired via the stock exchange or a public offering or in any other expedient manner that is permitted by law. In the event of a redemption via a public offer the cut-off date for the end of the calculation period is the day on which the intention to make a public offer is announced (Section 5 (2) and (3) Takeover Act [Übernahmegesetz/ÜbG]).

The Managing Board is further entitled for a period of five (5) years from date of the resolution, with exclusion of the shareholders' subscription rights

- a) to use the acquired treasury shares for the purpose of servicing convertible bonds issued on the basis of the resolution of the Annual General Meeting of **21 May 2021**; and
  - b) to sell them in a manner permitted by law other than via the stock exchange or by means of a public offer.
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## Regarding item 7 on the agenda

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The Supervisory Board proposes  
that the Annual General Meeting adopts the following **R E S O L U T I O N**:

### RESOLUTION:

KPMG Austria GmbH Wirtschaftsprüfungs- und Steuerberatungsgesellschaft  
(FN 269873y)

shall be elected as auditor and group auditor for the financial year 2024.

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## Regarding item 8 on the agenda

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**In accordance with the proposal by Wiener Städtische Wechselseitiger Versicherungsverein – Vermögensverwaltung - Vienna Insurance Group pursuant to Section 110 AktG in conjunction with Section 86 (4) no. 2 AktG, the Supervisory Board proposes that the Annual General Meeting adopts the following R E S O L U T I O N:**

Article 10 (2) of the Articles of Association of VIENNA INSURANCE GROUP AG Wiener Versicherung Gruppe determines that the Supervisory Board consists of three to twelve members. The Supervisory Board must be comprised of at least four women and at least four men. Currently, the Supervisory Board of VIENNA INSURANCE GROUP AG Wiener Versicherung Gruppe fulfils the minimum requirement pursuant to Section 86 (7) AktG and consists of twelve members, of which there are five women and seven men.

Mr Heinz ÖHLER has resigned his seat on the Supervisory Board as of 30 June 2023. The Supervisory Board shall continue to consist of twelve members elected by the Annual General Meeting. Therefore, an additional member must be elected to the Supervisory Board in order to restore the previous number of twelve Supervisory Board members.

Mr Peter THIRRING is leaving his position as a member of the Managing Board of VIENNA INSURANCE GROUP AG Wiener Versicherung Gruppe as of 30 June 2023.

Wiener Städtische Wechselseitiger Versicherungsverein – Vermögensverwaltung - Vienna Insurance Group as shareholder of VIENNA INSURANCE GROUP AG Wiener Versicherung Gruppe has proposed pursuant to Section 110 AktG in conjunction with Section 86 (4) no. 2 AktG to elect Mr Peter THIRRING to the Supervisory Board of the Company effective 1 July 2023 until the end of the Annual General Meeting which passes the resolution on the discharge of the Supervisory Board for the financial year 2027. This shareholder holds more than 25% of the voting rights in VIENNA INSURANCE GROUP AG Wiener Versicherung Gruppe.

The Supervisory Board of VIENNA INSURANCE GROUP AG Wiener Versicherung Gruppe also proposes electing Mr Peter THIRRING to the Supervisory Board of VIENNA INSURANCE GROUP AG Wiener Versicherung Gruppe.

### RESOLUTION:

Mr Peter THIRRING, born on 20 July 1957, shall be elected as a member of the Supervisory Board of VIENNA INSURANCE GROUP AG Wiener Versicherung Gruppe effective 1 July 2023 until the end of the Annual General Meeting which passes the resolution on the discharge of the Supervisory Board for the financial year 2027.

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## Regarding item 9 on the agenda

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The Annual General Meeting on 20 May 2022 was held as a virtual Annual General Meeting in compliance with the law. Staller Investments GmbH has filed an action for rescission and annulment of all the resolutions taken at the Annual General Meeting, primarily alleging that the Annual General Meeting would have had to be convened and held in person. The action was dismissed in its entirety by decision of the Commercial Court of Vienna on 20 February 2023. The decision is not yet final; Staller Investments GmbH has lodged an appeal within the allotted time period. The lawsuit is pending.

VIENNA INSURANCE GROUP AG Wiener Versicherung Gruppe still deems the action to be without merits. As a precautionary measure and to ensure legal certainty, the Company has put on the agenda resolutions to confirm the resolutions adopted at the 31st Annual General Meeting held on 20 May 2022. The resolutions will be adopted with retroactive effect.

