

**FINAL TERMS****PROHIBITION OF SALES TO EEA RETAIL INVESTORS**

The Notes are not intended to be offered, sold or otherwise made available to and should not be offered, sold or otherwise made available to any retail investor in the European Economic Area ("**EEA**"). For these purposes, a retail investor means a person who is one (or more) of: (i) a retail client as defined in point (11) of Article 4(1) of Directive 2014/65/EU (as amended, "**MiFID II**"); or (ii) a customer within the meaning of Directive (EU) 2016/97 (as amended, the "**Insurance Distribution Directive**"), where that customer would not qualify as a professional client as defined in point (10) of Article 4(1) of MiFID II. Consequently no key information document required by Regulation (EU) No 1286/2014 (as amended, the "**PRIIPs Regulation**") for offering or selling the Notes or otherwise making them available to retail investors in the EEA has been prepared and therefore offering or selling the Notes or otherwise making them available to any retail investor in the EEA may be unlawful under the PRIIPs Regulation.

**PROHIBITION OF SALES TO UK RETAIL INVESTORS**

The Notes are not intended to be offered, sold or otherwise made available to and should not be offered, sold or otherwise made available to any retail investor in the United Kingdom ("**UK**"). For these purposes, a retail investor means a person who is one (or more) of: (i) a retail client, as defined in point (8) of Article 2 of Regulation (EU) No 2017/565 as it forms part of domestic law by virtue of the European Union (Withdrawal) Act 2018 ("**EUWA**"); (ii) a customer within the meaning of the provisions of the Financial Services and Markets Act 2000 (the "**FSMA**") and any rules or regulations made under the FSMA to implement Directive (EU) 2016/97, where that customer would not qualify as a professional client, as defined in point (8) of Article 2(1) of Regulation (EU) No 600/2014 as it forms part of domestic law by virtue of the EUWA. Consequently no key information document required by Regulation (EU) No 1286/2014 as it forms part of domestic law by virtue of the EUWA (the "**UK PRIIPs Regulation**") for offering or selling the Notes or otherwise making them available to retail investors in the UK has been prepared and therefore offering or selling the Notes or otherwise making them available to any retail investor in the UK may be unlawful under the UK PRIIPs Regulation.

**MIFID II PRODUCT GOVERNANCE / PROFESSIONAL INVESTORS AND ELIGIBLE COUNTERPARTIES  
ONLY TARGET MARKET**

Solely for the purposes of each manufacturer's product approval process, the target market assessment in respect of the Notes has led to the conclusion that: (i) the target market for the Notes is eligible counterparties and professional clients only, each as defined in MiFID II; and (ii) all channels for distribution of the Notes to eligible counterparties and professional clients are appropriate. Any person subsequently offering, selling or recommending the Notes (a "**Distributor**") should take into consideration the manufacturers' target market assessment; however, a Distributor subject to MiFID II is responsible for undertaking its own target market assessment in respect of the Notes (by either adopting or refining the manufacturers' target market assessment) and determining appropriate distribution channels.

**UK MIFIR PRODUCT GOVERNANCE / PROFESSIONAL INVESTORS AND ELIGIBLE COUNTERPARTIES  
ONLY TARGET MARKET**

Solely for the purposes of each manufacturer's product approval process, the target market assessment in respect of the Notes has led to the conclusion that: (i) the target market for the Notes is only eligible counterparties, as defined in the FCA Handbook Conduct of Business Sourcebook ("**COBS**"), and professional clients, as defined in Regulation (EU) No 600/2014 as it forms part of domestic law by virtue of the European Union (Withdrawal) Act 2018 ("**UK MiFIR**"); and (ii) all channels for distribution of the Notes to eligible counterparties and professional clients are appropriate. Any person subsequently offering, selling or recommending the Notes (a "**Distributor**") should take into consideration the manufacturers' target market assessment; however, a distributor subject to the FCA Handbook Product Intervention and Product Governance Sourcebook (the "**UK MiFIR Product Governance Rules**") is responsible for undertaking its own target market

## EXECUTION VERSION

assessment in respect of the Notes (by either adopting or refining the manufacturers' target market assessment) and determining appropriate distribution channels.

### VIENNA INSURANCE GROUP AG Wiener Versicherung Gruppe

**EUR 500,000,000 1.000% Sustainability Senior Unsecured Bond due March 2036** (the "**Notes**")

issued pursuant to the

**Debt Issuance Programme**

of

### VIENNA INSURANCE GROUP AG Wiener Versicherung Gruppe

Issue Price: 99.282 per cent.

