

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

**VIENNA INSURANCE GROUP AG
Wiener Versicherung Gruppe**

FN 75687 f
ISIN: AT0000908504

Schottenring 30, Ringturm, 1010 Vienna

CONVOCAATION

of the

32nd Annual General Meeting,

to be held in person on Friday, 26 May 2023, at 11 a.m. (CEST)

at Wiener Stadthalle, Roland-Rainer-Platz 1,
1150 Vienna, Hall F

AGENDA

1. Presentation of the approved annual financial statements for 2022 including the management report, the consolidated corporate governance report 2022, the sustainability report 2022 (consolidated non-financial report), the consolidated financial statements for 2022 including the group management report, the proposal for the appropriation of profits and the report of the Supervisory Board (Section 96 AktG).
2. Resolution on the appropriation of the net profit for the year as per the annual financial statements for 2022.
3. Resolution on the remuneration report 2022.
4. Resolution on discharging the Managing Board members for the financial year 2022.
5. Resolution on discharging the Supervisory Board members for the financial year 2022.
6. Resolution on the authorisation of the Managing Board to acquire no-par-value treasury ordinary bearer shares pursuant to Section 65 (1) no. 8 and (1a) and (1b) AktG to the maximum extent permitted by law during a period of thirty months from the date the resolution is passed by 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 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.

Resolution on the authorisation of the Managing Board, for a maximum period of five years from the date of the resolution, with exclusion of 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 on 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.

This authorisation replaces the resolution passed at the 30th Annual General Meeting of 21 May 2021 under item 10 on the agenda.

7. Election of the auditor and group auditor for the financial year 2024.
8. Election to the Supervisory Board.
9. Resolutions confirming the resolutions adopted at the 31st Annual General Meeting held on 20 May 2022:
 1. Presentation of the approved annual financial statements for 2021 including the management report, the consolidated corporate governance report 2021, the sustainability report 2021 (consolidated non-financial report), the consolidated financial statements for 2021 including the group management report, the proposal for the appropriation of profits and the report of the Supervisory Board (Section 96 AktG).
 2. Resolution on the appropriation of the net profit for the year as per the annual financial statements for 2021.
 3. Resolution on the remuneration report 2021.
 4. Resolution on discharging the Managing Board members for the financial year 2021.
 5. Resolution on discharging the Supervisory Board members for the financial year 2021.
 6. Election of the auditor and group auditor for the financial year 2023.
 7. Election to the Supervisory Board.

DOCUMENTS FOR THE ANNUAL GENERAL MEETING

The following documents, to be made available pursuant to Section 108 AktG, will be available for inspection during regular business hours by the shareholders on the premises of the registered office of VIENNA INSURANCE GROUP AG Wiener Versicherung Gruppe (the "Company"), Schottenring 30, 1010 Vienna, no later than on 5 May 2023:

- Annual financial statements including the management report for the financial year 2022,
- Consolidated financial statements including group management report for the financial year 2022,
- Report of the Supervisory Board for the financial year 2022,
- Consolidated corporate governance report for the financial year 2022,
- Sustainability report for the financial year 2022 (consolidated non-financial report),
- Proposal for the appropriation of the net profit for the financial year 2022 (agenda item 2),
- Proposals for resolution on items 2 to 9 of the agenda;
- Proposal of WIENER STÄDTISCHE WECHSELSEITIGER Versicherungsverein – Vermögensverwaltung – Vienna Insurance Group pursuant to Section 110 AktG in connection with Section 86 (4) no. 2 AktG regarding the election of Dr. Peter Thirring,
- Explanatory information on items 1, 2, 3, 6, 7, 8 and 9 on the agenda,
- Report of the Managing Board on the exclusion of subscription rights (agenda item 6),
- Documents for the election to the Supervisory Board pursuant to Section 87 (2) AktG (agenda item 8),
- Remuneration report 2022 and remuneration policy,
- Documents regarding agenda item 9 relating to the 31st Annual General Meeting
 - Annual financial statements for 2021 including the management report,
 - Consolidated financial statements for 2021 including the group management report,
 - Report of the Supervisory Board for the financial year 2021,
 - Consolidated corporate governance report 2021,
 - Sustainability report 2021 (consolidated non-financial report),
 - Resolution on the appropriation of the net profit for the financial year 2021 (agenda item 2),
 - Proposals for resolution on items 2 to 7 of the agenda,
 - Explanatory information on items 1, 2, 3, 6 and 7 on the agenda, as well as
 - Documents for the election to the Supervisory Board pursuant to Section 87 (2) AktG (agenda item 7),
 - Remuneration report 2021.

