



**16th Annual General Meeting
of WIENER STÄDTISCHE Versicherung AG
Vienna Insurance Group**

May 25, 2007

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 2006

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 2006, in the amount of **EUR 157,888,587.61**, shall be appropriated as follows:

Distribution on ordinary shares:

EUR 0.82 dividend per share	
for 105,000,000 ordinary shares, thusEUR	86,100,000.00

Profit brought forward:	
The rest, amounting toEUR	71,788,587.61

shall be carried forward.

The dividend payment day shall be June 4, 2007.

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 2006

The members of the Managing Board are granted discharge for the financial year 2006.

The members of the Supervisory Board are granted discharge for the financial year 2006.

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 year 2008

In accordance with the proposal submitted by the Supervisory Board,

**PwC INTER-TREUHAND GmbH Wirtschaftsprüfungs- und Steuer-
beratungsgesellschaft**

are appointed as the auditors of the financial statements of the Company and the auditors of the consolidated financial statements for the financial year 2008.

Resolution re item 4 on the agenda

Resolution to amend Article 8 para. 2 of the Articles of Association (adapting the number of members of the Managing Board)

Article 8 para. 2 of the Articles of Association shall be adapted as follows:

OLD

1. The Managing Board

Article 8 Duties of the Managing Board, Number of Members, Rights of the Chairman

...

2. The Managing Board shall consist of at least four but not more than seven members.

NEW

2. The Managing Board shall consist of **four, five or six** members.

Resolution re item 5 on the agenda

Resolution on the election to the Supervisory Board

As replacement for Mr. Peter HAUNSCHMIDT, who is leaving the Supervisory Board, the following person is elected to the Supervisory Board of WIENER STÄDTISCHE Versicherung AG Vienna Insurance Group:

Mag. Reinhard **ORTNER**

The election shall be effective as from the end of today's Annual General Meeting until the end of the Annual General Meeting resolving on the granting of discharge for the financial year 2009.

Resolution re item 6 on the agenda

Resolution to redetermine the remuneration of the members of the Supervisory Board.

The remuneration is determined to be as follows as from July 2007:

Supervisory Board Remuneration

(monthly remittance in advance)

Chairman	EUR	4,000.00 per month
Deputy Chairman	EUR	2,500.00 per month
Members	EUR	2,000.00 per month

Attendance Allowance

(Remittance in arrears, for attending meetings of the Supervisory Board and of its committees)

Chairman	EUR	1,500.00 per meeting
Deputy Chairman	EUR	1,500.00 per meeting
Members	EUR	1,500.00 per meeting