**The Managing Board and the Supervisory Board propose that the Annual General Meeting adopts the following RESOLUTIONS confirming the resolutions adopted at the 31st Annual General Meeting held on 20 May 2022:**

### Regarding item 2 on the agenda of the Annual General Meeting on 20 May 2022

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**The Managing Board and the Supervisory Board propose that the Annual General Meeting approve the following RESOLUTION:**

#### RESOLUTION:

The net profit for the year in the amount of EUR 338,351,602.38 as recognised in the annual financial statements for 2021 shall be appropriated as follows in accordance with the proposal made by the Managing Board and approved by the audit committee of the Supervisory Board and by the entire Supervisory Board:

#### **Distribution for ordinary shares:**

EUR 1.25 dividend per share  
for 128,000,000 ordinary shares, i.e. a total of EUR 160,000,000.00

The dividend payment day shall be 25 May 2022, the record date (evidence date for the dividend) shall be 24 May 2022, and the ex-dividend date for this dividend shall be 23 May 2022.

Accordingly, the total amount distributed will be EUR 160,000,000.00.

#### **Profit carried forward:**

The residual amount will be carried forward.

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### **Regarding item 3 on the agenda of the Annual General Meeting on 20 May 2022**

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**The Managing Board and the Supervisory Board propose that the Annual General Meeting approve the following R E S O L U T I O N:**

**RESOLUTION:**

The remuneration report 2021 of VIENNA INSURANCE GROUP AG Wiener Versicherung Gruppe shall be approved.

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### **Regarding item 4 on the agenda of the Annual General Meeting on 20 May 2022**

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**The Managing Board and the Supervisory Board propose that the Annual General Meeting approve the following R E S O L U T I O N:**

**RESOLUTION:**

Discharge shall be granted to the members of the Managing Board for the financial year 2021.

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### **Regarding item 5 on the agenda of the Annual General Meeting on 20 May 2022**

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**The Managing Board and the Supervisory Board propose that the Annual General Meeting approve the following R E S O L U T I O N:**

**RESOLUTION:**

Discharge shall be granted to the members of the Supervisory Board for the financial year 2021.

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### **Regarding item 6 on the agenda of the Annual General Meeting on 20 May 2022**

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**Based on the recommendation and in accordance with the preference of the audit committee, the Supervisory Board proposes that the Annual General Meeting approve the following R E S O L U T I O N:**

**RESOLUTION:**

KPMG Austria GmbH Wirtschaftsprüfungs- und Steuerberatungsgesellschaft  
(FN 269873y)

shall be elected as auditor and group auditor for the financial year 2023.

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Based on the offers received in the course of a public tender for the audit and the group audit for the financial year 2023 pursuant to Article 16 of Regulation (EU) No. 537/2014 and after evaluating them on the basis of transparent and non-discriminatory selection criteria, the audit committee recommended KPMG Austria GmbH Wirtschaftsprüfungs- und Steuerberatungsgesellschaft (FN 269873y) and PwC Wirtschaftsprüfung GmbH (FN 88248b) to the Supervisory Board for the audit services, stating a preference for KPMG Austria GmbH Wirtschaftsprüfungs- und Steuerberatungsgesellschaft as the best ranked provider. The reasons for the audit committee's recommendation to the Supervisory Board are, in particular, the comprehensive industry expertise, the qualifications and technical expertise (specifically concerning the requirements of IFRS 17) and the experience concerning the audit of a multinational insurance group in CEE, as well as the compelling offer and presentation to the audit committee. The audit committee has stated in its recommendation to the Supervisory Board that it is free from undue influence by a third party and that no clause of the kind referred to in Article 16 (6) of Regulation (EU) No. 537/2014 has been imposed upon it.

## **Regarding item 7 on the agenda of the Annual General Meeting on 20 May 2022**

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**The Supervisory Board proposes  
that the Annual General Meeting approve the following R E S O L U T I O N:**

Article 10 (2) of the Articles of Association of the VIENNA INSURANCE GROUP AG Wiener Versicherung Gruppe determines that the Supervisory Board consists of three to twelve members. The Supervisory Board must be comprised of at least four women and at least four men. Currently, the Supervisory Board of VIENNA INSURANCE GROUP AG Wiener Versicherung Gruppe fulfils the minimum requirement pursuant to Section 86 (7) AktG and consists of twelve members, of which there are five women and seven men.

Georg RIEDL has resigned his seat on the Supervisory Board as of the end of the Annual General Meeting. The Supervisory Board shall continue to consist of twelve members elected by the Annual General Meeting. Therefore, an additional member must be elected to the Supervisory Board in order to restore the previous number of twelve Supervisory Board members.

### RESOLUTION:

The following person shall be elected to the Supervisory Board of VIENNA INSURANCE GROUP AG Wiener Versicherung Gruppe

András KOZMA

The election is valid from the end of today's Annual General Meeting of 20 May 2022 until the end of the Annual General Meeting that resolves on the discharge of the Supervisory Board for the financial year 2023.

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