

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

**29<sup>th</sup> Annual General Meeting  
of VIENNA INSURANCE GROUP AG  
Wiener Versicherung Gruppe**

**25 September 2020**

**PROPOSALS FOR RESOLUTION**

**Regarding item 2 of the agenda**

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**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 300,950,530.64 as recognised in the annual financial statements for 2019 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 Supervisory Board in its entirety:

**Distribution for ordinary shares:**

EUR 1.15 dividend per share  
for 128,000,000 ordinary shares, i.e. a total of EUR 147,200,000.00

The dividend payment day shall be 30 September 2020; the record date (evidence date for the dividend) shall be 29 September 2020 and the ex-dividend date for this dividend shall be 28 September 2020.

Accordingly, the total amount distributed will be EUR 147,200,000.00.

**Profit carried forward:**

The residual amount shall be carried forward.

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## Regarding item 3 of the agenda

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**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 2019.

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## **Regarding item 4 of the agenda**

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**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 2019.

## Regarding item 5 of the agenda

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**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 [*Business Register No.*] 269873y)

shall be appointed auditor and group auditor for the financial year 2021.

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## Regarding item 6 of the agenda

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

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 ten members, of which there are four women and six men.

Maria KUBITSCHEK has resigned her seat on the Supervisory Board as of the end of the Annual General Meeting.

The Supervisory Board shall continue to consist of ten 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 ten Supervisory Board members.

Article 10 (2) of the Articles of Association of VIENNA INSURANCE GROUP AG Wiener Versicherung Gruppe stipulates that the Supervisory Board shall consist of three to ten members elected by the Annual General Meeting.

The Supervisory Board of VIENNA INSURANCE GROUP AG Wiener Versicherung Gruppe must be comprised of at least three women and at least three men.

### RESOLUTION:

The following person is hereby nominated to be elected a member of the Supervisory Board of VIENNA INSURANCE GROUP AG Wiener Versicherung Gruppe:

Katarina SLEZAKOVA

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

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## Regarding item 7 of the agenda

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**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 for the Supervisory Board shall be reassessed as follows:**

##### **Supervisory Board remuneration:**

<b>Chairman of the Supervisory Board:</b>	<b>EUR 6,800.00 per month</b>
<b>Deputy Chairman of the Supervisory Board:</b>	<b>EUR 4,200.00 per month</b>
<b>Members of the Supervisory Board:</b>	<b>EUR 3,400.00 per month</b>

Supervisory Board remuneration shall be paid monthly in advance via transfer. Members of the Supervisory Board who resign from their function during a month shall still receive full remuneration for the month in question.

**The newly determined remuneration scale shall apply from the month following this resolution and shall be adjusted according to inflation.**

Inflation adjustment shall be carried out in accordance with the Consumer Price Index 2015 (base year 2015) as published by Statistics Austria or in accordance with a superseding index, whereby increases up to and including 5% shall not be taken into account. Commercial full-decimal approximations shall apply when adjustments are made. The new amount and the index valid at the time of the adjustment shall form the basis for calculating the subsequent inflation adjustment.

##### **Meeting attendance fee:**

**for the Supervisory Board and  
for the Supervisory Board committees: EUR 1,800.00 per meeting**

The fee is paid via transfer retroactively for participation in meetings of the Supervisory Board and its committees.

**The reassessed attendance fee shall apply from the month following this resolution.**

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## Regarding item 8 of the agenda

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

### RESOLUTION:

The remuneration policy (principles for remunerating the members of the Managing Board and the Supervisory Board) of VIENNA INSURANCE GROUP AG Wiener Versicherung Gruppe shall be approved.

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