Issue Date: 26 March 2021

Series No.: 1

Tranche No.: 1

## IMPORTANT NOTICE

These Final Terms have been prepared for the purpose of Article 8 of the Regulation (EU) 2017/1129, as amended and must be read in conjunction with the base prospectus dated 16 March 2021 (the "**Base Prospectus**") pertaining to the Debt Issuance Programme (the "**Programme**"). The Base Prospectus and any supplements thereto are available for viewing in electronic form on the Issuer's website ("[www.vig.com](http://www.vig.com)"). Full information on the Issuer and the Notes is only available on the basis of the combination of the Base Prospectus, any supplements thereto and these Final Terms.

## PART A. – TERMS AND CONDITIONS OF THE NOTES

This Part A. of the Final Terms shall be read in conjunction with the set of Terms and Conditions of the Notes that applies to Notes with a fixed interest rate (the "**Terms and Conditions**") and that is set forth in the Base Prospectus as Option I. Capitalised terms not otherwise defined in these Final Terms shall have the meanings specified in the Terms and Conditions of the Notes when used in these Final Terms.

All references in this Part A. of the Final Terms to sections and paragraphs are to sections and paragraphs of the Terms and Conditions of the Notes.

The blanks in the provisions of the Terms and Conditions of the Notes, which are applicable to the Notes shall be deemed to be completed by the information contained in these Final Terms as if such information were inserted in the blanks of such provisions. All provisions in the Terms and Conditions of the Notes corresponding to items in these Final Terms which are either not selected or completed or which are deleted shall be deemed to be deleted from the Terms and Conditions of the Notes applicable to the Notes.

## CURRENCY, DENOMINATION, FORM, CERTAIN DEFINITIONS (§ 1)

### Currency and Denomination

Specified Currency	Euro (" <b>EUR</b> ")
Aggregate Principal Amount	EUR 500,000,000
Aggregate Principal Amount in words	EUR five hundred million
Specified Denomination	EUR 100,000

## EXECUTION VERSION

### Form of the Notes

- Non-TEFRA with Permanent Global Note held in OeKB CSD
- TEFRA D with Global Notes held in the ICSDs

### Clearing System

- OeKB CSD GmbH, Strauchgasse 1-3, A-1010 Vienna, Austria ("**OeKB CSD**"), also for Clearstream Banking, S.A., Luxembourg, 42 Avenue J.F. Kennedy, LU-1855 Luxembourg, Grand Duchy of Luxembourg ("**CBL**") and Euroclear Bank SA/NV, 1 Boulevard du Roi Albert II, B-1210 Brussels, Belgium ("**Euroclear**") as accountholders in OeKB CSD and any successor in such capacity
- other Clearing System

### INTEREST (§ 3)

- Senior Fixed Rate Notes (Option I)

Rate of Interest 1.000 per cent. *per annum*

Interest Commencement Date 26 March 2021

- Short or long first or last Interest Period

Regular interest payments annually

Interest Payment Dates 26 March, in each year

First Interest Payment Date 26 March 2022

Calculation of Amount of Interest rounding the resultant figure to the nearest sub-unit of the Specified Currency

Day Count Fraction

- Actual/Actual (ICMA)

Determination Date(s) one in each year (26 March)

- Actual/365 (Fixed)

- Actual/360

- 30/360, 360/360 or Bond Basis

- 30E/360 or Eurobond Basis

- Senior Floating Rate Notes (Option II)

Interest Commencement Date

Specified Interest Payment Dates

Original Benchmark Rate

Margin

Screen Page

**EXECUTION VERSION**

Reference Rate applicable, under certain circumstances, to the first Interest Period

Reference Rate applicable, under certain circumstances, to the first and each subsequent Interest Period

Tier 2 Fixed to Floating Rate Notes (Option III)

Fixed Rate Interest Periods (§ 3 (1))

Fixed Rate of Interest

Interest Commencement Date

Reset Date

Short or long first or last Interest Period

No short or long first or last Interest Period

Regular fixed rate interest payments

Fixed Rate Interest Payment Date(s)

First Fixed Rate Interest Payment Date

Calculation of Amount of Interest

Fixed Rate Day Count Fraction

Fixed Rate Determination Date(s)

Floating Rate Interest Periods (§ 3 (2))

Specified Floating Rate Interest Payment Dates

Original Benchmark Rate

Margin

Screen Page

Reference Rate applicable, under certain circumstances, to the first Interest Period

