



**17th Annual General Meeting
of WIENER STÄDTISCHE Versicherung AG
Vienna Insurance Group**

16 April 2008

MOTIONS

Resolution re item 1 on the agenda

**Resolution on the appropriation of the net profit
shown in the financial statements of the Company
for the year 2007**

In accordance with the proposal submitted by the Managing Board and approved by the Supervisory Board, the net profit shown in the financial statements of the Company for the year 2007 in the amount of **EUR 196,255,109.16** shall be appropriated as follows:

Distribution on ordinary shares:

EUR 1.10 dividend per share
 for 105,000,000 ordinary shares, thus EUR 115,500,000.00

Profit brought forward:
The rest shall be carried forward.

The dividend payment day shall be **28 April 2008**.

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 2007**

The members of the Managing Board are granted discharge for the financial year 2007.

The members of the Supervisory Board are granted discharge for the financial year 2007.

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 2009**

In accordance with the proposal submitted by the Supervisory Board,

**PwC INTER-TREUHAND 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 year 2009.

Resolution re item 4 on the agenda

Resolution to amend Article 4 para. 2 first and second sentences of the Articles of Association (authorised capital)

Article 4 para. 2 first and second sentences of the Articles of Association shall be adapted as follows:

OLD	NEW
...	...
Art. 4 Share Capital, Share Certificates, Calling-in of Share Capital	Art. 4 Share Capital, Share Certificates, Calling-in of Share Capital
...	...
<p>2. The Managing Board is authorised to increase, by 23 May 2010, at the latest, the share capital of the Company – also in several tranches – by a nominal value of EUR 16,982,187.89 by issuing 16,357,600 no-par value shares in registered or in bearer form against contributions in cash or in kind. The Managing Board, with the consent of the Supervisory Board, shall decide on the contents of the rights granted with each share and on all other conditions of the issuance of shares.</p>	<p>2. The Managing Board is authorised to increase, by 15 April 2013, at the latest, the share capital of the Company – also in several tranches – by a nominal value of EUR 54,504,625.63 by issuing 52,500,000 no-par value shares in registered or in bearer form against contributions in cash or in kind. The Managing Board, with the consent of the Supervisory Board, shall decide on the contents of the rights granted with each share, on the exclusion of subscription rights and on all other conditions of the issuance of shares.</p>
...	...

Resolution re item 5 on the agenda

Resolution to authorise the Managing Board to issue participating bonds

The Managing Board is authorised, subject to the approval of the Supervisory Board, to issue participating bonds made out to bearer up to a total face value of EUR 2,000,000,000.00, once or in several tranches, also with exclusion of subscription rights.

The Managing Board is authorised, subject to the approval of the Supervisory Board and in accordance with the provisions of the Stock Corporation Act, to specify the terms and features of the issue as well as the securities terms and conditions of the participating bonds, such as interest rate, issue price, maturity and denomination. The interest rate and issue price of the participating bonds are to be determined in accordance with established actuarial methods in an established pricing procedure.

Resolution re item 6 on the agenda

Resolution to authorise the Managing Board to issue convertible bonds

The Managing Board is authorised, subject to the approval of the Supervisory Board, to issue convertible bonds made out to bearer with a total face value of up to EUR 2,000,000,000.00, once or in several tranches, by 15 April 2013 and to grant holders of convertible bonds conversion rights for up to 30,000,000 ordinary shares of the Company made out to bearer, subject to the terms and conditions for convertible bonds to be determined by the Managing Board.

The convertible bonds may also be issued in the currency of each Member State of the Organisation for Economic Co-operation and Development (OECD), Federal Law Gazette no. 248/1961, as amended from time to time, however they need to be restricted to the corresponding euro equivalent. The convertible bonds may also be issued by a direct or indirect wholly-owned subsidiary of the Company, in which case the Managing Board is authorised, subject to the approval of the Supervisory Board, to issue a guarantee for the convertible bonds on behalf of the Company and to grant the holders of the convertible bonds conversion rights to the Company's ordinary shares.

The Managing Board is authorised completely to exclude the statutory subscription right or to grant it to the shareholders in such a manner that the convertible bonds are taken over by a credit institution or a group of credit institutions with the obligation to offer them to the shareholders for subscription.

