

30TH ANNUAL GENERAL MEETING

Vienna Insurance Group AG
Wiener Versicherung Gruppe

Vienna, 21 May 2021





30TH ANNUAL GENERAL MEETING

Vienna, 21 May 2021

Agenda items

1. Submission of the approved annual financial statements for 2020 together with the management report, 2020 consolidated corporate governance report, 2020 sustainability report (consolidated non-financial report), consolidated financial statements for 2020 together with the Group management report, the proposal for appropriation of earnings and the Supervisory Board report (§ 96 of the Austrian Stock Corporation Act (Aktiengesetz – AktG)).
2. Resolution on appropriation of the net retained profits reported in the annual financial statements for 2020.
3. Resolution on the remuneration report for 2020.
4. Resolution on formal discharge of the members of the Managing Board for financial year 2020.
5. Resolution on formal discharge of the members of the Supervisory Board for financial year 2020.
6. Resolution on authorising the Managing Board in accordance with § 169 of the Austrian Stock Corporation Act (AktG) to increase the share capital of the Company by a nominal amount of up to EUR 66,443,734.10 by issuing up to 64,000,000 no-par value registered or bearer shares in one or more tranches against cash or in-kind contributions or a combination of the two on or before 20 May 2026 and to decide on the terms of the shares, the exclusion of shareholder pre-emption rights and other terms and conditions of the share issue, subject to Supervisory Board approval. This authorisation shall supersede the resolution adopted for agenda item 5 in the 26th Annual General Meeting on 12 May 2017. § 4(2) sentence 1 of the articles of association shall be amended accordingly.



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7. Resolution on authorising the Managing Board, subject to Supervisory Board approval, in accordance with § 174(2) of the Austrian Stock Corporation Act (AktG), to issue income bonds with a total nominal value of up to EUR 2,000,000,000.00 in one or more tranches on or before 20 May 2026 with or without the exclusion of shareholder pre-emption rights and to specify all other terms and conditions of the issue of income bonds. This authorisation shall supersede the resolution adopted for agenda item 6 in the 26th Annual General Meeting on 12 May 2017.
8. Resolution on authorising the Managing Board, subject to Supervisory Board approval, in accordance with § 174(2) of the Austrian Stock Corporation Act (AktG), to issue convertible bonds with a total nominal value of up to EUR 2,000,000,000.00 on one or more occasions on or before 20 May 2026 with or without the exclusion of shareholder pre-emption rights and to specify all other terms and conditions of the issue of income bonds and the conversion procedure. This authorisation shall supersede the resolution adopted for agenda item 7 in the 26th Annual General Meeting on 12 May 2017.



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9. Resolution on the contingent increase in share capital of up to EUR 31,145,500.36 by issuing up to 30,000,000 new bearer ordinary shares for granting subscription or conversion rights to the holders of convertible bonds. This contingent increase in share capital shall supersede the resolution adopted for agenda item 8 in the 26th Annual General Meeting on 12 May 2017. § 4 (3) sentences 1 and 2 of the articles of association shall be amended accordingly. § 4 (3) sentences 3 and 4 of the articles of association shall be deleted.
10. Resolution on authorising the Managing Board to acquire the Company's own bearer ordinary shares in accordance with § 65 (1) no. 8, (1a) and (1b) of the Austrian Stock Corporation Act (AktG) to the maximum extent permissible by law during a period of 30 months following the date the General Meeting resolution is adopted. The amount paid upon repurchase of the Company's own shares may not be more than a maximum of 50% below, or more than a maximum of 10% above, the average unweighted stock exchange closing price on the ten stock exchange trading days preceding the repurchase. The Managing Board may choose to make the purchase on the stock exchange, through a public offer or in any other legally permissible and expedient manner. Resolution on authorising the Managing Board for a period of at most five years after adoption of the resolution to use the acquired own shares, with the exclusion of shareholder pre-emption rights, to service convertible bonds issued based on the resolution adopted by the General Meeting on 21 May 2021 and to dispose of them in a manner permitted by law other than via the stock exchange or a public offer. This authorisation shall supersede the resolution adopted for agenda item 5 in the 28th Annual General Meeting on 24 May 2019.



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11. Selection of the financial statement auditor and consolidated financial statement auditor for financial year 2022.
12. Resolution on increasing the maximum number of Supervisory Board members specified in the articles of association to twelve by amending § 10 (2) of the articles of association.
13. Resolution on increasing the size of the Supervisory Board.
14. Supervisory Board elections.



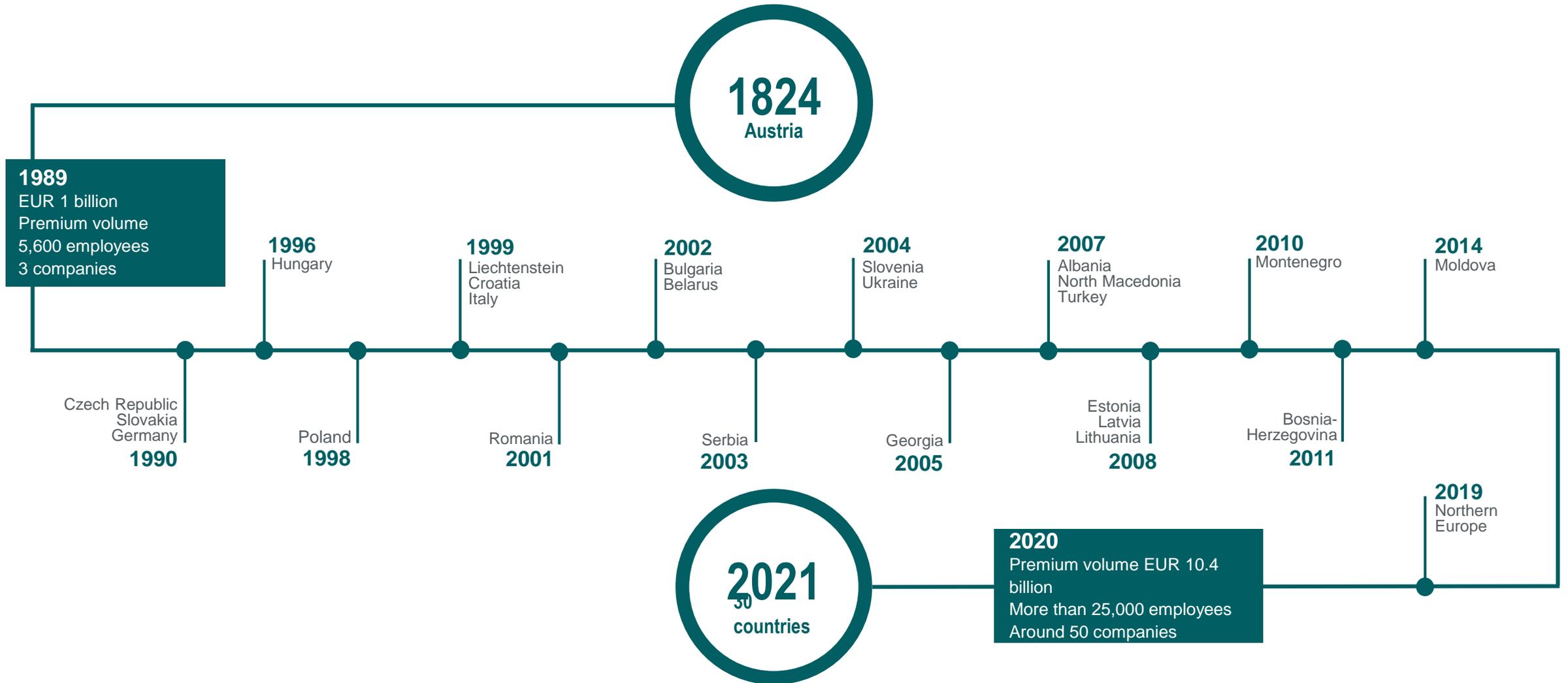
VIG INSURANCE GROUP IS NOW AT HOME IN 30 COUNTRIES



➤ 30 years ago, Wiener Städtische took the first step to expand into Central and Eastern Europe. VIG Insurance Group now operates in **30 countries**. ◀◀