These documents and the full text of this Convocation, the forms for granting and for revoking proxy pursuant to Section 114 AktG, as well as the information concerning the rights of shareholders pursuant to Sections 109, 110, 118 and 119 AktG may also be downloaded from the Company's website

www.vig.com/en under Investor Relations/Annual General Meeting via the direct link www.vig.com/annual-general-meeting no later than from 5 May 2023.

INFORMATION ABOUT THE SHAREHOLDERS' RIGHTS AS DEFINED UNDER SECTIONS 109, 110, 118 AND 119 AKTG

Shareholders whose shares collectively account for **5% of the share capital** and who have held those shares for at least three months prior to the motion may request in writing that **additional items be included in the agenda** of this Annual General Meeting and request that they be published, provided that the request is received in writing by the Company at the address VIENNA INSURANCE GROUP AG Wiener Versicherung Gruppe, Department VD100, Attn. Mr Philipp Bardas, Schottenring 30, 1010 Vienna, by 5 May 2023 at the latest. A proposal for a resolution including a statement of the reasons for the same must be enclosed with every item requested in such manner for inclusion in the agenda.

Presentation of a deposit receipt as defined under Section 10a AktG certifying that the requesting shareholders have held their shares for at least three months prior to the motion is deemed sufficient for demonstrating ownership of bearer shares kept in custody, and such proof must not be older than seven days from the date of presentation to the Company. Several deposit receipts for shares amounting, only when aggregated, to 5% of the share capital must all show the same date. Reference is made to the information about the right to attend the Annual General Meeting as regards the other deposit receipt requirements.

Shareholders whose shares collectively account for **1% of the share capital** may submit **proposals for resolution** including a statement of the reasons for the same regarding any item of the agenda in text form and may request that such proposals, together with the name of the requesting shareholder, including the statement of the reasons for the same and an opinion from the Managing Board or the Supervisory Board, if any, be made available on the registered Company's website, provided that such request is received by the Company in text form no later than on **16 May 2023** either by fax to +43(0)1 89 00 500-50 or by post to VIENNA INSURANCE GROUP AG Wiener Versicherung Gruppe, Department VD100, Attn. Mr Philipp Bardas, Schottenring 30, 1010 Vienna. In the case of a proposal for the election of a member of the Supervisory Board, a statement of the proposed candidate pursuant to Section 87 (2) AktG is to be submitted in lieu of the statement of the reasons.

Presentation of a deposit receipt pursuant to Section 10a AktG is deemed sufficient for evidencing ownership of bearer shares kept in custody for the purposes of exercising this shareholder right, and such proof must not be older than seven days from the date of presentation to the Company. Several deposit receipts for shares amounting, only when aggregated, to 1% of the share capital must show the same date. Reference is made to the information about the right to attend the Annual General Meeting (see below) as regards the other deposit receipt requirements.

A proposal for resolution disclosed pursuant to Section 110 (1) AktG may only be voted on pursuant to Section 119 (2) AktG if reiterated as a request at the Annual General Meeting.

At the Annual General Meeting any shareholder shall, upon request, **be informed about Company matters** to the extent that such information is required for a proper assessment of an item of the agenda. Such information may be denied if, according to reasonable business judgement, disclosure of the same may cause a material disadvantage to the Company or an affiliated enterprise or may be punishable by law.

