

Announcement according to §139 BörseG

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VIENNA INSURANCE GROUP AG Wiener Versicherung Gruppe announces a Tender Offer in respect of its EUR 500,000,000 5.5% 2043 non-call 2023 Notes (ISIN: AT0000A12GN0) and proposed issue of new Subordinated Fixed to Floating Rate Notes under its Tier 2 Notes Issuance Programme

Vienna, 6 June 2022

VIENNA INSURANCE GROUP AG Wiener Versicherung Gruppe (the "**Company**") announces an invitation to eligible holders (the "**Noteholders**") of its outstanding EUR 500,000,000 5.5% 2043 non-call 2023 Notes (ISIN: AT0000A12GN0) (the "**Notes**") to tender any and all such Notes for purchase by the Company for cash (the "**Offer**" or the "**Repurchase**").

The Offer is being made on the terms and subject to the conditions contained in a tender offer memorandum dated 6 June 2022 (the "**Tender Offer Memorandum**") prepared by the Company and is subject to the offer restrictions set out below and as more fully described in the Tender Offer Memorandum. The Offer will be made exclusively on the basis of, and subject to the terms and conditions of, the Tender Offer Memorandum, which will be available as from today on request from Kroll Issuer Services Limited (+44 (0)20 7704 0880 / vig@is.kroll.com) in its capacity as global tender agent and Erste Group Bank AG (+43 (0) 5 0100 – 84053 / FSyndicate0604@erstegroup.com) in its capacity as Austrian tender agent (together the "**Tender Agents**"). **Noteholders are advised to read carefully the Tender Offer Memorandum for full details of, and information on the procedures for, participating in the Offer.**

The Company is not under any obligation to accept for purchase any Notes tendered pursuant to the Offer. The acceptance for purchase by the Company of Notes tendered pursuant to the Offer is at the sole discretion of the Company and tenders may be rejected by the Company for any reason.

The Company will pay for Notes accepted by it for purchase pursuant to the Offer (and subject to satisfaction or waiver of the New Financing Condition) at a price which will be determined in the manner described in the Tender Offer Memorandum. The Company will also pay an Accrued Interest Payment in respect of Notes accepted for purchase pursuant to the Offer.

The Company further announces its intention to issue Subordinated Fixed to Floating Rate Notes under its Tier 2 Notes Issuance Programme dated 20 May 2022 (the "**New Notes**"). The purchase of any Notes by the Company pursuant to the Offer is subject to, without limitation, the successful

completion (in the sole determination of the Company) of the offering of the New Notes (the "**New Financing Condition**").

In order to participate in, and be eligible to receive the Purchase Price and the accrued interest pursuant to, the Offer, Noteholders must validly tender their Notes for purchase by delivering, or arranging to have delivered on their behalf, a valid tender instruction that is received by the Tender Agents no later than by 5 p.m. (CEST) on 14 June 2022, unless extended, re-opened, amended, shortened and/or terminated as provided in the Tender Offer Memorandum. Tender instructions must be submitted in respect of a minimum principal amount of Notes of no less than EUR 100,000, being the denomination of the Notes.

Investors in the Notes may receive priority allocation in the offering of the New Notes (subject to the terms and conditions of the Tender Offer Memorandum).

Any investment decision to purchase any New Notes should be made solely on the basis of the information contained in the base prospectus, dated 20 May 2022 (the "**Prospectus**") and the Final Terms prepared in connection with the issue of the New Notes and their admission to listing on the Vienna Stock Exchange and to trading on the regulated market (the "**Final Terms**"), and no reliance is to be placed on any representations other than those contained in the Prospectus and the Final Terms.

This announcement and the Tender Offer Memorandum do not constitute an invitation to participate in the Offer in any jurisdiction in which, or to any person to or from whom, it is unlawful to make such invitation or for there to be such participation under applicable securities laws.

The distribution of this notice and the Tender Offer Memorandum in certain jurisdictions may be restricted by law. Persons into whose possession this notice and the Tender Offer Memorandum comes are required by the Company and the Tender Agents to inform themselves about, and to observe, any such restrictions. See "Offer and Distribution Restrictions" in the Tender Offer Memorandum.

The Offer, in conjunction with an issue of New Notes, is being made as part of the Company's active management of its capital base. The Offer will also provide liquidity for investors in the Notes concurrent with the opportunity to redeploy funding into the Company's proposed New Notes.

Legal notice/disclaimer:

This communication is for information purposes only and does not constitute an offer to sell or an offer or solicitation to buy or subscribe to securities, nor does it constitute financial analysis or advice or a recommendation relating to financial instruments.

The Offer and the New Notes are not being, and will not be, offered or sold in the United States. Nothing in this announcement and the Tender Offer Memorandum constitutes an offer to sell or the solicitation of an offer to buy the New Notes in the United States or any other jurisdiction. Securities may not be offered, sold or delivered in the United States absent registration under, or an exemption from the registration requirements of, the United States Securities Act of 1933, as amended (the "**Securities Act**"). The New Notes have not been, and will not be, registered under the Securities Act or the securities laws of any state or other jurisdiction of the United States and may not be offered,

sold or delivered, directly or indirectly, within the United States or to, or for the account or benefit of, U.S. persons (as defined in Regulation S under the Securities Act).

This notice and the materials referred to therein are not for distribution, directly or indirectly, in or into the United States of America. The Offer referenced herein is not being made, directly or indirectly, in or into the United States, or by use of the mails, or by any means or instrumentality (including, without limitation, e-mail, facsimile transmission, telephone and the internet) of interstate or foreign commerce, or of any facility of a national securities exchange, of the United States. The Offer cannot be accepted by any such use, means, instrumentality or facility or from within the United States of America.

Nothing in this notice and the Tender Offer Memorandum constitutes an offer to buy or the invitation to offer to sell securities in Italy (except as set out in the Tender Offer Memorandum), Belgium (except as set out in the Tender Offer Memorandum), the Republic of France (except as set out in the Tender Offer Memorandum) or any other jurisdiction in which such offer or solicitation would be unlawful. The Tender Offer Memorandum and the Offer may only be communicated to persons in the United Kingdom in circumstances where section 21 (1) of the Financial Services and Markets Act 2000 does not apply.

This communication does not constitute and shall not, in any circumstances, constitute a public offering nor an invitation to the public in connection with any offer within the meaning of the European Prospectus Regulation (EU) 2017/1129 (the "**Prospectus Regulation**").

A listing prospectus was exclusively prepared for the purpose of admitting the New Notes to trading on the Official Market of the Vienna Stock Exchange. The listing prospectus is available for download free of charge in electronic form from the Company's website at <https://www.vig.com/en/investor-relations/bonds/bond-programmes.html>.

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All news releases are also available at <http://www.vig.com/ir>.