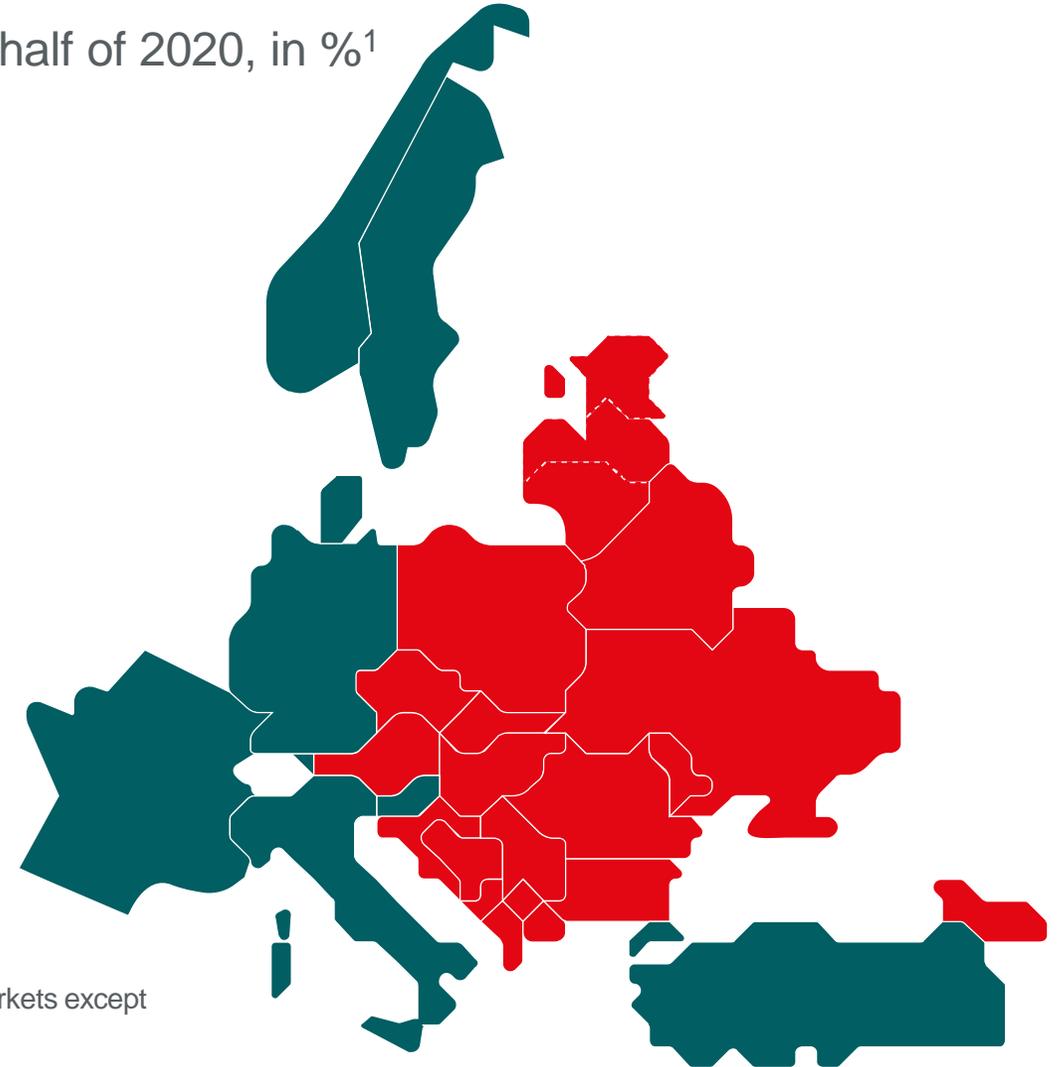
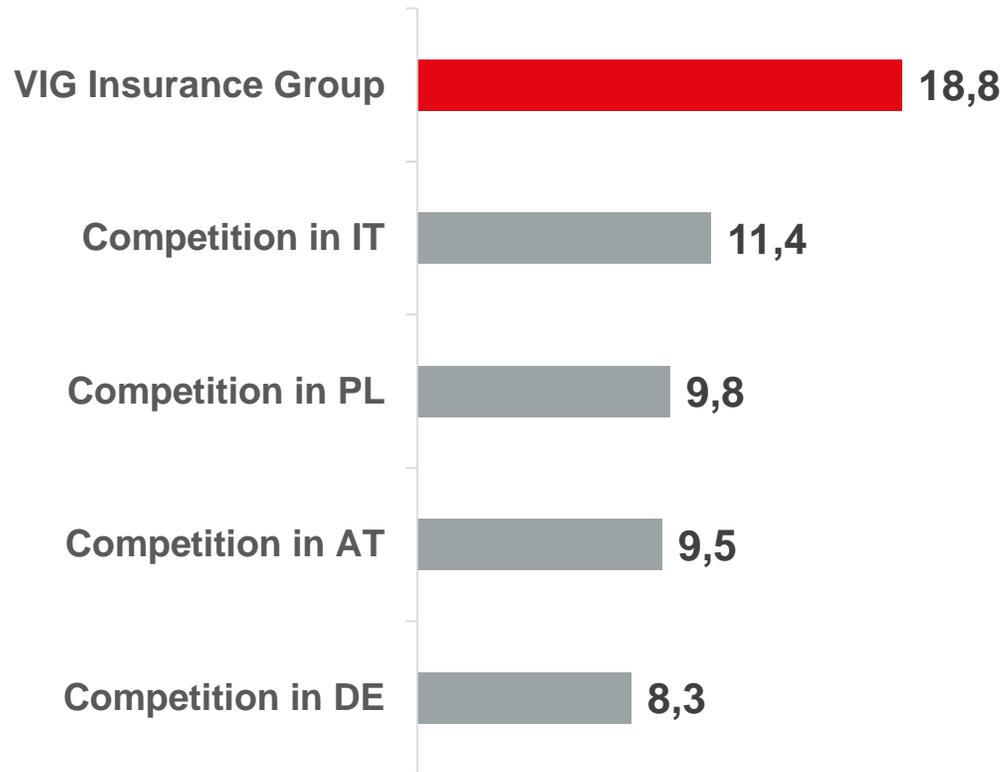
VIG INSURANCE GROUP AS FIRST MOVER IN CEE





VIG INSURANCE GROUP CLEAR MARKET LEADER IN THE CEE REGION

VIG Insurance Group market share in the CEE region, 1st half of 2020, in %¹

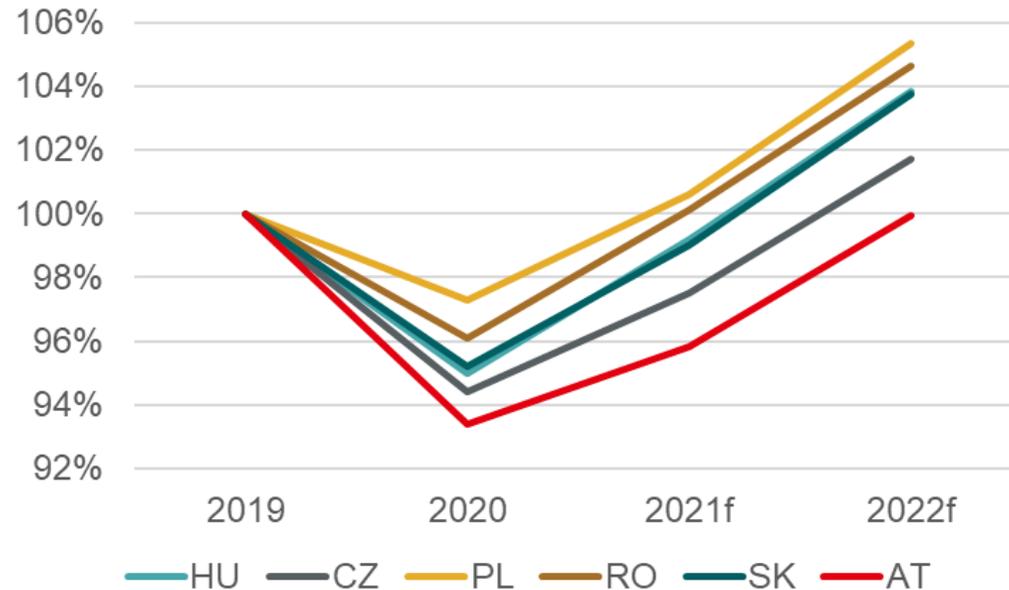


¹ CEE market share calculation for VIG Insurance Group and competition: All VIG Insurance Group markets except Germany, Liechtenstein, Italy, Slovenia, Turkey, Denmark, Sweden, Norway, France

Source: Data from local insurance authorities

ECONOMIC DEVELOPMENT DUE TO THE COVID-19 PANDEMIC

Real GDP 2019 – 2022 (estimated; base year 2019)



- » The global economic slowdown was worse in 2020 than the financial crisis in 2008/2009
- » The effects were greater for countries that are more dependent on trade and tourism
- » CEE markets will likely compensate for the negative effects of the COVID-19 crisis more quickly than Western European markets
- » Near-shoring is a potential future opportunity for the CEE region

Source: Bloomberg, Erste Group Research, IHS

COVID-19 WAS CHALLENGING FOR ALL OF US IN 2020



Rapid changeover to home offices; since then the policy has been: **“Home office before the office”**



Maximum staff levels based on the requirements in each country



Most companies changed to shift systems or rotation models for on-site staffing



Hygiene concepts and emergency plans continuously adjusted for company headquarters and customer offices



Customer offices mostly closed or with very limited staff on-site during lockdowns; customer communications mainly via virtual channels



COVID-19 WAS CHALLENGING FOR ALL OF US IN 2020



Rapid changeover to digital/virtual communication options



Increase in country and liquidity reporting for the regular exchange of information on the situation in different countries



Business travel greatly reduced, virtual communication increased



IT infrastructure continuously modified



Many companies developed new working models ("mobile working")



Training and advanced training opportunities changed to or supplemented with virtual formats in many companies



Coronavirus testing lines opened in many company headquarters; vaccination strategy



Infection numbers monitored in the Group

INVESTMENT IN APEIRON



- Austrian biotech company
- Development of a medication for use with COVID-19 patients together with Dr. Josef Penninger
- Discovery and development of new forms of cancer immunotherapy
- Direct interest of >3%: VIG Insurance Group invested EUR 7 million to become the anchor investor of the round of financing

Other activities:

OMNIASIG in Romania provided EUR 50,000 to finance urgently needed medical equipment

The Kooperativa foundation in the Czech Republic provided more than EUR 37,000 to charitable organisations to acquire protective clothing, disinfectants and medications

GPI Holding established a fund that was used to pay a first tranche of EUR 29,000 to the Centre for Infectious Diseases



SOCIAL INVOLVEMENT DURING THE CORONAVIRUS PANDEMIC: THE GROUP PROVIDES ASSISTANCE

In addition to existing sponsoring cooperations, Volkshilfe and Caritas also received support for their coronavirus emergency relief funds.



Various VIG Group companies provided surgical masks, aid packages with food and cleaning supplies and much more free of charge to aid organisations.

Makedonija started a Facebook campaign with suggestions on how to better handle the psychological stress caused by the pandemic.

Call centre employees at the Czech company Kooperativa assisted with government contact tracing.

Kooperativa provided free motor insurance to 100 aid organisations.

Bator Tabor in Hungary launched “**Digital Home Camps**” so they could continue taking care of sick children and their families during the coronavirus pandemic.