At the Annual General Meeting every shareholder is entitled to put forward **motions** with respect to any item of the agenda which require no prior announcement. The prerequisite for this is proof of the right to attend the meeting pursuant to this Convocation.

A motion for election of a person to the Supervisory Board may be voted on at the Annual General Meeting only if a relevant proposal for resolution of shareholders whose shares amount to 1% of the share capital in the aggregate is published on the registered Company's website no later than on 19 May 2023. Therefore, such motion must be received by the Company no later than on 16 May 2023, i.e. two business days prior to 19 May 2023. With regard to the other requirements for submitting proposals for resolutions reference is made to the relevant explanations.

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.

Additional information concerning these rights of shareholders pursuant to Sections 109, 110, 118 and 119 AktG will be available on the Company's website at www.vig.com/annual-general-meeting no later than 5 May 2023.

RECORD DATE AND RIGHT TO ATTEND THE ANNUAL GENERAL MEETING PURSUANT TO SECTION 111 AKTG

Bearer shares kept in custody

The right to attend the Annual General Meeting and to exercise voting rights and other shareholder rights which are to be asserted in connection with the Annual General Meeting are subject to the ownership of shares as of 16 May 2023, midnight (CEST) (record date).

Only persons who are shareholders as of the record date and can provide proof thereof to the Company are entitled to attend the Annual General Meeting and exercise shareholders' rights.

In the case of bearer shares kept in custody, a **deposit receipt** as defined under Section 10a AktG shall suffice as proof of share ownership as of the record date. Deposit receipts, which must be received by the Company no later than on 23 May 2023, midnight (CEST) must be delivered exclusively to any one of the following addresses:

- By post or courier:
VIENNA INSURANCE GROUP AG Wiener Versicherung Gruppe
c/o HV-Veranstaltungsservice GmbH,
Köppel 60, 8242 St. Lorenzen am Wechsel
- By fax: +43 (0)1 89 00 500-50
- By e-mail: anmeldung.vig@hauptversammlung.at (as a scanned attachment – TIF, PDF, etc.)
- By SWIFT: GIBAATWGGMS
Message type MT598 or MT599; always state ISIN AT0000908504 in the text

Deposit receipt as defined under Section 10a AktG

The deposit receipt must be issued by the bank maintaining the securities account, whose registered office shall be in a Member State of the European Economic Area or a full Member State of the OECD, and shall contain the following information:

- Information on the issuer: (corporate) name and address or a standard code used for transactions between banks (SWIFT code),
- Information on the shareholder: (corporate) name, address, date of birth in the case of natural persons, register and register number in the case of legal entities, as applicable,

- Information on the shares: number of shares held by the shareholder (ISIN AT0000908504),
- Securities account number or any other identification,
- Date or time period to which the deposit receipt refers.

The deposit receipt must make reference to the record date, i.e. 16 May 2023, midnight (CEST).

If the deposit receipt is intended as proof of shareholder status, it may be no older than seven days from the date of presentation to the Company.

For the purposes of the final sentence of Section 10a (1) AktG, the Company will also accept deposit receipts that were issued by legal entities which are authorised pursuant to Czech and Hungarian law to keep securities accounts with regard to those shares.

Deposit receipts must be in German or English. The shares will not be blocked as a consequence of a shareholder's registration for the Annual General Meeting and/or the presentation of a deposit receipt; thus, shareholders may continue to freely dispose of their shares even after registration and/or transmission of a deposit receipt.

REPRESENTATION BY PROXY PURSUANT TO SECTION 114 AKTG

Any shareholder who is entitled to attend the Annual General Meeting has the right to appoint a proxy, who shall attend the Annual General Meeting on behalf of the shareholder and who shall have the same rights as the shareholder she/he represents.

