

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

## **INFORMATION CONCERNING THE RIGHTS OF SHAREHOLDERS**

### **The right to attend the Annual General Meeting pursuant to Section 102 of the Austrian Stock Corporation Act [Aktengesetz/AktG]**

The Annual General Meeting serves the joint decision-making process of shareholders concerning the affairs of VIENNA INSURANCE GROUP AG Wiener Versicherung Gruppe (the “Company”).

### **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

The record date does not affect the shareholders’ right to sell their shares and is of no relevance for their dividend entitlement.

### **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.

#### **Additions to the agenda requested by shareholders pursuant to Section 109 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 VIENNA INSURANCE GROUP AG Wiener Versicherung Gruppe **by 5 May 2023 at the latest**. Such requests must be delivered to the following address:

VIENNA INSURANCE GROUP AG Wiener Versicherung Gruppe  
Department VD100, Attn. Mr Philipp Bardas  
Schottenring 30, 1010 Vienna

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.

Pursuant to Section 128 (5) AktG, each resolution proposal must be presented in German.

#### **Resolution proposals by shareholders pursuant to Section 110 AktG**

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**, to any one of the following addresses indicated below.

- by fax: +43 (0)1 89 00 500-50
- by post: 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 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.

Pursuant to Section 128 (5) AktG, each resolution proposal must be presented in German.

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.

A proposal for the election of a member of the Supervisory Board must be accompanied by the candidate's statement pursuant to Section 87 (2) AktG, which includes a description of the candidate's professional qualifications, professional or other comparable positions and any circumstances that could give rise to concerns about impartiality.

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.

### **Information on the right of shareholders to put forward motions at the Annual General Meeting pursuant to Section 119 AktG**

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.

Shareholder motions requesting the election of a Supervisory Board member require the timely presentation of a proposal for resolution pursuant to Section 110 AktG and its timely publication pursuant to Section 87 (6) AktG.

### **Information regarding the shareholders' right to be informed pursuant to Section 118 AktG**

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. Condition for the exercise of the right to information is the proof of the right to attend this Annual General Meeting. This obligation to provide information also covers the Company's legal and business relations with affiliated enterprises. 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.

If you have questions which require more extensive preparation to answer, we kindly ask you to e-mail these in text form to [fragen.vig@hauptversammlung.at](mailto:fragen.vig@hauptversammlung.at) prior to the meeting.

### **Information regarding the shareholders' right to grant 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/her custodian bank power of attorney, it is sufficient that the latter makes a declaration in addition to the deposit receipt that he/she 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 e-mail: [anmeldung.vig@hauptversammlung.at](mailto:anmeldung.vig@hauptversammlung.at) (as scanned attachment TIF, pdf, etc.)
- by SWIFT: GIBAATWGGMS  
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](http://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.

**Notice concerning 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](mailto:knap.vig@hauptversammlung.at) (e-mail). You may also use the form on our website to grant him proxy.

**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](http://www.vig.com/annual-general-meeting). The rest of the Annual General Meeting will not be broadcasted on the internet.