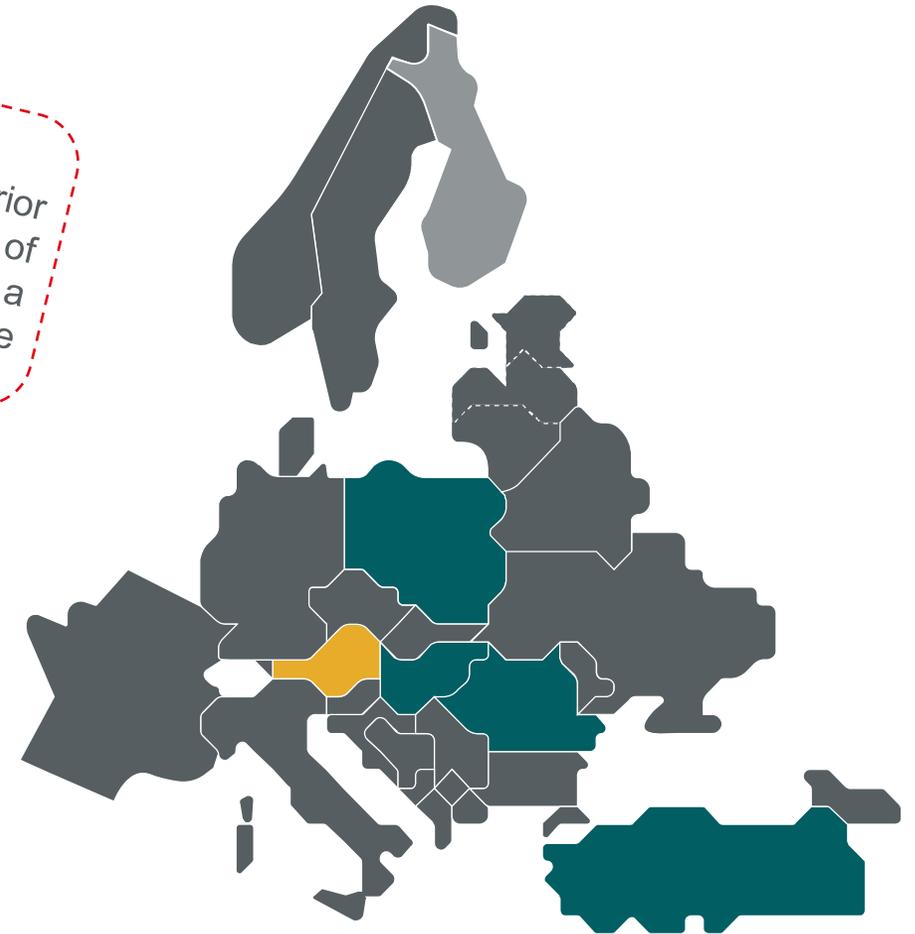
Hungarian company Union Biztosító worked with the organisation Kórház Suli to help children manage their school work during quarantine.



AEGON TRANSACTION: EUR 830 MILLION DEAL FROM A HOME OFFICE

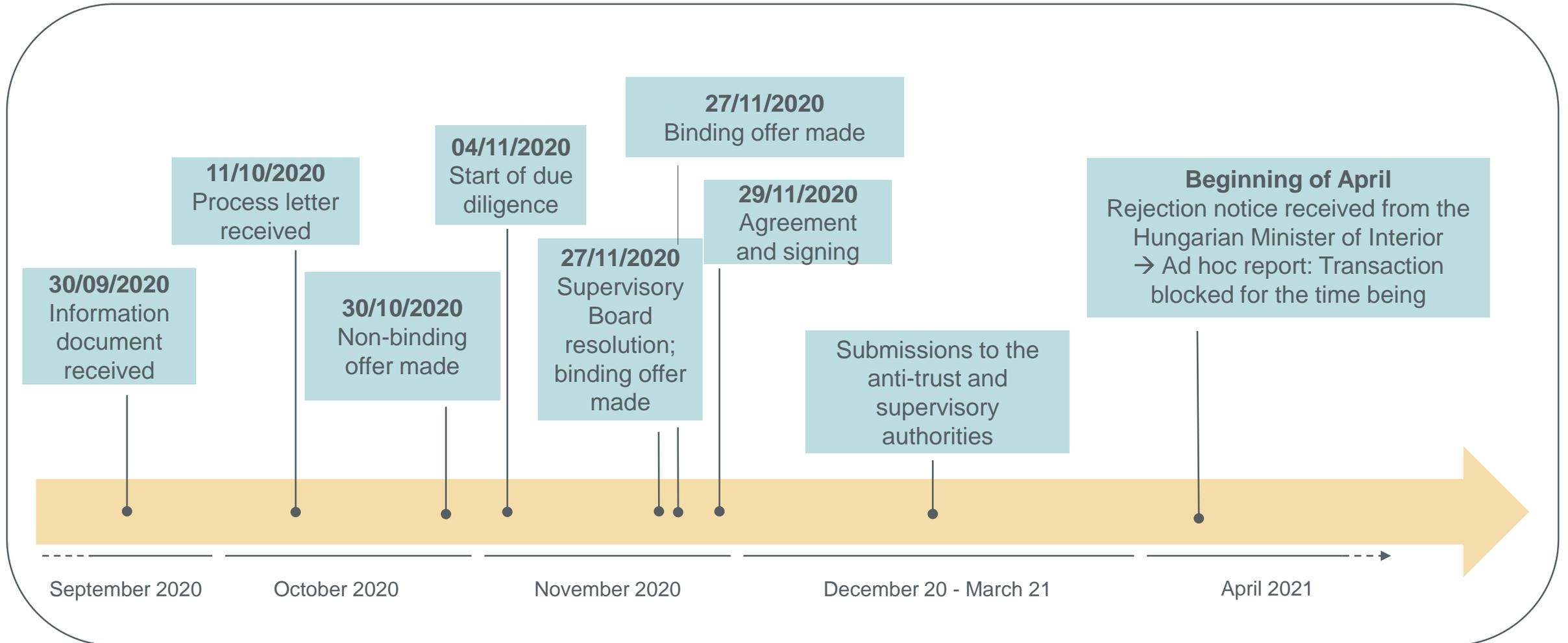
Ad hoc report of 7 April 2021:
The Hungarian Ministry of the Interior has rejected the planned acquisition of the Aegon companies in Hungary by a foreign company. This blocks the transaction for the time being.

- Strategic investment perfectly complements the existing portfolio
- 14 companies in Hungary, Poland, Romania and Turkey
- Around EUR 600 million in insurance premiums
- 4.5 million new customers
- Strong position in Hungary – from 6th place to market leader
- Entry into the life insurance business in Turkey
- Pension fund business significantly strengthened