A proxy must be granted to a specific person (a natural or a legal person) in text format, and several persons may be granted proxy. If the shareholder has given his custodian bank power of attorney, it is sufficient that the latter makes a declaration in addition to the deposit receipt that he has been granted power of attorney. The proxy shall be submitted to the Company at one of the addresses stated below:

- by post: VIENNA INSURANCE GROUP AG Wiener Versicherung Gruppe
c/o HV-Veranstaltungsservice GmbH,
Köppel 60, 8242 St. Lorenzen am Wechsel
- by fax: +43 (0)1 89 00 500-50
- by email: anmeldung.vig@hauptversammlung.at (as scanned attachment TIF, pdf, etc.)
- by SWIFT: GIBAAWGGMS
Message type MT598 or MT599; implicitly state ISIN AT0000908504 in the text
- personally: when registering for the Annual General Meeting at the place of the meeting

A proxy form and a form for revocation of proxy will be sent to you upon request and are available on the Company's website at www.vig.com/annual-general-meeting.

Unless the proxy is handed in personally upon registration on the day of the Annual General meeting, the proxy must be received by the Company not later than on 25 May 2023, 3 p.m. (CEST).

The above regulations on the granting of proxy shall apply mutatis mutandis to revocation of proxy.

PROXY

As an additional service Mr. Michael Knap as the representative of the Interessenverband für Anleger (Austrian Shareholder Association), IVA, Feldmühlgasse 22, 1130 Vienna, will be available to the shareholders as an independent proxy for exercise of voting rights at the Annual General meeting according to the shareholder's instructions. If you are interested in this service, please contact Michael Knap directly on +43 (0)1 8763343-30 (phone), on +43 (0)1 8763343-39 (fax) or at knap.vig@hauptversammlung.at (email). You may also use the form on our website to grant him proxy.

TOTAL NUMBER OF SHARES AND VOTING RIGHTS (Information pursuant to Section 120 (2) no. 1 of the Austrian Stock Exchange Act [Börsegesetz/BörseG])

At the time the Annual General Meeting is convened, the Company's share capital amounts to EUR 132,887,468.20 and is divided into 128,000,000 no-par value bearer shares. Every share entitles the holder to one vote. The Company and its subsidiaries hold no treasury shares. The total number of shares granting a right to attend and to vote amounts to 128,000,000 shares on the date stated above.

ADMISSION TO THE ANNUAL GENERAL MEETING

When being admitted to the Annual General Meeting, you must be able to identify yourself. Please bring a **valid official photo identification** along for that purpose. If you attend the meeting as the representative of a legal entity, please bring an up-to-date **excerpt from the Commercial Register** with you that evidences your power of representation. If you attend the meeting as a proxy, please also bring the **proxy** along. If the original proxy has already been sent to the Company, you will make entering easier if you take a copy of the proxy along.

The Company reserves the right to identify the persons appearing for the meeting. If a person cannot be identified, the Company may refuse admission.

We kindly ask you to take into account the fact that numerous participants will be expected and that the usual safety checks will be carried out. Admission for collection of voting cards will start at 9:30 a.m. (CEST).

INTERNET BROADCAST

The speech of the chairwoman of the Managing Board will be broadcasted on the internet. The link to the broadcast will be made available timely before the Annual General Meeting at www.vig.com/annual-general-meeting. The rest of the Annual General Meeting will not be broadcasted on the internet.

INFORMATION FOR SHAREHOLDERS ON THE PROCESSING OF PERSONAL DATA

Purpose and legal basis of processing your data

The Company processes **personal data** of shareholders (in particular those pursuant to Section 10a (2) AktG, i.e. name, address, date of birth, securities account number, number of shares of the shareholder, type of share if applicable, date or period to which the deposit receipt refers, voting card number and, if applicable, name and date of birth of the proxy holder) on the basis of applicable data protection regulations, in particular the EU General Data Protection Regulation (GDPR) and the Austrian Data Protection Act (DSG), so as to enable shareholders to exercise their rights at the Annual General Meeting.

