

DOCUMENT: PROPOSAL FOR THE APPROPRIATION OF PROFITS

EXPLANATORY INFORMATION ON ITEMS 1 AND 2 OF THE AGENDA

Presentation of the approved annual financial statements for 2021 including the management report, the consolidated corporate governance report 2021, the sustainability report 2021 (consolidated non-financial report), the consolidated financial statements for 2021 including the group management report, the proposal for the appropriation of profits and the report of the Supervisory Board (Section 96 of the Austrian Stock Corporation Act [Aktiengesetz/AktG])

Resolution on the appropriation of the net profit for the year as per the annual financial statements for 2021

The approved financial statements for 2021 including the management report, the consolidated corporate governance report 2021, the sustainability report 2021 (consolidated non-financial report), the consolidated financial statements for 2021 including the group management report, the proposal on the appropriation of profits and the report of the Supervisory Board (Section 96 of the Austrian Stock Corporation Act [Aktiengesetz/AktG]) have been available for inspection at the Company and on the registered website during the period stipulated under Section 108 AktG and continue to be available for inspection and download on the Company's website. The management report and the annual financial statements for 2021 (balance sheet, income statement and the notes) are included in the report on the entire year 2021. The group management report, the consolidated financial statements for 2021 (balance sheet, income statement and the notes), the report of the Supervisory Board and the consolidated corporate governance report 2021 are included in the group annual report for 2021. The consolidated corporate governance report 2021 also includes a description of the diversity strategy. The consolidated non-financial report is included in the sustainability report 2021 according to Section 267a (1) Austrian Business Code [Unternehmensgesetzbuch/UGB] in conjunction with Section 267a (6) UGB.

The annual financial statements for 2021, which were prepared by the Managing Board in compliance with statutory provisions, and the management report and the consolidated financial statements for 2021 and the group management report have been audited by the auditor, KPMG Austria GmbH Wirtschaftsprüfungs- und Steuerberatungsgesellschaft (FN 269873y) and have been given unqualified audit certificates. In addition, the annual financial statements for 2021 including the management report have been audited by the audit committee of the Supervisory Board and by the Supervisory Board and adopted by the Supervisory Board and have therefore been approved in accordance with Section 96 (4) AktG. Moreover, the audit committee of the Supervisory Board and the Supervisory Board audited the consolidated financial statements for 2021 including the group management report, the consolidated corporate governance report 2021 and the sustainability report 2021 (consolidated non-financial report), found them to be in order and took due note of them.

The present proposal for the appropriation of profits is available for inspection at the Company and on the registered Company's website during the period stipulated under Section 108 AktG.

Taking into account the current geopolitical situation and an environment that continues to be characterised by the COVID-19 pandemic, this proposal is based on a diligent analysis of the relevant basis for decision-making.

The proposal is in line with the continuous prudent and sustainable capital planning to ensure a long-term solid solvency and liquidity position. Thus, the Company takes into account the interests of those covered by insurance, entitled parties as well as shareholders.

The institutional and retail shareholders of the Company rely on a stable dividend policy to provide for a payout ratio between 30% to 50% of Group profits after taxes and non-controlling interests. The shareholders shall participate in the positive result of the financial year 2021.

The audit committee of the Supervisory Board has studied the proposal for the appropriation of the profit presented by the Managing Board, has found it to be in order and has reported to the Supervisory Board on said audit result. Consequently, the Supervisory Board in its entirety has discussed the present proposal for the appropriation of profits and voted on a resolution to approve said proposal.

DOCUMENT: REMUNERATION REPORT

EXPLANATORY INFORMATION ON ITEM 3 OF THE AGENDA

Resolution on the remuneration report 2021

The remuneration report 2021 is available for inspection during the period stipulated by Section 108 of the Austrian Stock Corporation Act [*Aktiengesetz*] at the Company and on the registered Company's website pursuant to Section 78e (1) of the Austrian Stock Corporation Act [*Aktiengesetz*] and can still be viewed for at least ten years and downloaded from the Company's website.

The remuneration report 2021 provides a comprehensive overview of the remuneration, including other benefits, which has been paid or is owed to members of the Managing Board as well as the Supervisory Board pursuant to the remuneration policy in the course of the previous financial year.

The remuneration report 2021 for the previous financial year is to be submitted to the Annual General Meeting for approval. The vote acts as a recommendation.

DOCUMENT: AUDITOR AND GROUP AUDITOR

EXPLANATORY INFORMATION ON ITEM 6 OF THE AGENDA

Election of the 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. The Supervisory Board follows the preference of the audit committee.

KPMG Austria GmbH Wirtschaftsprüfungs- und Steuerberatungsgesellschaft (FN 269873y) has presented to the audit committee of the Supervisory Board and the Supervisory Board a list of the audit and consultancy services, structured according to service categories, provided to the VIG Group by KPMG Austria GmbH Wirtschaftsprüfungs- und Steuerberatungsgesellschaft and the relevant network as well as the audit firm's license to audit joint stock corporations. In addition, KPMG Austria GmbH Wirtschaftsprüfungs- und Steuerberatungsgesellschaft has provided assurances that there are no circumstances that might give rise to its impartiality or exclusion of the audit firm, that safeguards have been taken to ensure an independent and impartial audit, and that the audit team, other persons in the audit firm, the audit firm itself as well as employees of the network have adhered to the relevant professional independence requirements. Moreover, a certificate has been submitted confirming that KPMG Austria GmbH Wirtschaftsprüfungs- und Steuerberatungsgesellschaft is part of a statutory quality assurance system and has participated in external quality control and is included in the register of the Austrian Audit Oversight Authority [*Abschlussprüferaufsichtsbehörde*] under Reg. No. 0701115.

DOCUMENT: SUPERVISORY BOARD

EXPLANATORY INFORMATION ON ITEM 7 ON THE AGENDA

Election to the Supervisory Board

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) of the Stock Corporation Act [*Aktiengesetz/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.

The Supervisory Board proposes that the Annual General Meeting approve the following 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.

Further information in connection with the candidate is provided in the documents made available for inspection at the Company for the period required under Section 108 *AktG*, and which has been published on the Company's website in due time.

The proposed candidate has already declared that he is prepared to accept the position if elected to the Supervisory Board.

The available documents include the curriculum vitae of the candidate attesting his professional qualifications, as well as his professional or other comparable positions. The candidate has also signed a statement pursuant to Section 87 (2) *AktG* stating that there are no circumstances that could give rise to concerns about impartiality or any final judgements for offences punishable by a court of law that could raise questions about his professional integrity.

The candidate's personal qualifications and experience with respect to VIG's focus on Austria and Central Europe were taken into account when considering the candidate nomination proposal. The diversity of the Supervisory Board, i.e. the representation of both genders, age structure and international know-how of its members was appropriately taken into account in addition to the principle of ensuring an appropriate balance of professional expertise among Supervisory Board members.

Moreover, the candidate nomination proposal is in compliance with the provisions of the Austrian Stock Corporation Act and rules of the Austrian Corporate Governance Code, as well as the provisions of the Austrian Insurance Supervision Act (*Versicherungsaufsichtsgesetz/VAG*) relating to supervisory boards of insurance companies.