

# Corporate governance report

## **Transparency and stakeholder trust are important to us. Observance of and compliance with the provisions of the Austrian Code of Corporate Governance therefore play an important role.**

The Austrian Code of Corporate Governance was introduced in 2002 and is regularly updated according to legislation and current trends. It is the standard for proper corporate governance and control in Austria. Provisions of the Code contribute to strengthening the trust in the Austrian capital market. The reports that companies are required to publish on compliance with these provisions require a high level of transparency.

VIG Holding is committed to application and compliance with the January 2021 version of the Austrian Code of Corporate Governance. § 243c UGB and § 267b UGB (Consolidated Corporate Governance Report) were also applied when preparing this consolidated corporate governance report.

The Austrian Code of Corporate Governance is available to the public both on the VIG Insurance Group website at <https://vig.com/corporate-governance-vig> and the website of the Austrian Working Group for Corporate Governance at [www.corporate-governance.at](http://www.corporate-governance.at).

VIG Holding sees corporate governance as a continuously changing process that responds to new conditions and current trends for the benefit of the Group and its stakeholders. The goal of all corporate governance measures is to ensure responsible corporate management aimed at long-term growth while simultaneously maintaining effective corporate control.

The Managing Board, Supervisory Board and employees consider observance of and compliance with the rules of the Austrian Code of Corporate Governance to be highly important for the practical implementation of corporate governance. All information concerning their composition and work procedures is presented below.

The rules of the Austrian Code of Corporate Governance are divided into the following three categories:

- Rules based on mandatory legal requirements (“Legal Requirements”)

- Rules that must be observed. Non-compliance with these rules must be declared and explained in order to comply with the Code (“Comply or Explain”)
- Non-compliance with rules which are merely recommendations do not need to be disclosed or explained (“Recommendations”)

VIG Holding complies with the rules of the Austrian Code of Corporate Governance. According to C-Rule 52a of the Austrian Code of Corporate Governance, the number of members on the supervisory board (without employee representatives) shall be ten at most. In 2021, the Supervisory Board of VIG Holding consisted of twelve members elected by the Annual General Meeting. The number of members in the Supervisory Board is due to the fact that the company operates around 50 insurance companies in 30 countries. This makes it possible to include additional expertise with respect to the internationality and further growth of the VIG Group, including in response to increasing regulatory requirements.

The Group’s scope of consolidation also includes capital market-oriented subsidiaries that are required by the legal systems applicable to them to prepare and publish a corporate governance report. These include: Ray Sigorta (Turkey) and Makedonija Osiguruvanje (North Macedonia). The corporate governance reports are available on the respective company websites: <https://www.raysigorta.com.tr/en/about-us/investor-relations>, <https://www.insumak.mk/za-nas/finansiski-izveshtai/> (as an integral part of the annual report). Reference is made to the information in this regard.

The shareholder structure of VIG Holding can be viewed at the following link: [www.vig.com/shareholder-structure](http://www.vig.com/shareholder-structure).

## **MEMBERS OF THE MANAGING BOARD AND THEIR RESPONSIBILITIES**

The VIG Holding Managing Board had the following eight members as of 31 December 2021: Elisabeth Stadler (General Manager (CEO), Chairwoman of the Managing Board), Hartwig Löger (Deputy General Manager, Deputy Chairman of the Managing Board), Liane Hirner (CFRO), Peter Höfinger, Gerhard Lahner (COO), Gábor Lehel (CIO), Harald Riener and Peter Thirring (CTO).

Further information on the members of the Managing Board, including their employment history, is presented below.



**Elisabeth Stadler**  
**General Manager (CEO),**  
**Chairwoman of the Managing Board**  
Year of birth: 1961  
Date first appointed: 1 January 2016  
End of current term of office:  
30 June 2023

**Elisabeth Stadler** studied actuarial mathematics at the Vienna Technical University and began her career in the Austrian insurance industry as a Managing Board Member and Chairwoman. In May 2014, she was awarded the professional title of professor by Federal Minister Gabriele Heinisch-Hosek for her merits for the insurance industry. She held the position of General Manager at Donau Versicherung from September 2014 to March 2016, and has been CEO of VIG Holding since 2016.

**Areas of responsibility:** Management of the VIG Group, Strategy, Bancassurance and International Partnerships, Communications & Marketing, European Affairs and ESG, General Secretariat and Legal, Human Resources, Internal Audit, Sponsoring, Subsidiaries and M&A, Central Functions

**Country responsibilities:** Germany

**Supervisory board positions or comparable positions in other Austrian and foreign companies outside the Group:** OMV Aktiengesellschaft, voestalpine AG, Institute of Science and Technology Austria, Austrian Red Cross

Elisabeth Stadler is also active in the Supervisory Boards of significant\* Vienna Insurance Group companies: Wiener Städtische (Austria), Donau Versicherung (Austria), Kooperativa (Czech Republic), ČPP (Czech Republic), VIG Re (Czech Republic).

\*All companies that contribute at least 2% of written premiums and at least 2% of profit before taxes are considered to be "significant".