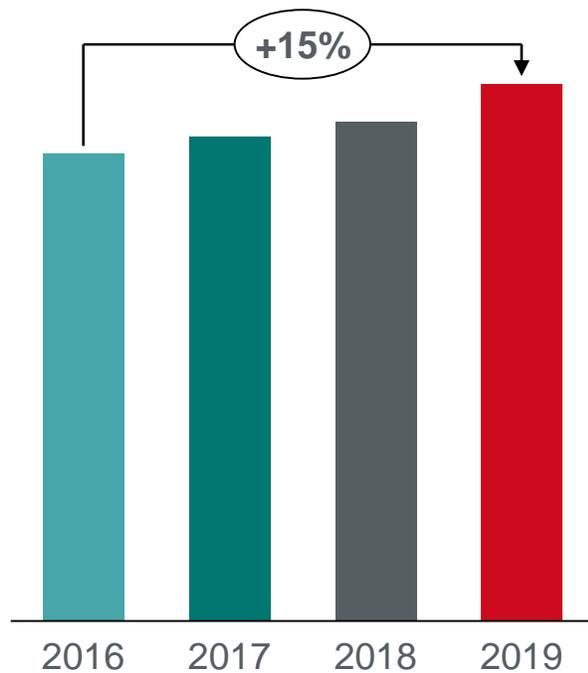


AEGON TRANSACTION: EUR 830 MILLION DEAL FROM A HOME OFFICE

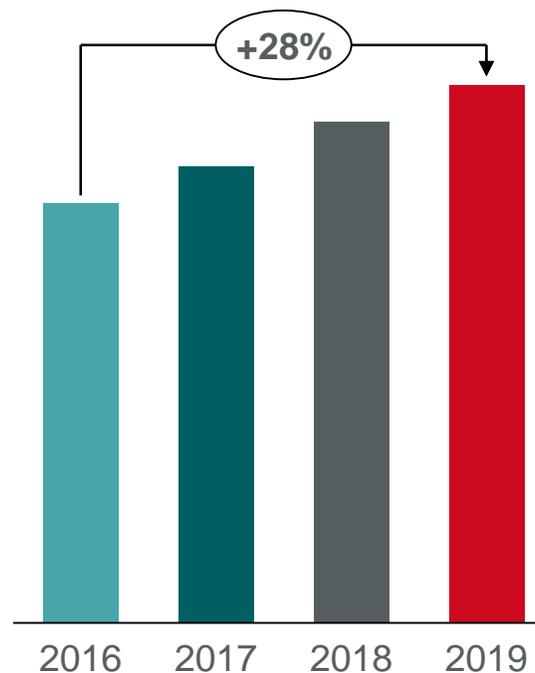


CONTINUOUS POSITIVE DEVELOPMENT IN PREVIOUS YEARS

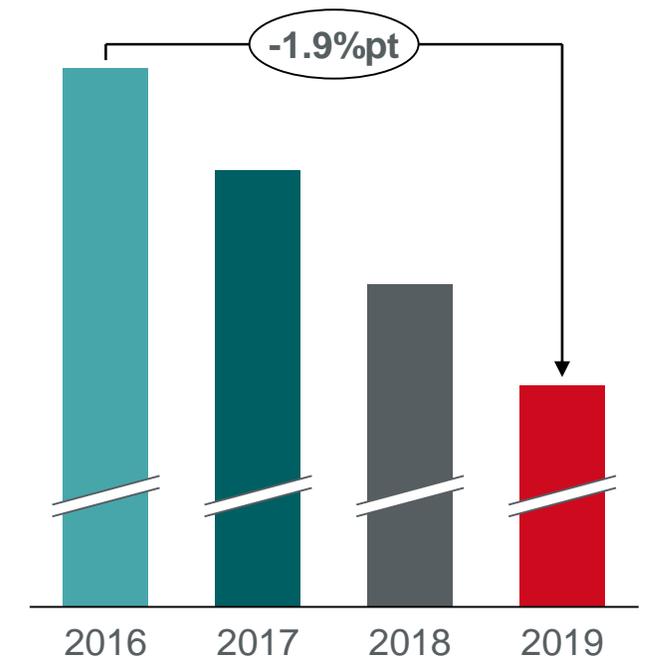
Premiums written



Result before taxes



Combined ratio



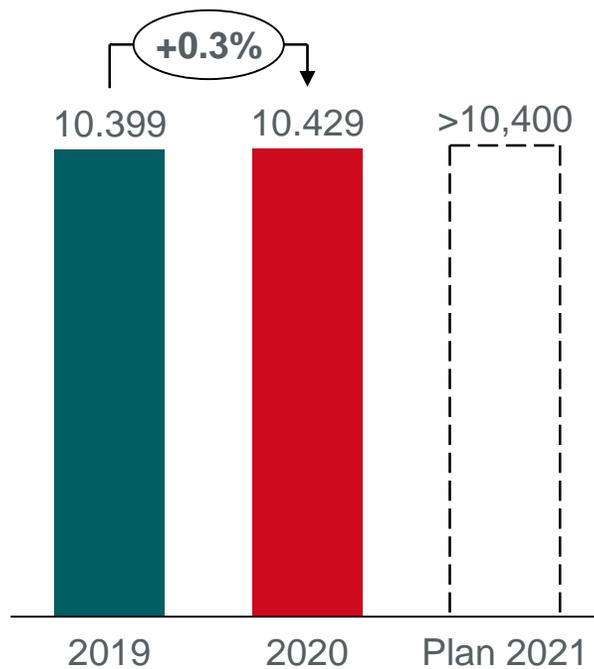


SOLID RESULT IN 2020 IN SPITE OF COVID-19

2021 will return to the previous year levels

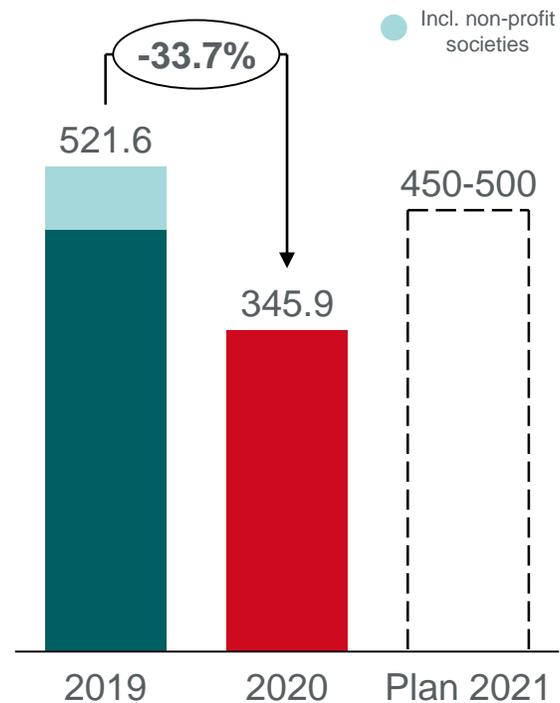
Premiums written

EUR 10.4 billion



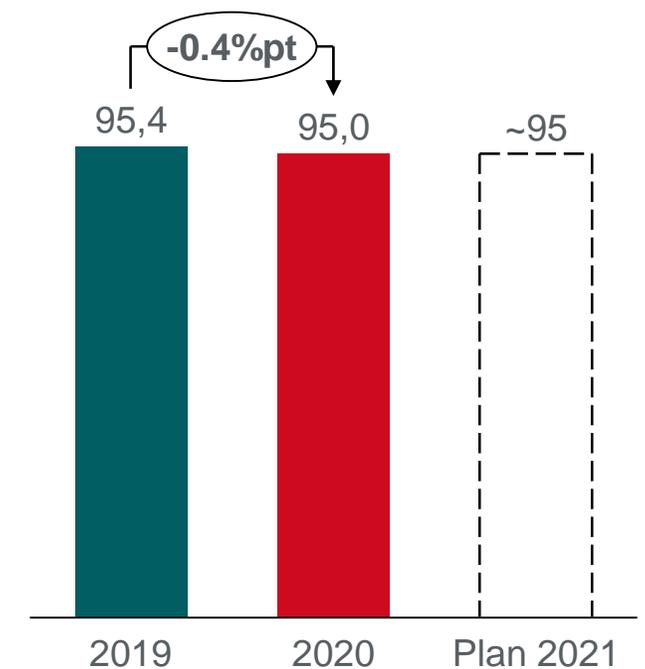
Result before taxes

EUR 345.9 million



Combined ratio

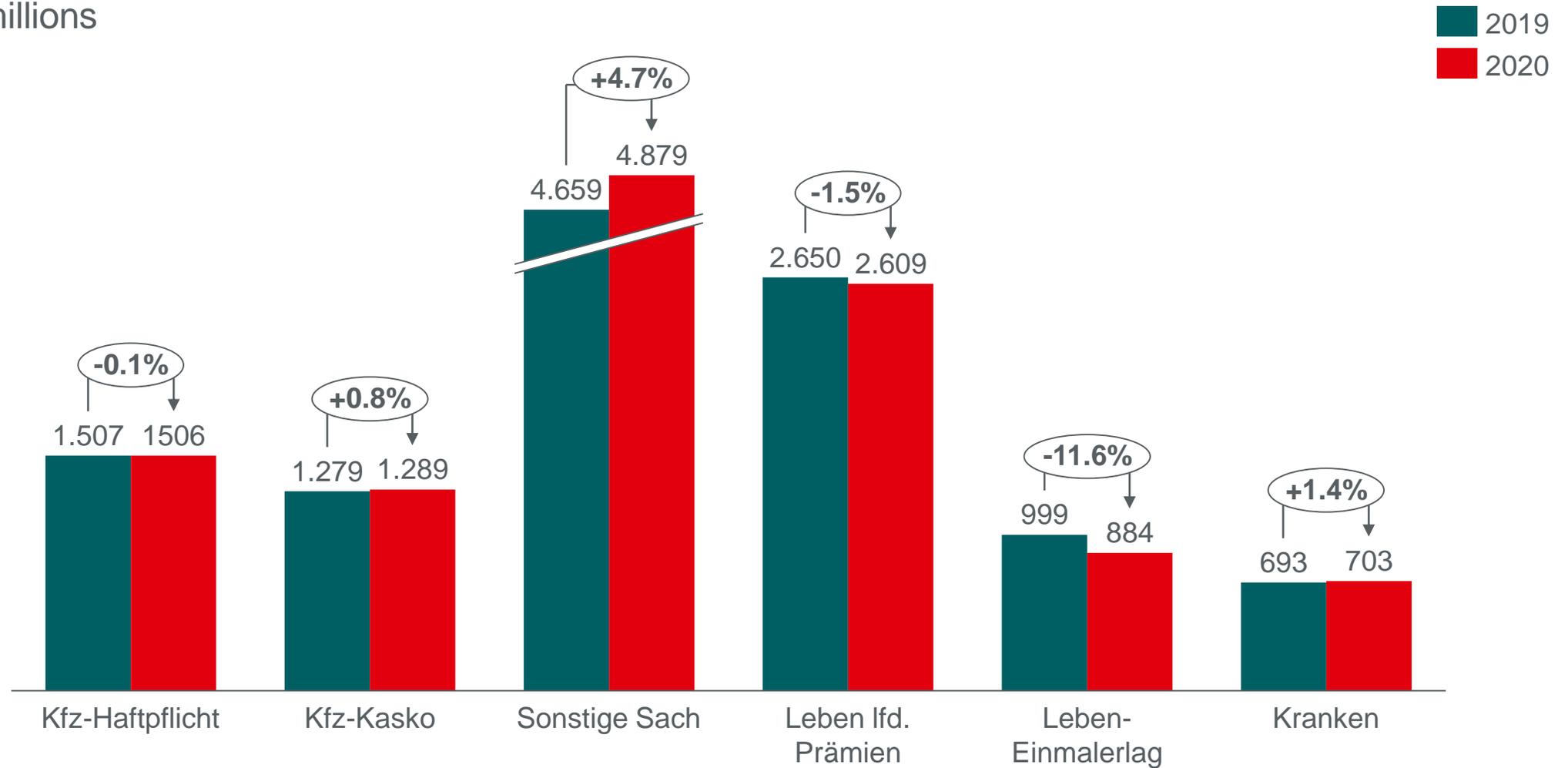
95.0%





PREMIUMS WRITTEN BY LINE OF BUSINESS

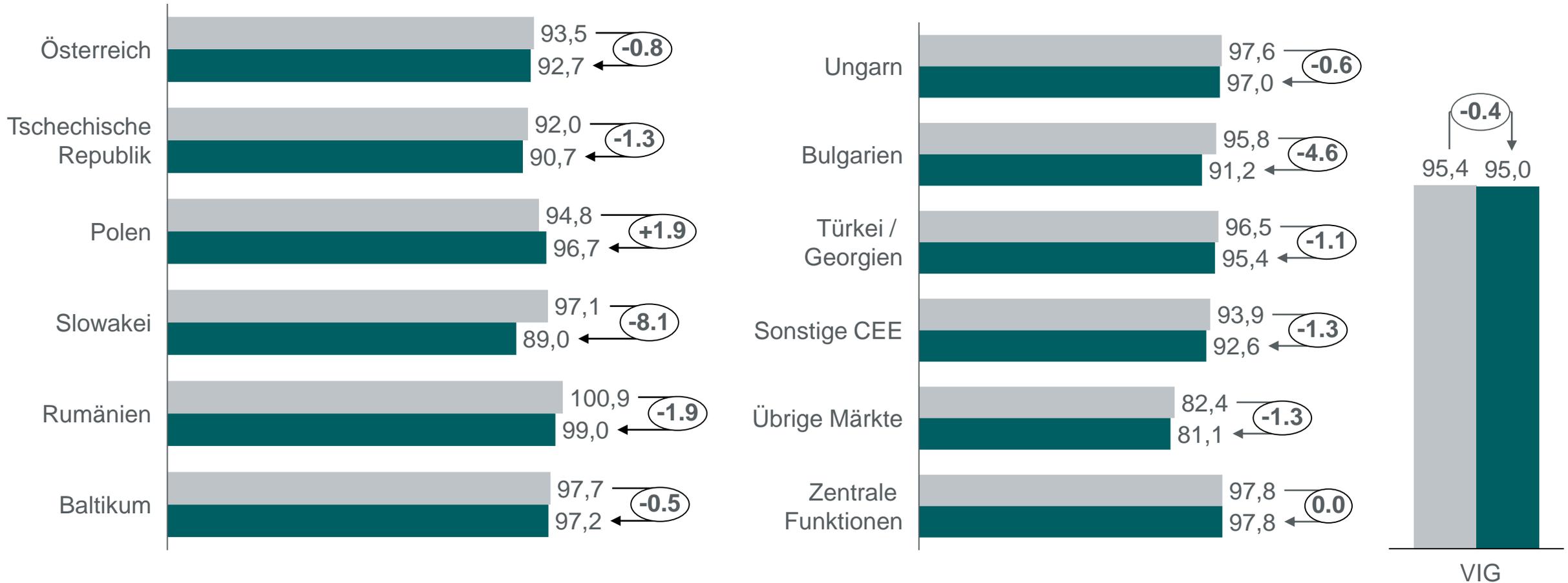
