

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

16 October 2025

## Ad-hoc Announcement

### **VIENNA INSURANCE GROUP AG Wiener Versicherung Gruppe: Public purchase offer to the shareholders of NÜRNBERGER Beteiligungs-AG at a price of EUR 120.00 per share and business combination agreement**

On 16 October 2025, VIENNA INSURANCE GROUP AG Wiener Versicherung Gruppe (**VIG**) decided to offer to the shareholders of NÜRNBERGER Beteiligungs-AG (**NÜRNBERGER**) by way of a voluntary public purchase offer to acquire all no-par value registered shares in NÜRNBERGER, each representing a proportionate amount of EUR 3.50 of the share capital of NÜRNBERGER (ISIN: DE0008435967 and DE000A30U911) (the **NÜRNBERGER Shares**) against payment of a cash consideration in the amount of EUR 120.00 per NÜRNBERGER Share (the **Purchase Offer**).

In advance, NÜRNBERGER shareholders, such as the major shareholders Münchener Rückversicherungs-Gesellschaft Aktiengesellschaft, Versicherungskammer Bayern Versicherungsanstalt des öffentlichen Rechts, Daido Life Insurance Company and Swiss Reinsurance Company Ltd., have entered into irrevocable undertakings to tender their shares totaling approximately 64.4% of NÜRNBERGER's share capital into the Offer. Also, the members of NÜRNBERGER's management board have confirmed that they will tender all NÜRNBERGER shares held by them into the Offer.

On 16 October 2025, VIG has also entered into a business combination agreement with NÜRNBERGER, which contains the principal terms and conditions of the purchase offer, the planned future organizational and corporate governance structure and the business strategy pursued with the transaction.

The settlement of the Purchase Offer will be subject to certain customary conditions, including but not limited to the granting of the necessary regulatory approvals and the achievement of a minimum acceptance rate of at least 50% of NÜRNBERGER's share capital plus one NÜRNBERGER Share (controlling majority).

The offer document for the Purchase Offer with the more detailed terms of the Purchase Offer and further notifications and information relating to the Purchase Offer will be published on the internet at <https://group.vig/nuernberger-erwerbsangebot>.

#### **Information and explanations of the issuer regarding this announcement:**

##### **Important information on the Purchase Offer:**

This announcement is neither an offer to purchase or sell nor a solicitation of an offer to purchase or sell NÜRNBERGER Shares. Furthermore, this announcement is not an offer to purchase nor a solicitation to purchase shares in VIG. The final terms and conditions of the Purchase Offer and other information relating to the Purchase Offer will only be disclosed in the offer document. VIG reserves the right to deviate from the terms and conditions set forth herein and/or to provide for additional conditions in the final terms and conditions of the Purchase Offer. Investors and shareholders of NÜRNBERGER are strongly advised to carefully and fully read the Offer Document and all other announcements and documents regarding the Purchase Offer when they become available, as they will contain important information.

Since the NÜRNBERGER Shares are not admitted to trading on any organized market within the meaning of Sec. 1 para. 1 of the German Securities Acquisition and Takeover Act (*Wertpapiererwerbs- und Übernahmegesetz – WpÜG*), the WpÜG and the German Regulation on the Content of the Offer Document, the

Consideration to be granted in Takeover Offers and Mandatory Offers and the Exemption from the Obligation to Publish and Launch an Offer (*Verordnung über den Inhalt der Angebotsunterlage, die Gegenleistung bei Übernahmeangeboten und Pflichtangeboten und die Befreiung von der Verpflichtung zur Veröffentlichung und zur Abgabe eines Angebots*) do not apply to the Purchase Offer. The offer document will not be reviewed or approved by any regulatory or supervisory authority in Germany, and no registration, approval or authorization of the offer document is intended to be obtained in any other jurisdiction.

The Purchase Offer will be made in accordance with the laws of the Federal Republic of Germany. Any contract that comes into existence as a result of accepting the Purchase Offer will be governed by the laws of the Federal Republic of Germany and is to be interpreted in accordance with such laws.

VIENNA INSURANCE GROUP AG Wiener Versicherung Gruppe  
The Managing Board

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