**Hartwig Löger**  
**Deputy General Manager, Deputy  
Chairman of the Managing Board**  
Year of birth: 1965  
Date first appointed: 1 January 2021  
End of current term of office:  
30 June 2023

**Hartwig Löger** began his career in the insurance industry in the brokerage business in 1985. After completing his studies in insurance management at the Vienna University of Economics and Business, he joined Allianz as sales manager in Styria in 1989. From 1997 to 2002, he was head of sales at Donau Versicherung. This was followed by a number of senior management positions in the UNIQA Group, most recently as CEO of UNIQA Österreich AG until the end of November 2017. Hartwig Löger was the Minister of Finance for Austria from December 2017 to June 2019. He worked for VIG Insurance Group under an advisory agreement with Wiener Städtische Versicherungsverein, the principal shareholder of VIG Holding, from July 2019 to December 2020.

**Areas of responsibility:** Planning and Controlling, Strategy and Development

**Country responsibilities:** Austria, Slovakia, Czech Republic, Hungary

Hartwig Löger is also active in the Supervisory Boards of significant\* VIG Group companies: Wiener Städtische (Austria), Donau Versicherung (Austria). Kooperativa (Czech Republic), ČPP (Czech Republic), Kooperativa (Slovakia)



**Liane Hirner, CFRO**  
Year of birth: 1968  
Date first appointed: 1 February 2018  
End of current term of office:  
31 January 2023

**Liane Hirner** studied business administration in Graz. Before joining VIG Insurance Group, she worked at PwC Austria's audit department where she started in 1993, and when she left, Liane Hirner was partner in the insurance area. In addition to her work as an auditor, Liane Hirner has also been involved in many professional associations, such as the IFRS Working Group of the Austrian Insurance Association and the Insurance Working Party of Accountancy Europe in Brussels. Liane Hirner was appointed to the VIG Holding Managing Board on 1 February 2018. She assumed the position of Chief financial officer on 1 July 2018. In 2019, EIOPA appointed Liane Hirner as a new member of the Insurance & Reinsurance Stakeholder Group (IRSG).

**Areas of responsibility:** Asset Risk Management, Digitalisation, Finance and Risk, Enterprise Risk Management, Finance Department, Investor Relations

**Country responsibilities:** Liechtenstein

**Supervisory board positions or comparable positions in other Austrian and foreign companies outside the Group:** Autoneum Holding AG, Winterthur, Switzerland

Liane Hirner is also active in the Supervisory Boards of significant\* VIG Group companies: Donau Versicherung (Austria)

\*All companies that contribute at least 2% of written premiums and at least 2% of profit before taxes are considered to be "significant".



**Peter Höfing**

Year of birth: 1971

Date first appointed: 1 January 2009

End of current term of office:

30 June 2023

**Peter Höfing** studied law at the University of Vienna and University of Louvain-la-Neuve (Belgium). Peter Höfing has been a member of the VIG Holding Managing Board since 1 January 2009. Prior to that, he was a director of the Managing Board at Donau Versicherung, responsible for sales and marketing. He joined this company in 2003. Previously, he held positions as managing board chairman and managing board member outside the Group in Hungary, the Czech Republic and Poland.

**Areas of responsibility:** Corporate Business, Reinsurance

**Country responsibilities:** Albania, Bosnia-Herzegovina, Bulgaria, Kosovo, Croatia, Moldova, Montenegro, North Macedonia, Romania, Serbia

Peter Höfing is also active in the Supervisory Boards of significant\* Vienna Insurance Group companies: VIG Re (Czech Republic).



**Gerhard Lahner, COO**

Year of birth: 1977

Date first appointed: 1 January 2020

End of current term of office:

30 June 2023

**Gerhard Lahner** studied business administration at the Vienna University of Economics and Business and has held a variety of positions for VIG Insurance Group since 2002. He was a member of the Managing Boards of Austrian insurance companies Donau Versicherung and Wiener Städtische and Czech companies Kooperativa and ČPP. Gerhard Lahner was also a substitute member of the VIG Holding Managing Board from 1 January 2019 to 31 December 2019.

**Areas of responsibility:** Asset Management (incl. Real Estate), Holding IT, Process- & Project Management, Treasury incl. Asset Liability Management, VIG Corporate IT

**Country responsibilities:** Georgia

**Supervisory board positions or comparable positions in other Austrian and foreign companies outside the Group:** Wien 3420 Aspern Development AG, Wiener Börse AG, Aktienforum

Gerhard Lahner is also active in the Supervisory Boards of significant\* Vienna Insurance Group companies: Kooperativa (Czech Republic), ČPP (Czech Republic), VIG Re (Czech Republic).

\*All companies that contribute at least 2% of written premiums and at least 2% of profit before taxes are considered to be "significant".



**Gábor Lehel, CIO**

Year of birth: 1977

Date first appointed: 1 January 2020

End of current term of office:

30 June 2023

**Gábor Lehel** studied business administration with a major in finance in Tatabánya and Budapest (Hungary). He joined VIG Insurance Group in 2003, where he worked in Controlling and as head of the General Secretariat at VIG Holding before being appointed to the Managing Board of the Hungarian insurance company UNION Biztosító in 2008. He was General Manager of UNION Biztosító from mid-2011 to 31 December 2019. From 1 January 2016 to 31 December 2019, he was also a substitute member of the Managing Board of VIG Holding.

