

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

**31st Annual General Meeting
of VIENNA INSURANCE GROUP AG
Wiener Versicherung Gruppe**

20 May 2022

PROPOSALS FOR RESOLUTION

Regarding item 2 on the agenda

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

RESOLUTION:

The net profit for the year in the amount of EUR 338.351.602,38 as recognised in the annual financial statements for 2021 shall be appropriated as follows in accordance with the proposal made by the Managing Board and approved by the audit committee of the Supervisory Board and by the entire Supervisory Board:

Distribution for ordinary shares:

EUR 1.25 dividend per share
for 128,000,000 ordinary shares, i.e. a total of EUR 160,000,000.00

The dividend payment day shall be 25 May 2022, the record date (evidence date for the dividend) shall be 24 May 2022 and the ex-dividend date for this dividend shall be 23 May 2022.

Accordingly, the total amount distributed will be EUR 160,000,000.00.

Profit carried forward:

The residual amount will be carried forward.

Regarding item 3 on the agenda

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

RESOLUTION:

The remuneration report 2021 of VIENNA INSURANCE GROUP AG Wiener Versicherung Gruppe shall be approved.

Regarding item 4 on the agenda

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

RESOLUTION:

Discharge shall be granted to the members of the Managing Board for the financial year 2021.

Regarding item 5 on the agenda

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

RESOLUTION:

Discharge shall be granted to the members of the Supervisory Board for the financial year 2021.

Regarding item 6 on the agenda

Based on the recommendation and in accordance with the preference of the audit committee, the Supervisory Board proposes that the Annual General Meeting approve the following R E S O L U T I O N :

RESOLUTION:

KPMG Austria GmbH Wirtschaftsprüfungs- und Steuerberatungsgesellschaft
(FN [Company Register No.] 269873y)

shall be elected as auditor and group auditor for the financial year 2023.

Based on the offers received in the course of a public tender for the audit and the group audit for the financial year 2023 pursuant to Article 16 of Regulation (EU) No. 537/2014 and after evaluating them on the basis of transparent and non-discriminatory selection criteria, the audit committee recommended KPMG Austria GmbH Wirtschaftsprüfungs- und Steuerberatungsgesellschaft (FN 269873y) and PwC Wirtschaftsprüfung GmbH (FN 88248b) to the Supervisory Board for the audit services, stating a preference for KPMG Austria GmbH Wirtschaftsprüfungs- und Steuerberatungsgesellschaft as the best ranked provider. The reasons for the audit committee's recommendation to the Supervisory Board are, in particular, the comprehensive industry expertise, the qualifications and technical expertise (specifically concerning the requirements of IFRS 17) and the experience concerning the audit of a multinational insurance group in CEE, as well as the compelling offer and presentation to the audit committee. The audit committee has stated in its recommendation to the Supervisory Board that it is free from undue influence by a third party and that no clause of the kind referred to in Article 16 (6) of Regulation (EU) No. 537/2014 has been imposed upon it.

Regarding item 7 on the agenda

**The Supervisory Board proposes
that the Annual General Meeting approve the following R E S O L U T I O N :**

Article 10 (2) of the Articles of Association of the 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.

Georg RIEDL has resigned his seat on the Supervisory Board as of the end of the Annual General Meeting. 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.

RESOLUTION:

The following person shall be elected to the Supervisory Board of VIENNA INSURANCE GROUP AG Wiener Versicherung Gruppe

András KOZMA

The election is valid from the end of today's Annual General Meeting of 20 May 2022 until the end of the Annual General Meeting that resolves on the discharge of the Supervisory Board for the financial year 2023.