in EUR millions



COMBINED RATIO

Property and casualty by segment, IFRS, net, in per cent

2019
2020

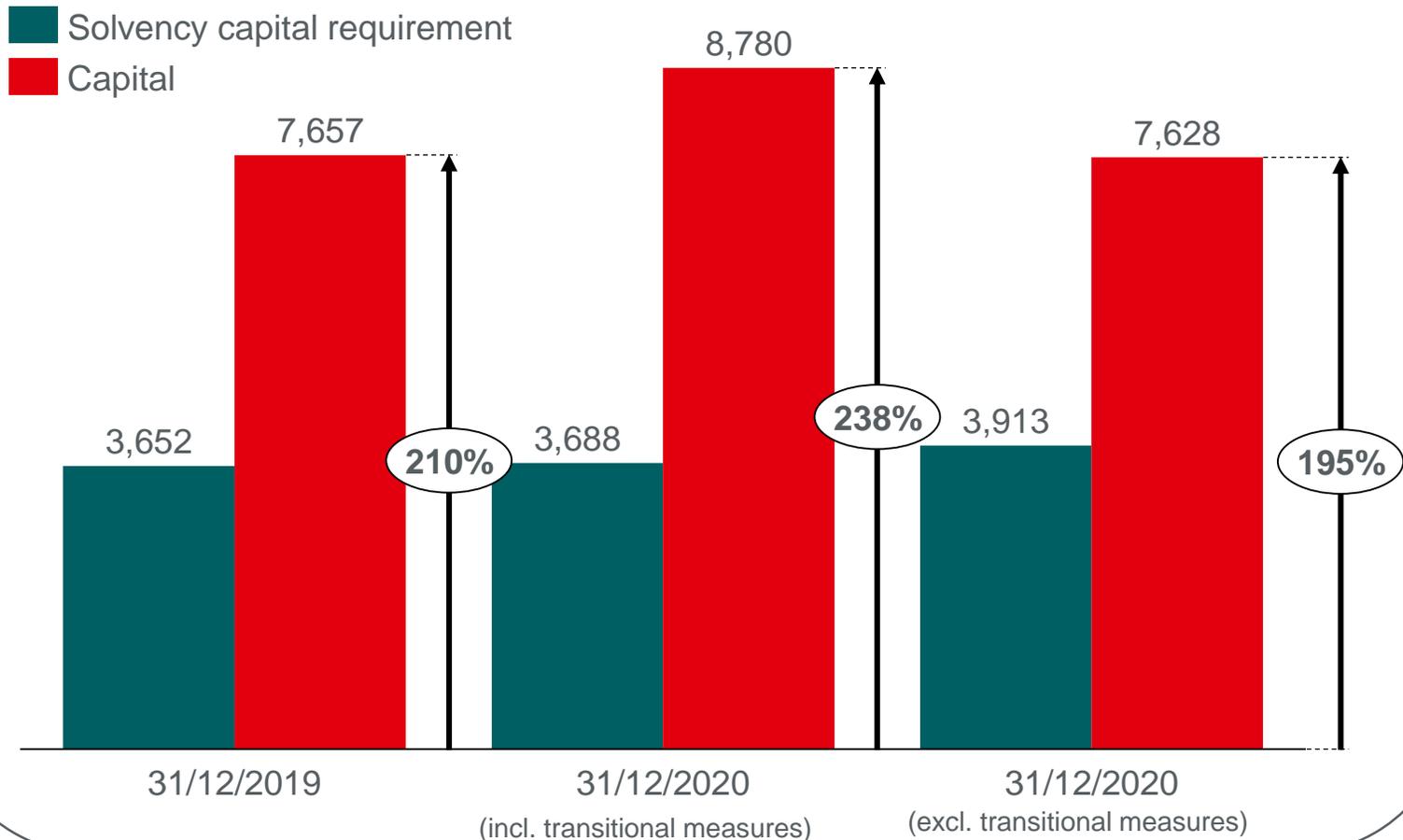


Changes are in absolute percentage points

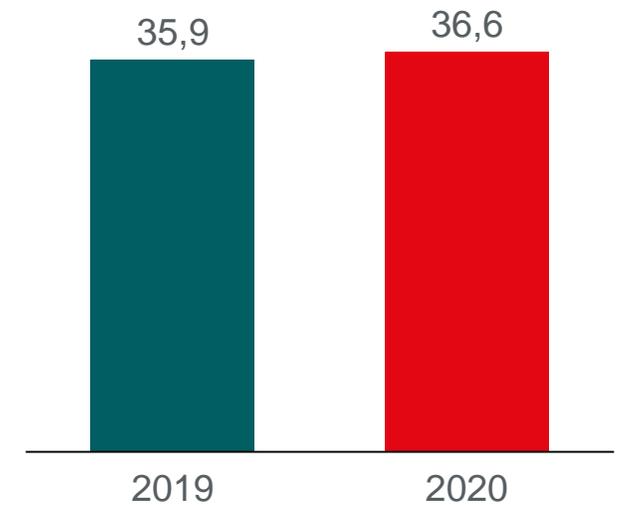


GROUP SOLVENCY RATIO

in EUR millions



Investments¹
EUR 36.6 billion

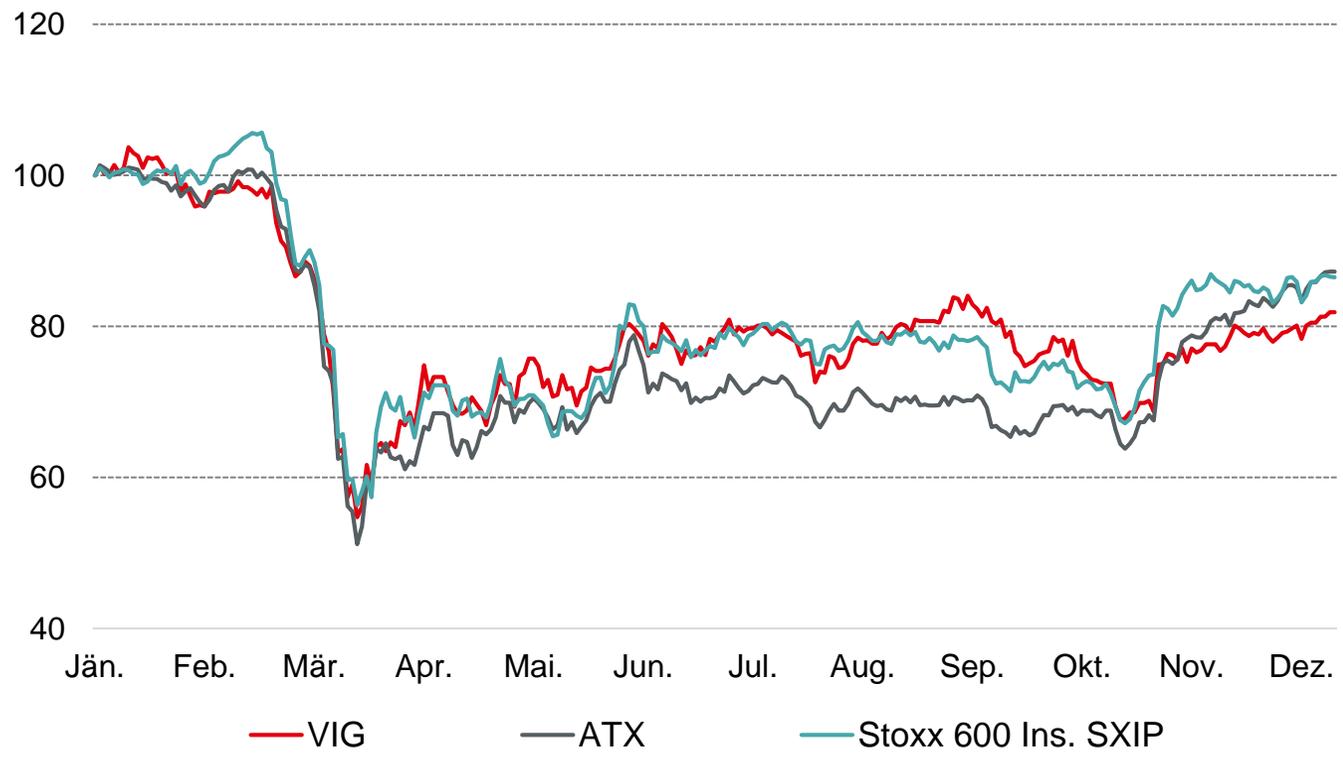


¹ Cash and cash equivalents included

VIG SHARES 2020

Number of ordinary shares: 128,000,000 / ISIN: AT0000908504

VIG share price compared to the ATX and Stoxx Europe 600 Ins.



Share performance compared to index

FY 2020

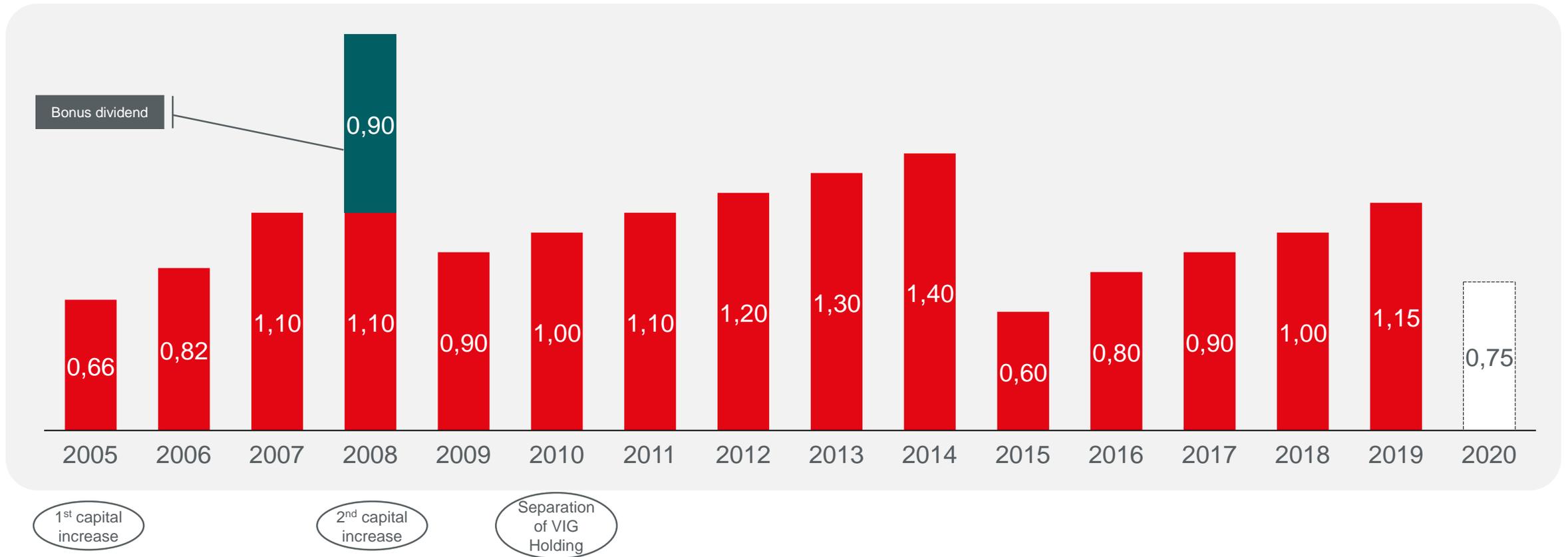
| | |
|-----------------------------|--------|
| VIG (ATX) | -18.1% |
| ATX | -12.8% |
| STOXX® Europe 600 Insurance | -13.5% |