**Areas of responsibility:** Innovation

**Country responsibilities:** Belarus



**Harald Riener**

Year of birth: 1969

Date first appointed: 1 January 2020

End of current term of office:

30 June 2023

**Harald Riener** studied social and economic sciences at the Vienna University of Economics and Business and joined the Group in 1998, where he worked in the marketing area for Donau Versicherung and Wiener Städtische until 2001. After working for a media publishing company, he returned to the Group in 2006 as Marketing Manager of VIG Holding. He became a member of the Managing Board in Croatia in 2010, and was appointed CEO in 2012. From 2014 to 2019, Harald Riener was a member of the Managing Board of Donau Versicherung where he was responsible for distribution and marketing.

**Areas of responsibility:** Assistance, Customer Experience, Tool Box Sales

**Country responsibilities:** Estonia, Latvia, Lithuania, Poland, Ukraine

**Supervisory board positions or comparable positions in other Austrian and foreign companies outside the Group:** VIG/C-QUADRAT



**Peter Thirring, CTO**

Year of birth: 1957

Date first appointed: 1 July 2018

End of current term of office:

30 June 2023

**Peter Thirring** studied law at the University of Vienna. He has used his more than 30 years of insurance experience in the Generali insurance group. He was General Manager of Donau Versicherung from March 2016 to the end of June 2018. Peter Thirring was appointed to the VIG Holding Managing Board on 1 July 2018.

**Areas of responsibility:** Actuarial Department, Active Reinsurance, Anti Money Laundering, Compliance, Insurance Life/Non-Life Retail

**Country responsibilities:** Turkey

Peter Thirring is also active in the Supervisory Boards of significant\* Vienna Insurance Group companies: Kooperativa (Slovakia), Donau Versicherung (Austria), Wiener Städtische (Austria), VIG Re (Czech Republic).

\*All companies that contribute at least 2% of written premiums and at least 2% of profit before taxes are considered to be "significant".

The curriculum vitae of the members of the Managing Board are available on the website at [www.vig.com/management](http://www.vig.com/management).

## MEMBERS OF THE SUPERVISORY BOARD

The Supervisory Board had the following twelve members as of 31 December 2021:

**Günter Geyer**  
**Chairman**

Year of birth: 1943

Date first appointed: 2014

End of current term of office: 2024

Günter Geyer joined Wiener Städtische in 1974 and was appointed to the Managing Board in 1988. In 2001, he became General Manager and Chairman of the Managing Board of Wiener Städtische. The Group's entry into the CEE market, with the establishment of the Kooperativa insurance companies in Bratislava and Prague and expansion into other CEE countries to become a major international insurance group, began under his leadership. Günter Geyer received many national and international awards for his involvement in these countries. For example, he received an honorary doctorate degree from the University of Economics in Bratislava for his contribution to the development of the insurance industry in the Republic of Slovakia. Günter Geyer resigned from his position as Chairman of the Managing Board of VIG Holding on 31 May 2012. He has held

the position of Chairman of the Supervisory Board of Wiener Städtische since 2009 and Chairman of the Supervisory Board of VIG Holding since 2014. He was also the Chairman of the Managing Board of Wiener Städtische Wechselseitiger Versicherungsverein until the end of 2020. He has been Chairman of the Supervisory Board of Wiener Städtische Wechselseitiger Versicherungsverein since January 2021.

**Rudolf Ertl**  
**1<sup>st</sup> Deputy Chairman**

Year of birth: 1946

Date first appointed: 2014

End of current term of office: 2024

Rudolf Ertl is Doctor of Laws and has been with the Group since 1972. He was a Member of the Managing Board of Wiener Städtische until the end of 2008 and a Member of the Managing Board of Donau Versicherung until June 2009. He was a Member of the Managing Board of Wiener Städtische Wechselseitiger Versicherungsverein until the end of 2020 and has been a Member of the Supervisory Board of Wiener Städtische Wechselseitiger Versicherungsverein since January 2021. The insurance expertise and Group experience he has gained over many years, and his knowledge of the CEE region make Rudolf Ertl a major asset to the Company as 1<sup>st</sup> Deputy Chairman of the Supervisory Board.

**Robert Lasshofer****2<sup>st</sup> Deputy Chairman**

Year of birth: 1957

Date first appointed: 2021

End of current term of office: 2024

Robert Lasshofer has decades of top experience in the insurance industry and has been the General Manager and Chairman of the Managing Board of Wiener Städtische Wechselseitiger Versicherungsverein since 2021. He was General Manager and Chairman of the Managing Board of Wiener Städtische until the end of 2020. He has a degree in economics and is acting president of the Austrian Insurance Association (WVO).

**Martina Dobringer**

Year of birth: 1947

Date first appointed: 2011

End of current term of office: 2024

Martina Dobringer held various management positions in the Coface group starting in 1989 and brings her extensive knowledge of the international insurance industry with her. As Chairwoman of the Managing Board of Coface Central Europe Holding AG, she laid the cornerstone for Coface's successful expansion into this region. From 2001 to 2011, she was General Manager and Chairwoman of the Managing Board of Coface Austria Holding AG. In 2011, she was awarded the Grand Decoration of Honour in Silver for Services to the Republic of Austria, and in 2006 she became the first Austrian businesswoman to receive the highest French honour ("Chevalier dans l'ordre de la Légion").