The Managing Board is authorised, subject to the approval of the Supervisory Board and in accordance with the provisions of the Stock Corporation Act, to specify the terms and features of the issue as well as the securities terms and conditions of the convertible bonds, such as interest rate, issue price, maturity and denomination, provisions on anti-dilution protection, conversion period, conversion rights and obligations, exchange ratio as well as exchange price. The subscription of shares following conversion is carried out according to the conditional capital created pursuant to Article 4 para. 3 of the Articles of Association as well as from own shares, if required. The price of the convertible bonds is to be determined in accordance with established actuarial methods in an established pricing procedure. The Managing Board is authorised in particular to provide for the following:

- It may stipulate an additional payment to be made in cash and the amalgamation of or compensation for fractions that cannot be converted.
- The convertible bond terms may provide for a fixed or variable exchange ratio and determine a price, within a given range, depending on the movement in the price of the ordinary shares of the Company during the life of the convertible bonds.
- The convertible bond terms may provide for the right of the Company not to grant shares when the bonds are converted but to pay an appropriate amount in cash based on the price of the ordinary shares of the Company.
- The Company may choose to convert convertible bonds into existing shares of the Company rather than into new shares out of conditional capital.
- The convertible bond terms may provide for the right of the Company to cancel the convertible bonds early and to repay the holders of the convertible bonds the issue price of the convertible bonds.

- The convertible bond terms may provide for the right of the holders of the convertible bonds to cancel the convertible bonds early and to be repaid the issue price of the convertible bonds.
 - The convertible bond terms may provide for a conversion obligation at the end of the term (or at another date) or the right of the Company to grant all or some of the holders of the convertible bonds shares in the Company instead of paying a monetary amount.
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Resolution re item 7 on the agenda

Resolution to amend Article 4 para. 3 first and second sentences of the Articles of Association (conditional capital)

Article 4 para. 3 first and second sentences of the Articles of Association shall be adapted as follows:

OLD	NEW
...	...
Art. 4 Share Capital, Share Certificates, Calling-in of Share Capital	Art. 4 Share Capital, Share Certificates, Calling-in of Share Capital
...	...
<p>3. The share capital has been increased, on a conditional basis, in accordance with sec. 159 para. 2 subpara. 1 of the "<i>Aktiengesetz</i>" (Austrian Stock Corporation Act) by up to EUR 20,763,666.91, by issuing of up to 20,000,000 voting no-par value bearer shares. The conditional capital increase shall be carried out only to the extent that owners of convertible bonds issued on the basis of the resolution of the General Meeting of 24 May 2005 exercise their subscription right or conversion option.</p>	<p>3. The share capital has been increased, on a conditional basis, in accordance with sec. 159 para. 2 subpara. 1 of the "<i>Aktiengesetz</i>" (Austrian Stock Corporation Act) by up to EUR 31,145,500.36, by issuing of up to 30,000,000 voting no-par value bearer shares. The conditional capital increase shall be carried out only to the extent that owners of convertible bonds issued on the basis of the resolution of the General Meeting of 16 April 2008 exercise their subscription right or conversion option.</p>
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Resolution re item 8 on the agenda

Adoption of a resolution regarding share repurchase and resale of repurchased shares

Pursuant to Section 65 para. 1 subparagraphs 4 and 8 of the Stock Corporation Act, the Managing Board is authorised to purchase the statutory maximum number of the Company's own no-par value shares in bearer form during a maximum period of 30 months following the resolution of the Annual General Meeting. The consideration payable upon repurchase may not be lower than 50% or higher than 10% of the average unweighted closing rates of the last ten trading days preceding the repurchase. The Managing Board may choose whether to repurchase the shares via the stock exchange or through a public offer or in any other appropriate manner permissible under the law.

The Managing Board is further authorised

- a) to issue own shares to employees and executives of the Company or to employees, executives, and managing board members of any companies affiliated with the Company;
 - b) to use own shares for servicing convertible bonds issued on the basis of the resolution of the Annual General Meeting of 16 April 2008;
 - c) to sell own shares at any time via the stock exchange or through a public offer, as provided for in Section 65 para. 1b of the Stock Corporation Act. Moreover, for a maximum duration of five years following the resolution, the Managing Board is authorised to sell, in any other manner, the own shares purchased, without excluding or by completely or partly excluding subscription rights. The written report on the grounds for the exclusion of subscription rights has been submitted to the Annual General Meeting.
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