Reference Rate applicable, under certain circumstances, to the first and each subsequent Interest Period

**REDEMPTION (§ 5)**

**Redemption at Maturity**

Maturity Date

26 March 2036

Redemption at the Option of the Issuer

Optional Redemption Date

Optional Redemption Date(s)

Each Business Day during the period from and including 26 December 2035 to but excluding the Maturity Date

**EXECUTION VERSION**

Redemption at the Option of the Holders no  
Put Redemption Date(s)

**NOTICES (§ 11)**

Notes are listed on a stock exchange yes

Place and medium of publication

Leading daily newspaper

General circulation of newspaper

Newspaper

Additionally, electronic publication on the website of the relevant stock exchange(s)

Relevant stock exchange

Website of relevant stock exchange

Exclusively electronic publication on the website of the relevant stock exchange

Relevant stock exchange

Vienna Stock Exchange

Website of relevant stock exchange

[www.wienerbourse.at](http://www.wienerbourse.at)

Any notice so given will be deemed to have been validly given on the date of such publication (or, if published more than once, on the date of the first such publication).

**PART B. – OTHER INFORMATION**

**ESSENTIAL INFORMATION**

**Interests of Natural and Legal Persons Involved in the Issue or the Offering**

Save for the fees payable to the Managers, so far as the Issuer is aware, no person involved in the offer of the Notes has an interest material to the offer.

Other Interests, including conflicts of interest

**Use of Proceeds**

The Issuer intends to use the net proceeds from this issuance of Notes for ESG Projects in line with the VIG Sustainability Bond Framework established by the Group.

**Estimated net amount of the proceeds**

EUR 494,880,000.00

**INFORMATION CONCERNING THE SECURITIES TO BE OFFERED OR ADMITTED TO TRADING**

**Security Codes**

<input checked="" type="checkbox"/>	ISIN	AT0000A2QL75
<input checked="" type="checkbox"/>	Common Code	232436611
<input checked="" type="checkbox"/>	Any Other Security Code (WKN)	A3KNTS

**Issue Yield**

1.052 per cent. *per annum* (in case there is no early redemption).

**Issue charge**

Not applicable

Resolutions, authorisations and approvals by virtue of which the Notes will be created and/or issued

The issue of the Notes was authorised pursuant to the Issuer's Management Board dated 20 January 2021 and the Issuer's Supervisory Board dated 20 January 2021.

Offeror of the Notes and/or the person asking for admission to trading

Not applicable

**PLACING AND UNDERWRITING**

**Method of Distribution**

Non-Syndicated  
 Syndicated

## EXECUTION VERSION

### Details with regard to the Managers (including the type of commitment)

- Managers
- BNP Paribas  
16 boulevard des Italiens  
75009 Paris  
France
- Erste Group Bank AG  
Am Belvedere 1  
1100 Vienna  
Austria
- HSBC Continental Europe  
38 avenue Klebers,  
75116 Paris  
France
- UniCredit Bank AG  
Arabellastraße 12  
81925 Munich  
Germany
- Firm Commitment
- Without Firm Commitment
- Stabilising Manager Not applicable

### LISTING, ADMISSION TO TRADING AND DEALING ARRANGEMENTS

#### Listing

- Vienna - Official Market
- Other

Yes

#### Expected Date of Admission

26 March 2021

Estimate of the total expenses related to the admission to trading

EUR 1,700

### ADDITIONAL INFORMATION

#### Rating

It is expected that the Notes will be rated as follows:

S&P: A

"S&P" means S&P Global Ratings Europe Limited (Niederlassung Deutschland). Standard & Poor's has been established in the European Union and has been registered (pursuant to the current list of registered and certified credit rating agencies, published on the website of the European Securities and Markets Authority ([www.esma.europa.eu](http://www.esma.europa.eu))) pursuant to Regulation (EC) No. 1060/2009 of the European Parliament and of the Council of 16 September 2009, as amended, with the Central Bank and Financial Services Authority of Ireland.

#### Representation of Holders

Not applicable.

#### Selling Restrictions

TEFRA

- TEFRA D
- Non-TEFRA

**EXECUTION VERSION**

Additional Selling Restrictions

Not applicable

**Third Party Information**

The rating set out above has been extracted from S&P. The Issuer confirms that such information has been accurately reproduced and that, as far as it is aware and is able to ascertain from information published by S&P, no facts have been omitted which would render the reproduced information inaccurate or misleading.

Signed on behalf of the Issuer

By:

By:

Duly authorised

Duly authorised