**Zsuzsanna Eifert**

Year of birth: 1978

Date first appointed: 2021

End of current term of office: 2024

Zsuzsanna Eifert graduated in finance and accounting in Budapest and has many years of experience in the telecommunications sector in Central and Eastern Europe. She is currently head of Internal Audit and Risk Management for the Hungarian Telekom subsidiary Magyar Telekom Group. At T-Mobile Austria, she was the head of Internal Audit, Risk Management and Internal Controls. She previously held these positions at T-Mobile CZ and Slovak Telekom, which also belong to Deutsche Telekom AG. From 2008 to 2011, Zsuzsanna Eifert was CFO of the telecommunications company Invitel International Group.

**Gerhard Fabisch**

Year of birth: 1960

Date first appointed: 2017

End of current term of office: 2024

Gerhard Fabisch studied business administration and economics. He joined the Steiermärkische Bank und Sparkassen AG in 1985 and was made a member of the Managing Board in 2001 and Chairman of the Managing Board in 2004. Steiermärkische Bank und Sparkassen AG has a number of affiliated companies abroad, including in Croatia, Serbia and Bosnia-Herzegovina.

**Peter Mihók**

Year of birth: 1948

Date first appointed: 2019

End of current term of office: 2024

Since 1992, Peter Mihók has been Chairman of the Slovakian Chamber of Trade and Industry, Honorary Chair of the World Chambers Federation of the International Chamber of Commerce in Paris and advisor in the EU Economic and Social Committee in Brussels, among other things. He studied at the University of Economics in Bratislava and received a Ph.D. degree in the area of East-West economic relations and an honorary doctorate from the University of Economics in Bratislava. In addition to numerous other awards, he received the Grand Decoration of Honour in Gold for Services Rendered to the Republic of Austria in 2013 from Heinz Fischer, the President of Austria at that time.

**Heinz Öhler**

Year of birth: 1945

Date first appointed: 2002

End of current term of office: 2024

Heinz Öhler joined the Tiroler Gebietskrankenkasse in 1970, where he initially held a position as head of the Finance Department and later held an executive position until 2011. In this position he managed country-wide projects and represented regional health insurance funds in a variety of ministerial committees, among other things. In March 2007, he was awarded the Grand Decoration of Honour in Gold for Services to the Republic of Austria for his work related to Austrian social security. He has held many positions in the sports world, including being appointed as a Member of the Tyrolean State Sports Council in November 2016. Heinz Öhler was elected Chairman of the Supervisory Board of Alpenländische Gemeinnützige WohnbauGmbH, Innsbruck, in June 2021.

**Georg Riedl**

Year of birth: 1959

Date first appointed: 2014

End of current term of office: 2024

After completing his legal studies at the University of Vienna, Georg Riedl has worked as an independent lawyer since 1991. His areas of expertise include company and tax law, mergers & acquisitions, as well as private foundation law and contract law, at which his activities cover national and international transactions. George Riedl has been a Member of the Managing Board of Wiener Städtische Wechselseitiger Versicherungsverein since July 2021.

**Gabriele Semmelrock-Werzer**

Year of birth: 1958

Date first appointed: 2017

End of current term of office: 2024

After holding positions at the Austrian branches of Chase Manhattan Bank AG and Crèdit Lyonnais AG, Gabriele Semmelrock-Werzer worked for Erste Group Bank AG in a variety of areas starting in 1995. She headed the Group Investor Relations department from 1999 to 2010, and in addition to international communications also actively assisted the expansion of the Erste Group into the CEE region and spent time in Prague and Bucharest. Since 2011, she has been Chairwoman of the Managing Board of Kärntner Sparkasse AG, which also holds a 70% interest in Sparkasse d.d. in Slovenia.

**Katarína Slezáková**

Year of birth: 1976

Date first appointed: 2020

End of current term of office: 2024

Katarína Slezáková graduated from the Faculty of Business Management at the University of Economics in Bratislava and has many years of experience in marketing and communications for technology and industrial companies (e.g. Siemens IT Solutions and Services Slovakia, Siemens s.r.o. Slovakia, Siemens AG Österreich, Medirex a.s.). Katarína Slezáková is currently the Head of Marketing for CzechToll and SkyToll, two companies in the Czech Republic and Slovakia that are leaders in the area of intelligent transport information systems.

**Gertrude Tumpel-Gugerell**

Year of birth: 1952

Date first appointed: 2012

End of current term of office: 2024

Gertrude Tumpel-Gugerell was Vice Governor of the National Bank of Austria (OeNB) from 1998 to 2003 and member of the Board of Directors from 1997 to 2003. She also has many years of international experience, at the European level in particular. She was the Austrian Vice Governor to the International Monetary Fund and a member of the Economic and Financial Committee – the most important economic policy advisory committee of the European Union. Gertrude Tumpel-Gugerell was responsible for the Economics and Financial Markets divisions at the National Bank of Austria. From 2003 to 2011, she was a member of the Executive Board of the European Central Bank.

The curriculum vitae of the members of the Supervisory Board are available on the website at [www.vig.com/supervisory-board](http://www.vig.com/supervisory-board).

**Changes during the reporting year**

Zsuzsanna Eifert and Robert Lasshofer were elected as new members of the Supervisory Board at the Annual General Meeting on 21 May 2021. Their election became effective upon entry of the amendment to the articles of association in the commercial register on 15 July 2021.

In 2021, the Supervisory Board elected Robert Lasshofer as 2<sup>nd</sup> Deputy Chairman of the Supervisory Board effective at the end of the constitutive meeting of the Supervisory Board on 6 September 2021.

