

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

**33rd Annual General Meeting  
of VIENNA INSURANCE GROUP AG  
Wiener Versicherung Gruppe**

**24 May 2024**

## **PROPOSALS FOR RESOLUTIONS**

**Regarding item 2 on the agenda**

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

**RESOLUTION:**

The net profit for the year in the amount of EUR 396,846,778.80 as recognised in the annual financial statements as of 31 December 2023 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 1.40 dividend per share  
for 128,000,000 ordinary shares, i.e. a total of EUR 179,200,000.00

The dividend payment day shall be 29 May 2024, the record date (evidence date for the dividend) shall be 28 May 2024, and the ex-dividend date for this dividend shall be 27 May 2024.

Accordingly, the total amount distributed will be EUR 179,200,000.00.

**Profit carried forward:**

The residual amount will be carried forward.

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## Regarding item 3 on the agenda

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

### RESOLUTION:

The remuneration report 2023 of VIENNA INSURANCE GROUP AG Wiener Versicherung Gruppe shall be adopted.

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## Regarding item 4 on the agenda

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

### RESOLUTION:

The members of the Managing Board in office in the financial year 2023 shall be granted discharge  
for this period.

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## Regarding item 5 on the agenda

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

### RESOLUTION:

The members of the supervisory Board in office in the financial year 2023 shall be granted discharge for this period.

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## Regarding item 6 on the agenda

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

### RESOLUTION:

KPMG Austria GmbH Wirtschaftsprüfungs- und Steuerberatungsgesellschaft  
(FN 269873y)

shall be elected as the auditor and group auditor for the financial year 2025 as well as the auditor of the legally required consolidated sustainability report of VIENNA INSURANCE GROUP AG Wiener Versicherung Gruppe for the financial year 2025 provided that this is required by law for the 2025 financial year.

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## Regarding item 7 on the agenda

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

### RESOLUTION:

KPMG Austria GmbH Wirtschaftsprüfungs- und Steuerberatungsgesellschaft  
(FN 269873y)

shall be elected as the auditor of the legally required consolidated sustainability report of VIENNA INSURANCE GROUP AG Wiener Versicherung Gruppe for the financial year 2024 provided that this is required by law for the 2024 financial year.

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## Regarding item 8 on the agenda

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

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) Aktiengesetz and consists of twelve members, of which there are five women and seven men.

As of the end of the Annual General Meeting the term of office of eleven members will expire as foreseen. Dr. THIRRING has been elected until the end of the Annual General Meeting which passes the resolution on the discharge of the Supervisory Board for the financial year 2027.

The Supervisory Board shall continue to consist of twelve members elected by the Annual General Meeting. Therefore, eleven members must be elected to the Supervisory Board in order to restore the previous number of twelve Supervisory Board members.

The Supervisory Board therefore proposes the election of Mr. Vratislav KULHÁNEK, Dr. Hana MACHAČOVÁ, Dr. Martin SIMHANDL as well as Ms. Ágnes SVOÓB as new Supervisory Board members of VIENNA INSURANCE GROUP AG Wiener Versicherung Gruppe and the re-election of Ms. Martina DOBRINGER, Dr. Rudolf ERTL, Mr. András KOZMA, Mr. Robert LASSHOFER, Mr. Peter MIHÓK, Ms. Katarína SLEZÁKOVÁ and Dr. Gertrude TUMPEL-GUGERELL as Supervisory Board members of VIENNA INSURANCE GROUP AG Wiener Versicherung Gruppe.

The Supervisory Board proposes that the Annual General Meeting adopt the following resolution:

### RESOLUTION:

The following individuals shall be elected as members of the Supervisory Board of VIENNA INSURANCE GROUP AG Wiener Versicherung Gruppe:

Ms. Martina DOBRINGER  
Dr. Rudolf ERTL  
Mr. András KOZMA  
Mr. Vratislav KULHÁNEK  
Mr. Robert LASSHOFER  
Dr. Hana MACHAČOVÁ  
Mr. Peter MIHÓK  
Dr. Martin SIMHANDL  
Ms. Katarína SLEZÁKOVÁ  
Ms. Ágnes SVOÓB  
Dr. Gertrude TUMPEL-GUGERELL

Their terms of office shall run from the end of the Annual General Meeting of 24 May 2024 until the end of the Annual General Meeting which passes the resolution on the discharge of the Supervisory Board for the financial year 2027.

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## Regarding item 9 on the agenda

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

### RESOLUTION:

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

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