

**15th Annual General Meeting
of WIENER STÄDTISCHE Allgemeine
Versicherung Aktiengesellschaft
May 30, 2006**

M O T I O N S

Resolution re item 1 on the agenda

Resolution on the appropriation of the profits shown in the financial statements of the Company for the year 2005

In accordance with the proposal submitted by the Managing Board and approved by the Supervisory Board, the profits shown in the financial statements of the Company for the year 2005, in the amount of EUR 135,997,562.33, shall be appropriated as follows:

Distribution on ordinary shares:

EUR 0.66 dividend per share	
for 105,000,000 ordinary shares, thus	EUR 69,300,000.00

Profit brought forward:	
The rest, amounting to	EUR 66,697,562.33

shall be carried forward.

The dividend payment day shall be June 12, 2006.

Resolution re item 2 on the agenda

Resolution to grant discharge to the members of the Managing Board and the Supervisory Board for the financial year 2005

The members of the Managing Board are granted discharge for the financial year 2005.

The members of the Supervisory Board are granted discharge for the financial year 2005.

Resolution re item 3 on the agenda

Election of the auditors of the financial statements of the Company and the auditors of the consolidated financial statements for the financial years 2006 and 2007

In accordance with the proposal adopted by the Supervisory Board,

KPMG Austria GmbH Wirtschaftsprüfungs- und Steuerberatungsgesellschaft

are appointed as the auditors of the financial statements of the Company and the auditors of the consolidated financial statements for the financial years 2006 and 2007.

Resolution re item 4 on the agenda

Resolution to change the corporate name of WIENER STÄDTISCHE Allgemeine Versicherung Aktiengesellschaft and to adapt the Company's Articles of Association accordingly

The corporate name of the Company shall read as follows:

**„WIENER STÄDTISCHE Versicherung AG
Vienna Insurance Group“**

Accordingly, Article 1 (1) and Article 4 (3) of the Articles of Association shall be amended:

OLD	NEW
I. General Provisions	
Article 1 Corporate Name, Registered office	
1. The corporate name of the Company is WIENER STÄDTISCHE Allgemeine Versicherung Aktiengesellschaft.	1. The corporate name of the Company is WIENER STÄDTISCHE Versicherung AG Vienna Insurance Group.
Article 4 Share Capital, Share Certificates, Calling-in of Share Capital	
...	
3. ... of the ordinary shares of WIENER STÄDTISCHE Allgemeine Versicherung Aktiengesellschaft...	3. ... of the ordinary shares of WIENER STÄDTISCHE Versicherung AG Vienna Insurance Group...

Resolution re item 5 on the agenda

Resolution to amend Article 15(2) lit. I of the Articles of Association (adapting the wording to the new legal situation)

The wording of Article 15 (2) lit. I shall be adapted to the wording of sec. 95 para. 5 sub-para. 12 of the (Austrian) "Aktiengesetz" (Stock Corporation Act).

OLD

Article 15 Responsibilities

...

2. The following transactions shall be subject to the consent of the Supervisory Board:

....

- l) the conclusion of agreements, including without limitation consultancy agreements, with individual members of the Supervisory Board and/or companies closely associated with them; this shall not include transactions of every-day life.

NEW

- l) **the conclusion of agreements with members of the Supervisory Board, under which such members commit themselves *vis-à-vis* the Company or any of its subsidiaries, outside their work on the Supervisory Board, to render a performance for a consideration that is not merely a trifle. This shall also apply to agreements with enterprises in which a member of the Supervisory Board has a substantial economic interest.**