**SUPERVISORY BOARD INDEPENDENCE**

In accordance with Rule 53 of the Austrian Code of Corporate Governance, the Supervisory Board of VIG Holding has established the following criteria defining independence:

- The Supervisory Board Member has not been a Member of the Managing Board or a senior manager of the Company or subsidiary of the Company in the last five years.
- The Supervisory Board Member does not have a business relationship with the Company or a subsidiary of the Company that is of such significant scope for the Supervisory Board Member that it affects their activities on the Supervisory Board to the detriment of the Company. This also applies to business relationships with companies in which the Supervisory Board Member has a considerable economic interest. The approval of individual transactions by the Supervisory Board in



accordance with § 95 (5) (12) of the Austrian Stock Corporation Act (AktG) or § 15 (2) (I) of the Articles of Association does not automatically lead to a classification of non-independence. For the purpose of clarification, it is expressly noted that purchase or existence of insurance policies with the Company has no adverse effect on independence.

- The Supervisory Board Member has not been an auditor of the Company's financial statements, or held an ownership interest in or been an employee of the auditing company executing such audits in the last three years.
- The Supervisory Board Member is not a member of the Managing Board of another company that has a member of the Company's Managing Board on its Supervisory Board.
- The Supervisory Board Member is not a close family member (direct descendant, spouse, partner, parent, uncle, aunt, brother, sister, niece, nephew) of a Member of the Managing Board or individuals holding one of the positions described above.

The Supervisory Board as a whole is considered to be independent if at least 50% of the members elected by the Annual General Meeting satisfy the criteria above for the independence of a Supervisory Board Member.

Each Member of the Supervisory Board has declared whether they can be considered independent based on the criteria specified by the Supervisory Board. Peter Mihók and Robert Lassofer have each stated that they are not independent based on the independence criteria specified by the Supervisory Board. All other Supervisory Board Members were independent based on the criteria indicated.

No Supervisory Board Member holds more than 10% of the Company's shares.

The following Supervisory Board Members exercised supervisory mandates or comparable positions in other Austrian or foreign listed companies as of 31 December 2021:

**Georg Riedl**

AT & S Austria Technologie & Systemtechnik Aktiengesellschaft

**Robert Lassofer**

AT & S Austria Technologie & Systemtechnik Aktiengesellschaft

**Gertrude Tumpel-Gugerell**

AT & S Austria Technologie & Systemtechnik Aktiengesellschaft

Commerzbank AG

OMV Aktiengesellschaft

**PROCEDURES FOLLOWED BY THE MANAGING BOARD AND BY THE SUPERVISORY BOARD AND ITS COMMITTEES**

**Managing Board**

The Managing Board manages the business of the Company under the leadership of its Chairperson and within the constraints of the law, articles of association, procedural rules of the Managing Board and procedural rules of the Supervisory Board.

The Managing Board meets when needed (generally each week or every two weeks) to discuss current business developments and makes the necessary decisions and resolutions during these meetings. The Managing Board Members continuously exchange information with each other and the heads of various departments.

**Supervisory Board**

The Supervisory Board performs all activities defined under the law, articles of association and the procedural rules of the Supervisory Board. In order to ensure effectiveness and efficiency of its activities and procedures, the Supervisory Board examines its procedures regularly, but at least once a year in the form of a self-evaluation. The Supervisory Board's evaluation of its activities in 2021 found that its organisational structure and procedures were satisfactory in terms of efficiency and in compliance with the law. It found no need for change or desire for change in the practices followed to date.

The Supervisory Board and its committees, Chairpersons and Deputy Chairpersons continuously monitor and regularly examine Company management as well as the activities of the Managing Board in terms of managing and monitoring the Group. Detailed presentations and discussions during meetings of the Supervisory Board and its committees are used for this purpose, as are thorough and, in some cases, in-depth discussions with the members of the Managing Board who provide detailed explanations and supporting documentation relating to the management and financial position of the Company and the Group. Strategy, business development (overall and in individual regions),

risk management, the internal control system, internal audit activities, the compliance function, actuarial function and reinsurance – at the VIG Holding level as well as at Group level – are also discussed during these meetings.

The Supervisory Board and the Audit Committee also directly engage with the financial statements auditor and the consolidated financial statements auditor in order to familiarise themselves with the accounting process and audit progress, and to inquire whether the audit has produced any important findings. Provision was made for exchanges between the Members of the Audit Committee and the (consolidated) financial statements auditor in such meetings without the presence of the Managing Board, but no Member of the Audit Committee took advantage of this opportunity during the reporting year. During the meetings about annual and consolidated financial statements, the audit reports are discussed with the audit managers both in the Audit Committee and in the entire Supervisory Board. The Audit Committee examined the Solvency and Financial Condition Report (SFCR) at both the solo and Group levels and reported its findings to the Supervisory Board. No facts or circumstances were found that would have provided grounds for objection.

The internal audit department provides quarterly reports to the Audit Committee. If necessary, the head of internal audit provides detailed explanations of individual issues and audit focal points. The head of internal audit also submits the annual audit plan to the Audit Committee for approval. The Managing Board explains the organisation and effectiveness of the internal control system, internal audit and the risk management system to the Audit Committee at least once a year, and provides the Audit Committee with a written report on this subject so that it can confirm the efficiency of the systems. The Audit Committee also examines the report and assessment of the functioning of the risk management system prepared by the (consolidated) financial statements auditor and reports its findings to the Supervisory Board.