VIG share price 2020

| | | |
|----------------------------------|-----|--------------|
| High | EUR | 26.35 |
| Low | EUR | 13.90 |
| Price as of 31/12/2020 | EUR | 20.80 |
| Market capitalisation 31/12/2020 | EUR | 2.66 billion |



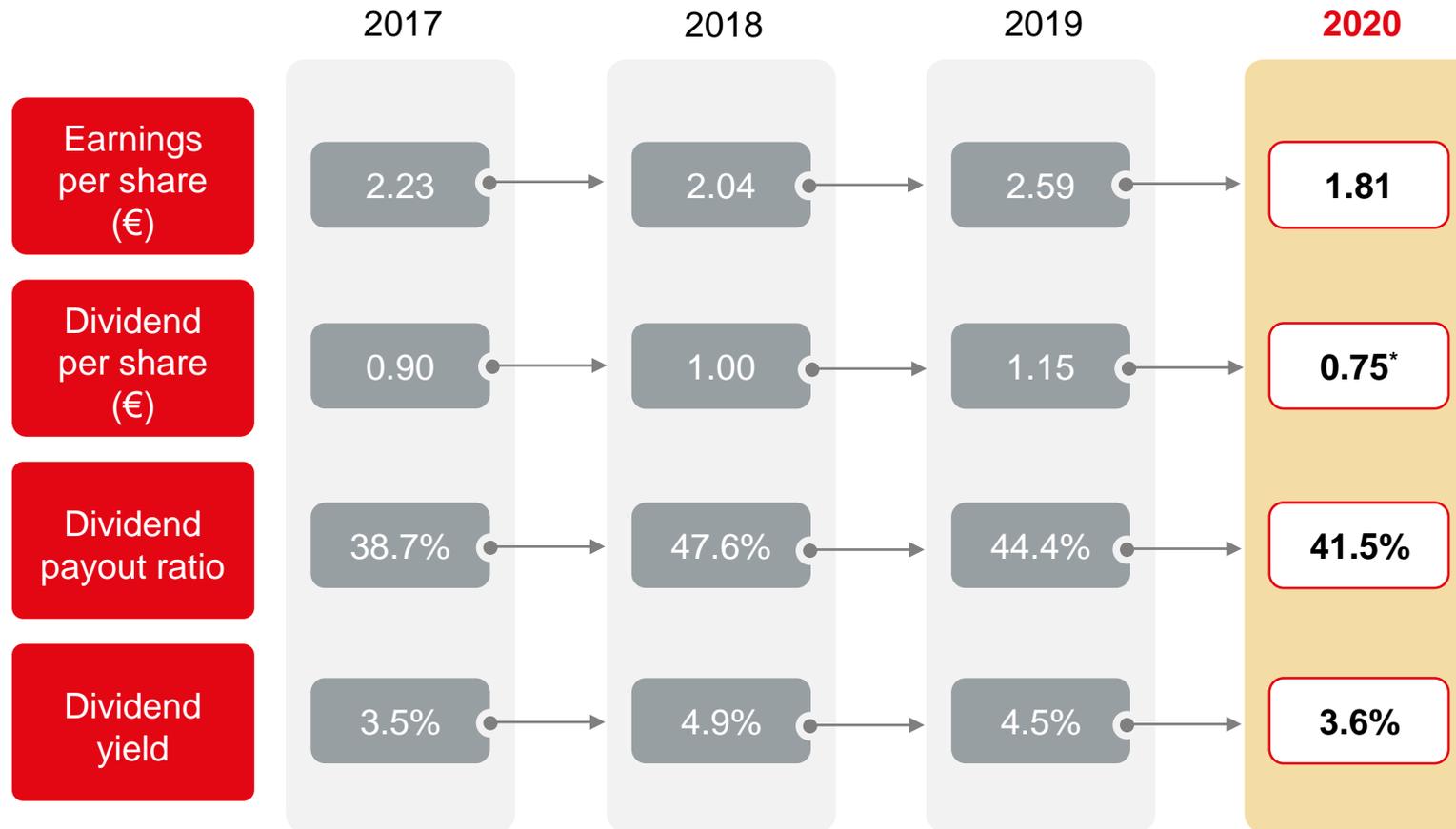
DIVIDENDS HAVE BEEN PAID EVERY YEAR SINCE THE IPO IN 1994





DIVIDEND PROPOSAL 2020

In accordance with the dividend policy



DIVIDEND POLICY

Dividend payout ratio in a range of 30 - 50% of Group profit after taxes and non-controlling interests

Dividend per share follows the performance of the Group

*Planned dividend; subject to approval by the Annual General Meeting

AGENDA 2020: 3 BUILDING BLOCKS TO SUCCESS

ENSURING FUTURE VIABILITY



Expanding selected lines of business

Insurance of the future

Expanding assistance services

Digitisation

OPTIMISING OUR BUSINESS MODEL



Antifraud management

Closed file review

Shared services and mergers

Optimising the profitability of motor insurance

ORGANISATION AND COOPERATION



Effective management model

Clear rules and targets

Efficient infrastructure

AGENDA 2020: ENSURING FUTURE VIABILITY



»» The digital transformation has been promoted intensively in the Group. The expansion of assistance services, development of new forms of insurance and the expansion of promising lines of business are some of the measures that keep VIG Insurance Group fit for the future. ««

Expanding lines of business

Take advantage of growth potential (e.g. health insurance, reinsurance, bancassurance, SME business)

Digitalisation

Modify the business model using the digital transformation

Expanding assistance services

Expand internal Group assistance services to create competitive advantages

Insurance of the future

Reassess and redesign insurance solutions based on technological developments

AGENDA 2020: OPTIMISING OUR BUSINESS MODEL



Shared services and mergers

- Create cost benefits by combining back-office functions and merging companies
- 13 mergers performed in 11 countries

Antifraud management

- Group-wide best practice approach for preventing insurance fraud
- Antifraud process used in 22 companies in 16 countries

Optimising the profitability of motor insurance

- Optimise underwriting policy and risk selection and use new pricing methods (e.g. advanced analytics)
- Selective underwriting policy, in particular a reduction of the truck portfolio

Closed file review

- Systematic Group-wide review of closed claims to prevent future overpayments
- Performed in 15 companies in 12 countries

AGENDA 2020: ORGANISATION AND COOPERATION



»» VIG Insurance Group feels that making diversity part of its everyday life and using decentralised structures and local entrepreneurship provide important competitive advantages that pay off in its day-to-day business. The management of the Group and cooperation between companies were further improved under Agenda 2020. ««

Efficient, effective management model

Efficient infrastructure

Clear rules and targets



SUSTAINABILITY IS ANCHORED IN THE CORE OF OUR STRATEGY ...

»» We are a **responsible, future-oriented** company and aim to combine our economic goals with **social and environmental factors**. We also contribute to the United Nations **Sustainable Development Goals**. ««

Our areas of activity:

CSR in the core business



Sustainable management and conduct in accordance with the rules

Customers



Product and customer responsibility

Employees



Respect for employees

Society



Social involvement

Environment



Respect for the environment

**Schützen,
was
zählen
wird.**

... AND IS TRULY PART OF OUR DAY-TO-DAY LIFE



REPORTING

Sustainability Report 2020 with expanded presentation of management approaches and reference to the coronavirus pandemic in all lines of business.



INCREASED INVESTMENTS

EUR 238.2 million was invested in green bonds in 2020. (2019: 154.3 million) This was an increase in financing for environmentally friendly projects.



DECLARATION OF SUPPORT

UN Global Compact joined in March 2021. Commitment to the UN's 10 universal principles and 17 development goals.



DIVERSITY

25% of the managing board positions in the Group are held by women. The figure is 46% at the second management level.



LOCAL ASSISTANCE

VIG companies provided local assistance for people strongly impacted by the COVID-19 pandemic, e.g. FFP2 masks or assistance with contact tracing.



CLIMATE FOOTPRINT

Environmental footprint reduced 20% in terms of tonnes of CO₂ equivalents compared to the previous year. The coronavirus was the main driver of the change.

SUSTAINABLE BOND – CONTRIBUTION TO SUSTAINABILITY AND ENVIRONMENTAL PROTECTION



Placement of first senior sustainability bond (EUR 500 million, 15 years)



15-year maturity was a special challenge for the market and VIG

15 years was the longest maturity that a financial institution could place on the capital market for an unsecured bond in 2021



Participation by a wide variety of investors and the ECB

Around 50 institutional investors in 12 countries subscribed to the bond



Low coupon

The coupon rate of 1% is the lowest rate that a financial institution has achieved for such a bond since 2008



The bond includes social assets as well as green assets



Positive response to the sustainability bond and framework



Good timing for the placement



Fastest possible placement achieved



SOCIAL INVOLVEMENT IN THE GROUP

» The Group is aware of its social responsibility to the people in its 30 countries and uses many projects to help them. Many of these initiatives receive major support from its principal shareholder Wiener Städtische Versicherungsverein. «

SOCIAL ACTIVE DAY

VIG Insurance Group allows employees to spend one working day volunteering for a social cause. Each year, many employees in its countries send a powerful message for more involvement, charity and solidarity.

“Social Active Day” also took place in 2020, although under different circumstances.

14

supporting countries

2,300

participating employees

GLOBAL CRISIS, LOCAL AID

VIG companies provided local assistance for people strongly impacted by the COVID-19 pandemic.

Examples of assistance:

- Masks provided
- Aid packages provided
- Assistance with contact tracing
- Monetary donations



PFLEGERIN MIT HERZ



Wiener Städtische Versicherungsverein started **“PflegerIn mit Herz”** (“Carer with a Heart”) in 2012 together with Wiener Städtische to bring people to the stage each year who deserve special recognition for the outstanding service they provide in the area of nursing care.

