

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

**34th Annual General Meeting
of VIENNA INSURANCE GROUP AG
Wiener Versicherung Gruppe**

23 May 2025

PROPOSALS FOR RESOLUTIONS

Regarding item 2 on the agenda

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

RESOLUTION:

The net profit for the year in the amount of EUR 392,795,125.51 as recognised in the annual financial statements as of 31 December 2024 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 1.55 dividend per share
for 128,000,000 ordinary shares, i.e. a total of EUR 198,400,000.00

The dividend payment day shall be 28 May 2025, the record date (evidence date for the dividend) shall be 27 May 2025, and the ex-dividend date for this dividend shall be 26 May 2025.

Accordingly, the total amount distributed will be EUR 198,400,000.00.

Profit carried forward:

The residual amount will be carried forward.

Regarding item 3 on the agenda

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

RESOLUTION:

The remuneration report 2024 of VIENNA INSURANCE GROUP AG Wiener Versicherung Gruppe shall be adopted.

Regarding item 4 on the agenda

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

RESOLUTION:

The members of the Managing Board in office in the financial year 2024 shall be granted discharge for this period.

Regarding item 5 on the agenda

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

RESOLUTION:

The members of the supervisory Board in office in the financial year 2024 shall be granted discharge for this period.

Regarding item 6 on the agenda

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

RESOLUTION:

Authorisation of the Managing Board pursuant to Section 169 of the Austrian Stock Corporations Act [Aktiengesetz/AktG], which was resolved at the 30th Annual General Meeting on 21 May 2021, to increase the Company's share capital by 20 May 2026 at the latest is revoked and replaced by the following new authorisation: The Managing Board shall be authorised pursuant to Section 169 AktG to increase the Company's share capital – also in several tranches – by a nominal amount of up to EUR 66,443,734.10 by **22 May 2030** at the latest through issue of up to 64,000,000 no-par value registered or bearer shares against a contribution in cash or in kind or a combination thereof. The authorisation regarding the content of the shareholders' rights, exclusion of subscription rights and other terms and conditions (sentence two to sentence four of Article 4 (2) of the Articles of Association) shall remain in force without changes.

The first sentence of Article 4 (2) of the Articles of Association will be amended accordingly and shall read as follows:

ALT	NEU
...	...
Article 4 Share Capital, Share Certificates, Calling-in of Share Capital	Article 4 Share Capital, Share Certificates, Calling-in of Share Capital
...	...
2. The Management Board is authorized pursuant to Section 169 Stock Corporation Act (Aktiengesetz) to increase, by 20 May 2026, at the latest, the share capital of the Company – also in several tranches – by a nominal value of up to EUR 66,443,734.10 by issuing up to 64,000,000 no-par value shares in registered or in bearer form against contributions in cash or in kind or a combination thereof.	2. The Management Board is authorized pursuant to Section 169 Stock Corporation Act (Aktiengesetz) to increase, by 22 May 2030 , at the latest, the share capital of the Company – also in several tranches – by a nominal value of up to EUR 66,443,734.10 by issuing up to 64,000,000 no-par value shares in registered or in bearer form against contributions in cash or in kind or a combination thereof.
...	...

Regarding item 7 on the agenda

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

RESOLUTION:

Authorisation of the Managing Board pursuant to Section 174 (2) AktG, which was resolved at the 30th Annual General Meeting of 21 May 2021, to issue participating bonds is revoked and replaced by the following new authorisation: The Managing Board shall be authorised to issue participating bonds in a total nominal amount of up to EUR 2,000,000,000 by **22 May 2030** with approval from the Supervisory Board pursuant to Section 174 (2) AktG, also in several tranches, also with exclusion of the shareholders' subscription rights.

The Managing Board is authorised to define the issue features and bond features as well as the securities terms of the participating bonds, such as interest rate, offering price, term and denomination with approval from the Supervisory Board in accordance with and subject to the provisions of the AktG. The interest rate and the offering price of the participating bonds shall be calculated on the basis of accepted methods of financial mathematics by means of an accepted pricing procedure.

Regarding item 8 on the agenda

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

RESOLUTION:

The Managing Board's authorisation pursuant to Section 174 (2) AktG, which was resolved at the 30th Annual General Meeting on 21 May 2021, to issue convertible bearer bonds by 20 May 2026 once or several times is revoked and replaced by the following new authorisation: The Managing Board shall be authorised to issue convertible bonds pursuant to Section 174 AktG once or several times in a total nominal amount of up to EUR 2,000,000,000 by **22 May 2030** with approval from the Supervisory Board and to grant the owners of convertible bonds conversion or subscription rights to up to 30,000,000 ordinary bearer shares in the Company with a proportionate amount of the share capital of up to EUR 31,145,500.36 also with exclusion of the shareholders' subscription rights.