The Audit Committee also dealt with the VIG Holding and VIG Group ORSA reports and the IT security report in 2021 and reported on them to the Supervisory Board. The Audit Committee and Supervisory Board as a whole also received the 2021 sustainability report (consolidated non-financial report) from the Managing Board, and reviewed and carefully examined it.

At least once a year, the Managing Board presents the Supervisory Board with the measures to be taken by the VIG companies in order to prevent corruption, and the Supervisory Board discusses those.

When preparing the proposal for the Annual General Meeting regarding the election of a new Supervisory Board Member, the Supervisory Board takes into account the professional and personal requirements provided for by law and the Austrian Code of Corporate Governance that a Supervisory Board Member must satisfy and observe.

The Audit Committee and Supervisory Board also strictly ensure that all of the requirements and conditions provided for under the law and Austrian Code of Corporate Governance are fully satisfied when preparing the proposal regarding the election of the (consolidated) financial statements auditor for the Annual General Meeting. As a public-interest entity, the special additional rules for external and internal rotation applicable to insurance companies and the special tendering process are observed. In addition, after the audit of the consolidated financial statements has been completed, the Supervisory Board is provided with a list showing the total audit expenses of all Group companies. This list provides a separate breakdown of expenses relating to the consolidated financial statements auditor and the members of the network to which the consolidated financial statements auditor pertains. The same goes for other financial statements auditors who work for the Group.

The Supervisory Board established five committees to increase its efficiency and to address complex matters: Committee for Urgent Matters (Working Committee), Audit Committee (Accounts Committee), Committee for Managing Board Matters (Personnel Committee), Strategy Committee and Nomination Committee.

The Supervisory Board also dealt with IT security issues in financial year 2021.

The Managing Board and Supervisory Board prepared a remuneration report for financial year 2021.

In 2021, the Supervisory Board appointed Hartwig Löger as Deputy Chairman of the Managing Board effective 15 September 2021.

The Supervisory Board also dealt with important sustainability issues. Sustainability – such as the EU requirements for sustainable finance or an update on dealing with sustainability risks – was regularly discussed in Supervisory Board meetings during the reporting period.

## **SUPERVISORY BOARD COMMITTEES**

### **COMMITTEE FOR URGENT MATTERS (WORKING COMMITTEE)**

The Committee for Urgent Matters (Working Committee) decides on matters that require approval of the Supervisory Board, but cannot be deferred to the next ordinary Supervisory Board meeting because of particular urgency.

**Günter Geyer** (Chairman)

Substitute: Gertrude Tumpel-Gugerell

**Rudolf Ertl**

Substitute: Martina Dobringer

**Robert Lasshofer**

Substitute: Georg Riedl

### **AUDIT COMMITTEE (ACCOUNTS COMMITTEE)**

The Audit Committee (Accounts Committee) is responsible for the duties assigned to it by law and is, in particular, responsible for the duties assigned in § 92 (4a)(4) of the Austrian Stock Corporation Act (AktG), § 123 (9) of the Austrian Insurance Supervision Act (VAG) and Regulation (EU) No. 537/2014, namely:

1. to monitor the accounting process and provide recommendations or suggestions to ensure its reliability;
2. to monitor the effectiveness of the Company's internal control system and the internal audit function and risk management system;
3. to monitor the audit of the financial statements and consolidated financial statements taking into account findings and conclusions in reports published by the supervisory authority for financial statement auditors in accordance with § 4 (2)(12) of the Austrian Auditor Supervision Act (APAG);

4. to check and monitor the independence of the financial statement auditor (consolidated financial statement auditor), in particular with respect to the additional services provided for the audited company; Art. 5 of Regulation (EU) No. 537/2014 and § 271a (6) UGB apply;

5. to report the results of the financial statement audit to the Supervisory Board and explain how the financial statement audit has contributed to the reliability of the financial reports and the role of the Audit Committee in this;

6. to audit the annual financial statements and prepare their approval, examine the proposal for appropriation of profits, the management report, the solvency and financial condition report and corporate governance report, and present a report on the results of the audit to the Supervisory Board;

7. to audit the consolidated financial statements and Group management report, the solvency and financial condition report at Group level and the corporate governance report at consolidated level, and report the results of the audit to the Supervisory Board;

8. to perform the procedure to elect the financial statement auditor (consolidated financial statement auditor) taking into account the appropriateness of the fees in accordance with Art. 4 of Regulation (EU) No. 537/2014 and the rotation periods in Art. 17 of Regulation (EU) No. 537/2014, and recommend appointment of a financial statements auditor (consolidated financial statements auditor) to the Supervisory Board in accordance with Art. 16 of Regulation (EU) No. 537/2014.

Furthermore, in a meeting (another meeting, in addition to the meeting required by law), the Audit Committee (Accounts Committee) specifies how the two-way communication between the (consolidated) financial statements auditor and the Audit Committee (Accounts Committee) has to take place, while making provision for exchanges to take place between the Audit Committee (Accounts Committee) and the (consolidated) financial statements auditor without the presence of the Managing Board.

Members of the Audit Committee are experienced financial experts with knowledge and practical experience in finance, accounting and reporting that satisfy the requirements of the Company.