» They are some of the heroes of the coronavirus pandemic: the hundreds of thousands of people providing private and professional nursing care. Now is an especially good time to say **“thank you”** to all of them. «

Partners



Initiators



FURTHER SOCIAL INITIATIVES



WIR UNTERSTÜTZEN DAS
WIENER STÄDTISCHE
VIENNA INSURANCE GROUP

volkshilfe.

HOSPIZ
ÖSTERREICH
Hospiz- und Palliative Care



Zukunft sichern



Caritas

CAPE 10

DONAU Versicherung im Einsatz für saubere Donau-Auen

 **Dreikönigsaktion**
Hilfswerk der Katholischen Jungschar





FURTHER SOCIAL INITIATIVES

bta
VIENNA INSURANCE GROUP

Pasaules Dabas Fonds

WWF

DARU LABAI

sadarbībā ar

OMNIASIG
VIENNA INSURANCE GROUP

World Vision
ROMANIA

WIENER OSIGURANJE
VIENNA INSURANCE GROUP

mali zmaj

PWMN
CROATIA

3 plus
OBITELJI

Asirom
VIENNA INSURANCE GROUP

FAMILIA ROMANIA

IRAOD
VIENNA INSURANCE GROUP

Hand icon

სახლი
გური ანდრიას სახელობის
სარეაბილიტაციო სასტუმრო სახლი

Kooperativa
VIENNA INSURANCE GROUP

ASISTENCE

POMOCNE TLAKA

UNION
VIENNA INSURANCE GROUP

NEM ADOM FEL

SOME AWARDS RECEIVED BY VIG INSURANCE GROUP IN 2020

MOST INNOVATIVE INSURANCE COMPANY IN 2020

Named the **Most Innovative Insurance Company in 2020** for the second time in a row by the Austrian financial magazine “Börsianer”

1ST PLACE AS THE BEST INSURER IN AUSTRIA

VIG Insurance Group was awarded **1st place** in the “Börsianer” peer group ranking of the “**50 Best Insurers in Austria**” for the second time in a row.

VIENNA LIFE RECEIVES AWARD FOR BEST ONLINE INSURANCE COMPANY

During the “e-Commerce Polska 2020” award ceremony for “**Best Online Insurance Company**”, Polish VIG insurance company Vienna Life received an award in the e-finance category for its “Fund Alert” tool, an innovative fund monitoring tool that helps customers manage their finances.

OMNIASIG NAMED COMPANY OF THE YEAR

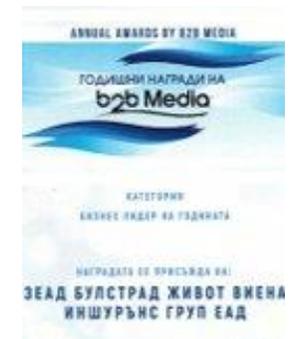
Our Romanian company Omniasig was named “**Company of the Year in Insurance**” by Piata Financiara (Financial Market) magazine during the annual gala awards in Bucharest on 7 December 2020.

BULSTRAD LIFE "BUSINESS LEADER OF THE YEAR" AGAIN

The Bulgarian insurance company Bulstrad Life received two awards at the sixth annual b2b Media Awards on 2 July 2020 in Sofia. For the second year in a row, it received an award in the “**Business Leader of the Year**” category for its leadership position in the Bulgarian market in both the life and health insurance lines of business.

HAT TRICK FOR CROATIAN COMPANY WIENER OSIGURANJE

For the first time since the “Danikomunikacija” festival began in Croatia, Wiener Osiguranje not only won awards in all of the nominated categories (Brand Awareness Campaign, Best Search 2019/2020 and Financial & Insurance Services), but also received first place in all of them.





S&P RATING

Rating for financial year 2019:

- A+ rating with stable outlook – business risk profile: “strong”, financial risk profile: “very strong”
- Leading market position in Central and Eastern Europe (CEE)
- Diverse product portfolio, incl. sound premium diversification at Group insurance companies
- The multi-brand strategy, multi-channel distribution and geographical and business line diversity played an important role in the rating
- S&P highlighted the Group’s consistently positive operating performance compared to its market peers

Last full report on 29 November 2020

VIG Holding rating as of
17 May 2021:
A+ RATING WITH STABLE OUTLOOK

**STANDARD
& POOR’S**

re-confirms VIG rating of

A+
stable outlook

VIG 25: BUILDING ON THE FOUNDATIONS OF PREVIOUS YEARS



2011

STRATEGY 2011

Specifying the strategy for sustainable growth in direct insurance



2016

AGENDA 2020

Management programme
Initiatives implemented as a continuation of Strategy 2011



2021

VIG 25

Joint development of a strategy programme for the Group



THE GROUP'S STRATEGIC FRAMEWORK IS MAINLY BASED ON THESE TRENDS AND DEVELOPMENTS





THE GROUP WILL FOCUS ON MARKET LEADERSHIP AND VALUE CREATION SUPPORTED BY ESG-RELATED SUBGOALS

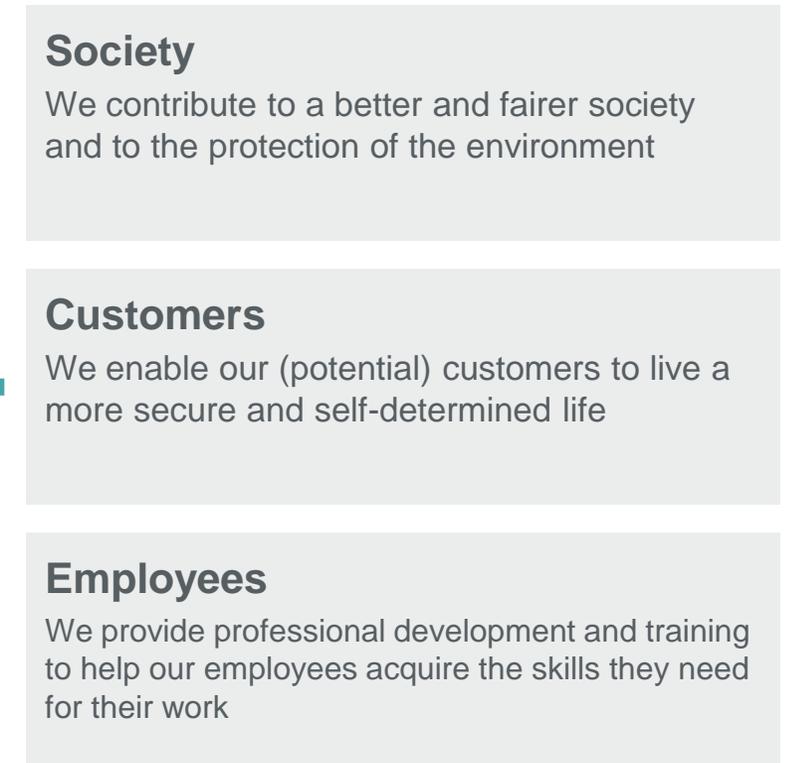
MAIN GOALS OF THE GROUP



SUB-GOALS



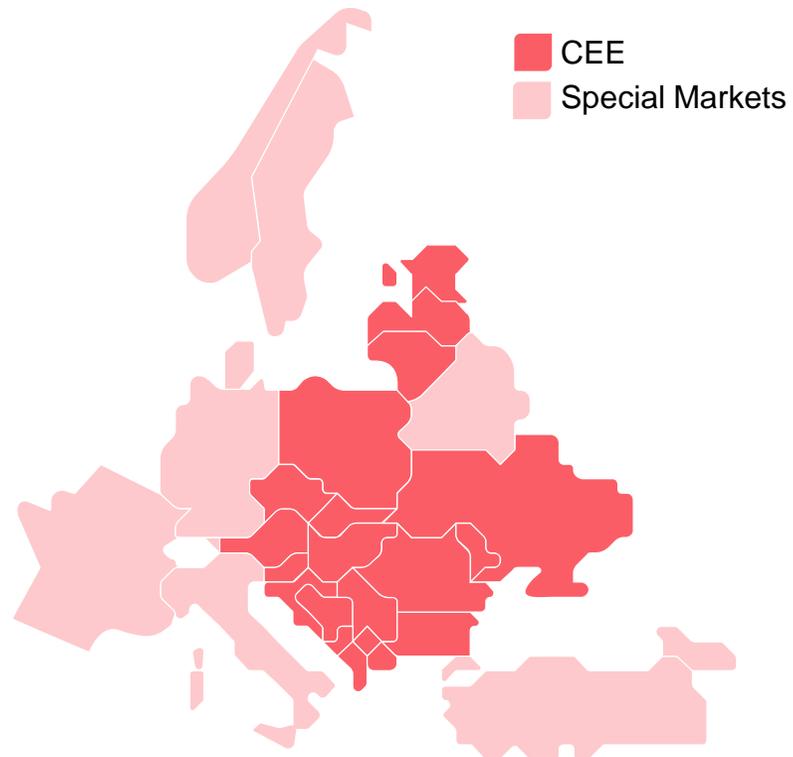
SUPPORTING SUB-GOALS²



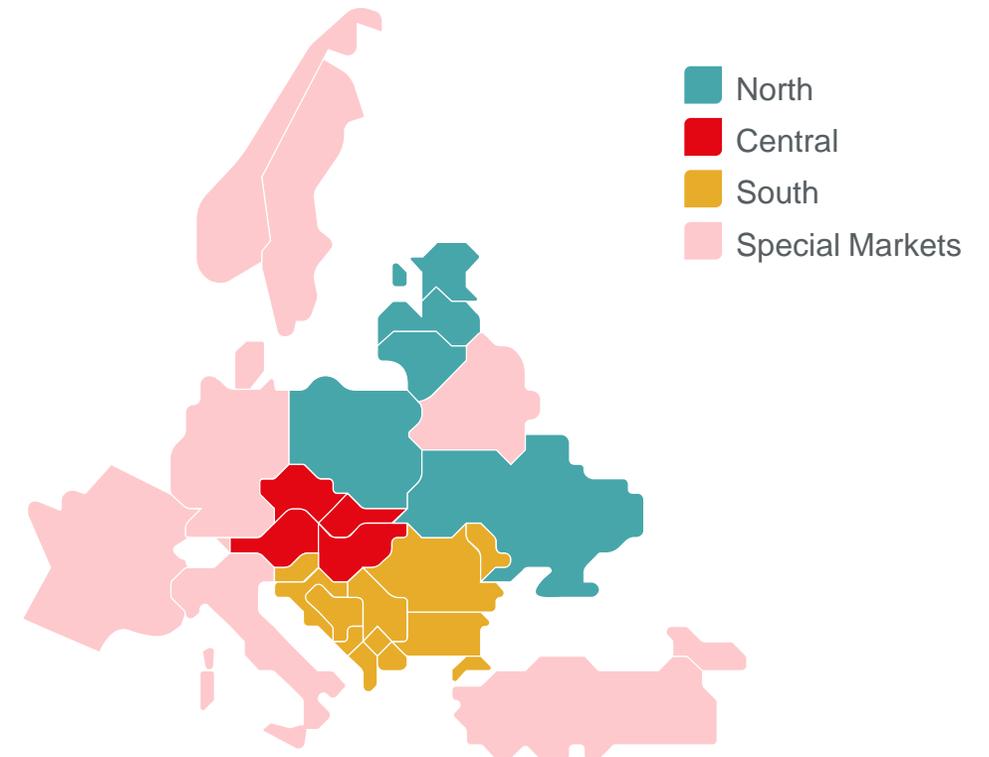
1 Excluding Slovenia | 2 To create sustainable value outside the financial sphere