Convertible bonds may also be issued (limited to the euro equivalent) in the currency of any Member country of the Organisation for Economic Co-operation and Development (OECD), BGBl. [Federal Law Gazette] No. 248/1961 as amended from time to time. Convertible bonds may also be issued through a company which is directly or indirectly wholly owned by the Company; in that case the Managing Board is authorised to issue on behalf of the Company a guarantee for the convertible bonds with approval from the Supervisory Board and to grant the owners of convertible bonds conversion rights to ordinary shares in the Company. The issue amount as well as the terms and conditions for the issue of the convertible bonds (in particular interest rate, term, denomination, dilution protection, conversion modalities, conversion price, conversion and/or subscription conditions) will be determined by the Managing Board with the approval of the Supervisory Board. Furthermore, the issue price and conversion ratio shall be determined in a way safeguarding the interests of the Company, the current shareholders, and the subscribers of the convertible bonds by a market standard pricing procedure calculated on the basis of accepted market standard methods and the share price of the Company's shares.

Regarding item 9 on the agenda

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

RESOLUTION:

The conditional increase of the share capital in accordance with Section 159 (2) no. 1 AktG as resolved by the 30th Annual General Meeting on 21 May 2021 is revoked and replaced with the following conditional increase of the share capital:

The share capital is increased, on a conditional basis, in accordance with Section 159 (2) no. 1 AktG by up to EUR 31,145,500.36 by issuing of up to 30,000,000 ordinary bearer shares. The conditional increase of the share capital will only take place to the extent owners of convertible bonds issued on the basis of the resolution of the Annual General Meeting of **23 May 2025**, exercise their subscription rights or conversion rights.

Article 4 (3) of the Articles of Association shall be amended as follows:

OLD	NEW
...	...
Article 4 Share Capital, Share Certificates, Calling-in of Share Capital	Article 4 Share Capital, Share Certificates, Calling-in of Share Capital
...	...
3. The share capital has been increased, on a conditional basis, in accordance with Section 159 (2) 1 of the Austrian Stock Corporation Act (<i>Aktiengesetz</i>) by up to EUR 31,145,500.36, by issuing of up to 30,000,000 ordinary bearer shares. The conditional capital increase shall be carried out only to the extent that owners of convertible bonds issued on the basis of the resolution of the Annual General Meeting of 21 May 2021 exercise their subscription rights or conversion options.	3. The share capital has been increased, on a conditional basis, in accordance with Section 159 (2) 1 of the Austrian Stock Corporation Act (<i>Aktiengesetz</i>) by up to EUR 31,145,500.36, by issuing of up to 30,000,000 ordinary bearer shares. The conditional capital increase shall be carried out only to the extent that owners of convertible bonds issued on the basis of the resolution of the Annual General Meeting of 23 May 2025 exercise their subscription rights or conversion options.
...	...

Regarding item 10 on the agenda

**The Managing Board and the Supervisory Board propose
that the Annual General Meeting adopt 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 32nd Annual General Meeting on 26 May 2023 under item 6 on the agenda 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. 4 and 8 as well as (1a) and (1b) AktG to acquire treasury ordinary bearer shares up to the maximum number of treasury shares permitted by law, on one or more occasions to the maximum extent of a total of 10% of the share capital 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 the date of the resolution, with exclusion of the shareholders' subscription rights

- a) to use treasury shares for issuing shares to employees and executive employees of the Company or to employees, executive employees and members of the managing board of entities affiliated with the Company;
 - b) 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 **23 May 2025**; and
 - c) to sell them in a manner permitted by law other than via the stock exchange or by means of a public offer.
-

Regarding item 11 on the agenda

**The Supervisory Board proposes
that the Annual General Meeting adopt 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 the auditor and group auditor for the financial year 2026 as well as the auditor of the consolidated sustainability reporting (consolidated non-financial statement) of VIENNA INSURANCE GROUP AG Wiener Versicherung Gruppe for the financial year 2026.

Regarding item 12 on the agenda

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

In accordance with Article 12 (1) of the current Articles of Association, the Supervisory Board of VIENNA INSURANCE GROUP AG Wiener Versicherung Gruppe has the option of electing a chairman and one or two deputies from among its members. The number of possible deputies shall be increased to three.

RESOLUTION:

Article 12 (1) of the company's Articles of Association shall be amended to the effect that the Supervisory Board may elect one, two or three deputies from among its members.

Accordingly, the company's Articles of Association shall read as follows:

OLD	NEW
2. The Supervisory Board	2. The Supervisory Board
... Article 12 Chairman, By-laws, Representation <i>vis-à-vis</i> Third Parties	... Article 12 Chairman, By-laws, Representation <i>vis-à-vis</i> Third Parties
1. Following the General Meeting at which all members of the Supervisory Board to be elected by such General Meeting have been newly elected, the Supervisory Board shall elect a chairman and one or two deputy chairmen from among its members at a meeting for which no separate notice of meeting is required.. ...	1. Following the General Meeting at which all members of the Supervisory Board to be elected by such General Meeting have been newly elected, the Supervisory Board shall elect a chairman and one, or two or three deputy chairmen from among its members at a meeting for which no separate notice of meeting is required.. ...