Chairwoman:

**Gertrude Tumpel-Gugerell**

Deputy Chairwoman:

**Martina Dobringer**

Other members:

**Zsuzsanna Eifert**

**Rudolf Ertl**

**Günter Geyer**

**Robert Lasshofer**

**Peter Mihók**

**Katarína Slezáková**

If a member is unable to attend, Gabriele Semmelrock-Werzer will attend the meeting, and if she is also unable to attend, Heinz Öhler will attend. If Gertrude Tumpel-Gugerell is unable to attend, the meeting will be chaired by Martina Dobringer.

#### **COMMITTEE FOR MANAGING BOARD MATTERS (PERSONNEL COMMITTEE)**

The Committee for Managing Board Matters (Personnel Committee) deals with personnel matters of the Managing Board. The Committee for Managing Board Matters therefore decides on employment contract terms with Members of the Managing Board and their remuneration and examines remuneration policies at regular intervals.

**Günter Geyer** (Chairman)

**Rudolf Ertl**

**Georg Riedl**

Substitute in the event that a member is unable to attend:  
Robert Lasshofer

#### **STRATEGY COMMITTEE**

The Strategy Committee cooperates with the Managing Board and, when appropriate, with experts that it consults in order to prepare fundamental decisions that will subsequently be decided upon by the entire Supervisory Board.

**Günter Geyer** (Chairman)

Substitute: Gertrude Tumpel-Gugerell

**Zsuzsanna Eifert**

Substitute: Gabriele Semmelrock-Werzer

**Rudolf Ertl**

Substitute: Martina Dobringer

**Robert Lasshofer**

Substitute: Georg Riedl

**Peter Mihók**

Substitute: Katarína Slezáková

#### **NOMINATION COMMITTEE**

The Nomination Committee submits proposals to the Supervisory Board for filling positions that become available on the Managing Board and handles issues of successor planning.

**Günter Geyer** (Chairman)

**Martina Dobringer**

**Rudolf Ertl**

**Robert Lasshofer**

Substitute in the event that a member is unable to attend:  
Georg Riedl

The Supervisory Board gave its consent to VIG Holding and other companies in VIG Insurance Group that allowed them to use the legal services of Georg Riedl, Supervisory Board Member, and engage him or his law firm to act as a representative and provide advisory services on a project-related basis under normal market terms. Georg Riedl did not provide any advisory services as a lawyer for VIG Holding or any VIG Group company in financial year 2021. Supervisory Board Members Gerhard Fabisch and Gabriele Semmelrock-Werzer are members of the managing boards of companies with which distribution agreements were concluded under normal market and industry terms and conditions. The Company did not enter into any other agreements with Supervisory Board Members in 2021 that would have required the approval of the Supervisory Board.

## NUMBER OF MEETINGS OF THE SUPERVISORY BOARD AND ITS COMMITTEES IN THE FINANCIAL YEAR 2021

One Annual General Meeting and five Supervisory Board meetings distributed across the financial year were held in 2021. Five meetings of the Audit Committee (Accounts Committee) were also held. Some of the meetings were held without the physical presence of the participants in accordance with § 1 of the Austrian Corporate COVID-19 Act (COVID-19-GesG). The Annual General Meeting was held as a virtual Annual General Meeting on the basis of § 1 (2) COVID-19-GesG and the COVID-19-GesV. The financial statements and consolidated financial statements auditor, KPMG Austria GmbH Wirtschaftsprüfungs- und Steuerberatungsgesellschaft (KPMG), attended four Audit Committee meetings and three Supervisory Board meetings in 2021, including the Supervisory Board meeting that addressed

the audit of the 2020 annual financial statements and the 2020 consolidated financial statements as well as formal approval of the 2020 annual financial statements, and also attended the Annual General Meeting. Three meetings of the Committee for Managing Board Matters (Personnel Committee) were held in 2021. The Committee for Urgent Matters (Working Committee) held one meeting in 2021. The Strategy Committee and Nomination Committee did not meet in 2021. Strategic matters were handled by the Supervisory Board as a whole.

No Member of the Supervisory Board attended less than half of the Supervisory Board meetings.

The following table shows the attendance of ordinary members at meetings, taking into account attendance by their substitutes:

### MEETING ATTENDANCE BY MEMBERS OF THE SUPERVISORY BOARD IN FINANCIAL YEAR 2021

Name	Supervisory Board	Audit Committee <sup>2</sup>	Working Committee <sup>2</sup>	Strategy Committee <sup>2</sup>	Personnel Committee <sup>2</sup>	Nomination Committee <sup>2</sup>
	5 meetings	5 meetings	1 meeting	no meeting	3 meetings	no meeting
Günter Geyer (C)	5/5	5/5	1/1		3/3	
Rudolf Ertl (1 <sup>st</sup> DC)	5/5	5/5	0/1		3/3	
Robert Lasshofer (2 <sup>nd</sup> DC) <sup>1</sup>	3/3	3/3				
Martina Dobringer	5/5	5/5	1/1			
Zsuzsanna Eifert <sup>1</sup>	3/3	3/3				
Gerhard Fabisch	4/5					
Peter Mihók	5/5	5/5				
Heinz Öhler	5/5					
Georg Riedl	5/5	2/2	1/1		3/3	
Gabriele Semmelrock-Werzer	3/5					
Katarina Slezáková	5/5	5/5				
Gertrude Tumpel-Gugerell	5/5	5/5				

<sup>1</sup> Elected to the Supervisory Board in the Annual General Meeting of 21 May 2021. Appointment effective from: 15 July 2021.