WE HAVE ESTABLISHED FOUR REGIONS FOR COUNTRY RESPONSIBILITIES

20 MARKETS IN THE CEE AND 10 SPECIAL MARKETS ...



... COUNTRY RESPONSIBILITIES IN THE CEE BY REGION



CHIEF OFFICERS WILL BE ASSIGNED JOINT RESPONSIBILITY FOR THE COUNTRIES IN EACH REGION

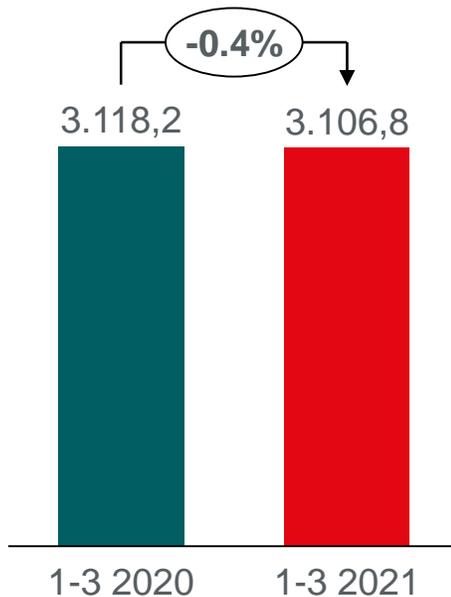


| | STADLER Chief Executive Officer | HIRNER Chief Finance & Risk Officer | THIRRING Chief Technical Officer | LAHNER Chief Operations Officer | LEHEL Chief Innovation Officer |
|------------------------------------------------------------------|-------------------------------------------|-----------------------------------------------|--------------------------------------------|-------------------------------------------|------------------------------------------|
| COUNTRY RESPONSIBILITIES Region North Riener | Poland | Ukraine | | | Estonia Latvia Lithuania |
| Region Central Löger | Austria Czech Republic | | Slovakia | | Hungary |
| Region South Höfinger | Serbia | Albania Kosovo | Croatia, Moldova Romania, Slovenia | Bulgaria Montenegro | Bosnia and Herzegovina Macedonia |
| Special Markets | Germany | Liechtenstein Belarus Germany | Turkey Georgia Liechtenstein | Georgia Turkey | Belarus |

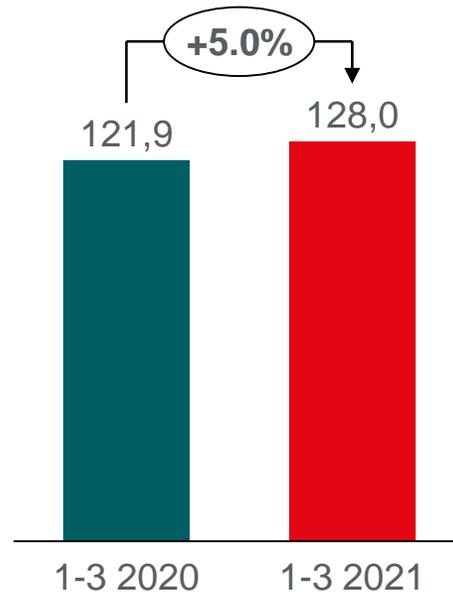


CURRENT FIGURES FOR Q1 2021

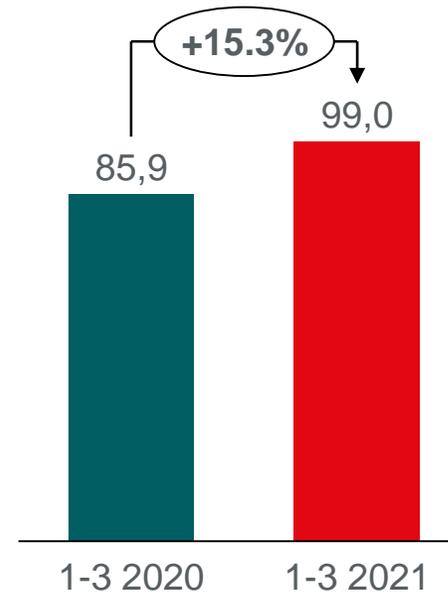
Premiums written
~EUR 3.1 billion



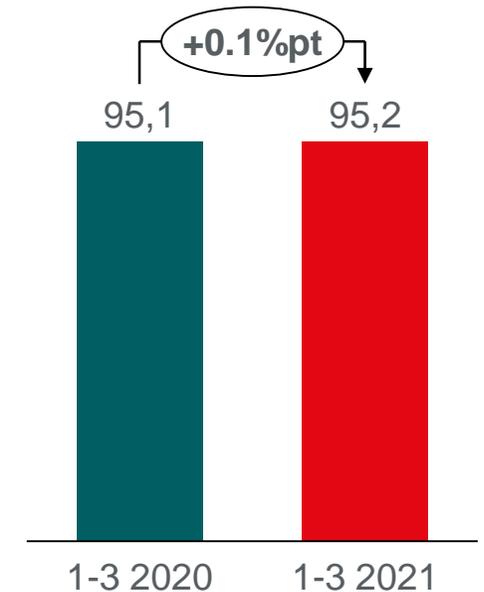
Result before taxes
EUR 128.0 million



Result after taxes¹
EUR 99.0 million



Combined ratio
95.2%

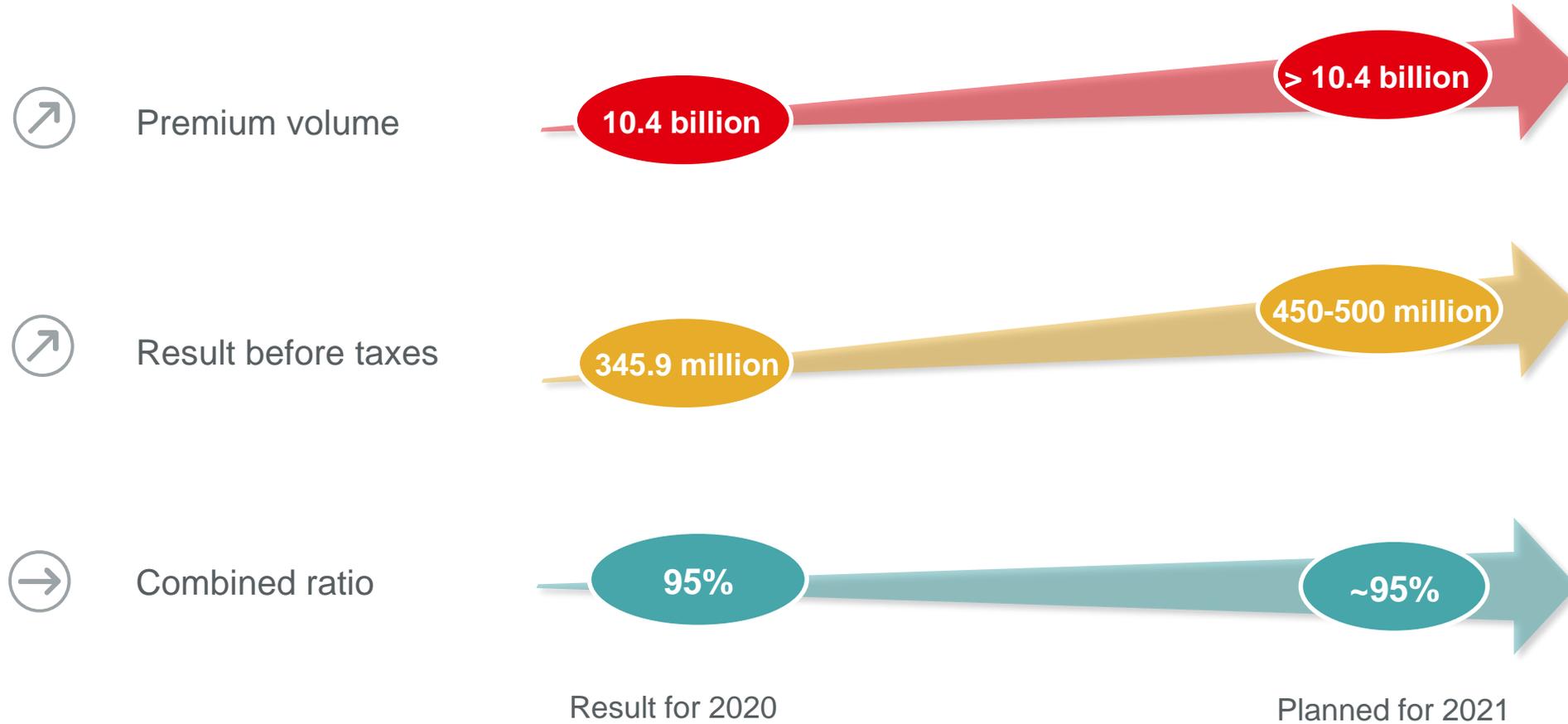


¹ Result after taxes and minority interests



OUTLOOK FOR 2021

Figures in EUR



30TH ANNUAL GENERAL MEETING

Vienna Insurance Group AG
Wiener Versicherung Gruppe

Vienna, 21 May 2021



GENERAL DEBATE



VOTING



VIG 

VIENNA INSURANCE GROUP

Schützen, was zählt.