The processing of the personal data of shareholders is mandatory for the participation of shareholders and their representatives at the Annual General Meeting in accordance with the Stock Corporation Act, in particular Sections 111, 113, 114, 117 and 120 AktG. Shareholders' personal data is processed in the course of the Annual General Meeting in particular for the following purposes: Organising the Annual General Meeting, participation of shareholders and their representatives in the Annual General Meeting, exercising of shareholder rights at the Annual General Meeting, recording voting activity, creating a registration list, list of attendance and a list of proxies, preparing the minutes of the Annual General Meeting, and fulfilling compliance obligations, including recording, disclosure and reporting obligations. Article 6 (1) (c) GDPR and Article 6 (1) (f) GDPR therefore constitute the legal basis for said processing.

VIENNA INSURANCE GROUP AG Wiener Versicherung Gruppe, Schottenring 30, 1010 Vienna, is the data controller responsible for the processing of personal data. For the purpose of conducting the Annual General Meeting, the Company uses external service providers, in particular a vote counting service, public notaries, legal advisers and IT service providers. These providers only receive personal data required for the performance of the contractually agreed services from the Company and process the data exclusively in accordance with instructions received from the Company. The Company has concluded a data protection agreement with these service providers to the extent legally required.

The members of the Managing Board and the Supervisory Board, the public notary and all other persons entitled to participate in the Annual General Meeting by law have the right to view the legally required list of participants (Section 117 AktG) and thereby also have access to personal data specified therein (i.a. name, place of residence, shareholding). The Company is also required by law to submit personal shareholder data (in particular the list of participants) to the company register as part of the minutes prepared by the public notary (Section 120 (4) AktG).

Retention period of your data

Shareholders' data will be anonymised and/or deleted as soon as it is no longer necessary for the purposes for which they were collected or processed, and as far as no other legal obligation requires further storage. Obligations to provide proof and to retain records arise in particular from corporate, stock corporation and takeover laws, from tax and duties legislation as well as anti-money laundering regulations. Should any legal claims be made by shareholders against the Company or vice versa by the

Company against the shareholders, the storage of personal data serves to clarify and enforce claims in individual cases. In connection with civil court proceedings, this may lead to storage of data for the duration of the limitation period plus the duration of the court proceedings until their legally binding conclusion. The period of limitation is governed, in particular, by the provisions contained in the General Civil Code.

Your rights

You have the right to request information as to whether we process your personal data. If that is the case, you may demand information regarding the data, the purpose of the processing, the categories of data, the recipients, the source, and retention period of your personal data processed by us.

Should inaccurate or incomplete personal data be processed, you have the right to obtain the rectification or completion of your data. You may also demand that your unlawfully processed data be deleted. Please note that this right only refers to incorrect, incomplete, or unlawfully processed data. If it is not clear whether the processing of your personal data has been incorrect or incomplete or even unlawful, you may request the restriction of your processing of your personal data until final clarification of the matter. Where processing requires your consent, you have the right to withdraw your previously granted consent at any time without stating any reason in order to prevent the further use of your personal data collected and used as per this consent. The withdrawal of your consent does not affect the lawfulness of the processing, which has been performed with your consent prior to your withdrawal. In the event of a revocation, you also have the right to request the erasure of your data.

You may receive a copy of your personal data processed by us in a machine-readable format determined by us upon your request. You may also instruct us to directly provide this data to a third party selected by you, provided that said recipient has the necessary technical means and the data transfer does not involve a disproportionate effort or is in violation of any legal or other secrecy obligation or confidentiality consideration on our part or on the part of a third party.

To the extent that we process your data for the purpose of the legitimate interests of the controller or a third party, you also have a right of objection.

We kindly ask you to submit any requests using the contact details below. Please attach a copy of your ID when submitting your request to prevent your personal data from falling into the wrong hands.

Contact for data protection requests

VIENNA INSURANCE GROUP AG Wiener Versicherung Gruppe
Data Protection Team
Schottenring 30
1010 Vienna
Austria
datenschutz@vig.com

Moreover, you have the right to lodge a complaint with the Austrian Data Protection Authority (Österreichische Datenschutzbehörde), Barichgasse 40-42, 1030 Vienna, (dsb@dsb.gv.at).

Vienna, April 2023

The Managing Board