<sup>2</sup> New composition of committees or new deputy arrangements in the event of impediment from 6 September 2021 onwards

## DIVERSITY CONCEPT

With around 50 insurance companies and more than 25,000 employees in Austria and Central and Eastern Europe, VIG Insurance Group combines many countries, languages and cultural backgrounds. Diversity is a core value in the VIG mission statement and a key priority in its HR strategy.

VIG Insurance Group follows a bottom-up approach with respect to diversity management for the Company's boards. By applying diversity management to all employees, the VIG Insurance Group expects to generate corresponding diversity in the candidate pool for internal successor planning in the long term.

For VIG Insurance Group, diversity reflects both the similarities and the differences it encounters in the Group, its markets and its partners as well as customers. Diversity management is based on genuine appreciation and open acceptance of diversity, and makes conscious use of this diversity. VIG companies include this understanding of diversity in the VIG Code of Business Ethics: *"We do not tolerate any kind of discrimination. We are committed to promoting equal opportunities with regard to the employment and promotion of staff, regardless of their faith, religion, gender, beliefs, ethnicity, nationality, sexual orientation, age, skin colour, disability or civil status."*

### Group and VIG Holding level

The diversity concept focuses on the criteria of gender, generations and internationality at the VIG Holding level, and refined and developed measures for the following criteria:

- **Gender:** Ensure equal gender treatment in all areas (career and development options, benefits and income, etc.)
- **Generations:** Use mixed-age teams and take into account the various phases of life to develop full potential. Generation-appropriate offers and support in the various phases of life, learn from one another, life balance, fair recruitment
- **Internationality:** Group-wide exchange of know-how (local expertise), collaborative learning, use of the internal Group job market and ensuring an appropriate mix of people from different countries within VIG Holding

The criteria of gender, generations and internationality are also taken into account when new Supervisory Board Members are proposed for election at General Meetings. VIG Insurance Group has relied on the concept of local entrepreneurship for decades, thereby also promoting a very internationally diverse "community" of Group Managing Board Members and CEOs.

The topic of diversity is a key element in Group-wide management development training programmes, in terms of content as well as the participants and lecturers.

### Level of the VIG insurance companies

In accordance with the principle of local entrepreneurship, the VIG insurance companies choose their own diversity priorities and are independently responsible for their implementation.

### Diversity Advisor

As Diversity Advisor, Angela Fleischlig-Tangl advises both VIG Holding and local VIG companies on matters related to diversity management.

## MEASURES TO PROMOTE WOMEN IN MANAGING BOARD, SUPERVISORY BOARD AND MANAGEMENT POSITIONS

Appreciation of diversity and, therefore, removing barriers in women's careers is one of the key elements of the HR strategy at VIG Insurance Group. Gender is one of the three priorities of the diversity concept at both the Group and VIG Holding level.

Nomination procedures for Group-wide training programmes for management, high potentials and experts are also required to have as balanced a gender representation as possible, with the local human resources department bearing ultimate responsibility.

### Women Supervisory Board members

Women hold 24.1% of the positions in the Supervisory Boards of the fully consolidated VIG insurance companies in the Group (as at 31 December 2021) and 41.7% of the positions in VIG Holding.

### Women Managing Board members

Women hold 25.4% of the positions on the Managing Boards of the fully consolidated VIG insurance companies

and 23.7% of the Chairpersons are women. Elisabeth Stadler is the Chairwoman of the VIG Group.

### Women in management positions

Including distribution, women hold 43.1% of the management positions at the level directly below the managing board of fully consolidated VIG insurance companies across Europe (not including distribution: 48.3%).

### GENERATIONS AND INTERNATIONALITY

The average age of all Managing Board Members of the fully consolidated insurance companies is 50.3 years (as at 31 December 2021), and the average age of Supervisory Board Members is 57.2 years.

22 different nationalities (based on citizenship) are represented in the managing boards of the fully consolidated VIG insurance companies, and 19 different nationalities in the supervisory boards. Further information is available in the Employees section of the Sustainability Report.

### EXTERNAL EVALUATION REPORT

C-Rule 62 of the Austrian Code of Corporate Governance provides for voluntary external evaluation of compliance with the C-Rules of the Code at least every three years. VIG Holding performs these evaluations every three years. The last evaluation was performed for the consolidated corporate governance report for financial year 2020 and concluded with a positive report. The next evaluation is scheduled for financial year 2023.

Vienna, 16 March 2022

The Managing Board:



**Elisabeth Stadler**  
General Manager (CEO),  
Chairwoman of  
the Managing Board



**Hartwig Löger**  
Deputy General Manager, Deputy  
Chairman of the Managing Board



**Liane Hirner**  
CFRO, Member of  
the Managing Board



**Peter Höfinger**  
Member of  
the Managing Board



**Gerhard Lahner**  
COO, Member of  
the Managing Board



**Gábor Lehel**  
CIO, Member of  
the Managing Board



**Harald Riener**  
Member of  
the Managing Board



**Peter Thirring**  
CTO, Member of  
the Managing Board