

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

**VIENNA INSURANCE GROUP AG  
Wiener Versicherung Gruppe**

FN 75687 f  
ISIN: AT0000908504

Schottenring 30, Ringturm, 1010 Vienna, Austria

**NOTICE OF MEETING**

for the

23<sup>rd</sup> Annual General Meeting (AGM)

to be held on

Friday, 6 June 2014, at 11.00 a.m. (CEST)

at the Wiener Stadthalle

Huetteldorfer Straße 2F, Hall F, 1150 Vienna, Austria

**A G E N D A**

1. Presentation of the consolidated financial statements for the year 2013 and the management report on these accounts, presentation of the audited and approved financial statements of the Company for the year 2013, the management report on these accounts, the report of the Supervisory Board and the Corporate Governance Report.
2. Adoption of a resolution on the distribution of profits for 2013.
3. Adoption of a resolution to grant discharge to the Managing Board for the financial year 2013.
4. Adoption of a resolution to grant discharge to the Supervisory Board for the financial year 2013.
5. Election of the auditor of the financial statements of the Company and the auditor of the consolidated financial statements for the financial year 2015.
6. Elections to the Supervisory Board.

**DOCUMENTS FOR THE ANNUAL GENERAL MEETING**

The documents to be provided pursuant to Section 108 Austrian Stock Corporation Act will be made accessible not later than on 16 May 2014 for inspection by the shareholders in the business premises at the registered office of VIENNA INSURANCE GROUP AG Wiener Versicherung Gruppe (the "Company"), Schottenring 30, 1010 Vienna, Austria:

- Annual financial statements and management report for the financial year 2013,
- Consolidated financial statements and group management report for the financial year 2013,
- Report of the Supervisory Board for the financial year 2013,
- Corporate governance report for the financial year 2013,
- Proposal on the distribution of profits for the financial year 2013,
- Draft resolutions concerning agenda items 2-6,
- Declarations of the candidates for election to the Supervisory Board pursuant to section 87 para. 2 of the Austrian Stock Corporation Act (*Aktiengesetz*).

These documents, the complete wording of this convocation notice and the forms for granting and revoking power of attorney pursuant to Section 114 Austrian Stock Corporation Act are also available not later than on 16 May 2014 on the website [www.vig.com/annual-general-meeting](http://www.vig.com/annual-general-meeting) and will also be obtainable in the Annual General Meeting.

### **NOTICE CONCERNING THE RIGHTS OF SHAREHOLDERS PURSUANT TO SECTIONS 109, 110, 118 AND 119 AUSTRIAN STOCK CORPORATION ACT**

Shareholders, whose aggregate shares total not less than **5% of the registered capital** and who have held their shares since at least three months before the request, may request **additional agenda items** for this Annual General Meeting and their publication, provided such request is received by the Company in written form to VIENNA INSURANCE GROUP AG Wiener Versicherung Gruppe, Dept. VD100, attn. Ms. Sabine Stiller, Schottenring 30, 1010 Vienna, Austria, not later than on 16 May 2014. Every such requested agenda item must be accompanied by a draft resolution together with a justification.

In order to prove the shareholding in case of deposited bearer shares, it is sufficient to submit a deposit certificate pursuant to Section 10a Austrian Stock Corporation Act, which certifies that the applying shareholders have been holders of these shares since at least three months and which is not older than seven days on the day of submission to the Company. Several deposit certificates concerning shares, which together constitute a shareholding of 5%, must refer to the same date. Regarding all other requirements of the deposit certificate, please refer to the information regarding the right to participate.

Shareholders, whose aggregate shares total not less than **1% of the registered capital** may submit to every agenda item **draft resolutions** together with a justification and may request that these draft resolutions together with the justification and an optional statement by the Managing Board or the Supervisory Board are published on the webpage of the Company, provided such request is received by the Company in text form either by fax to +43 (0)1 89 00 500-60 or to VIENNA INSURANCE GROUP AG Wiener Versicherung Gruppe, Dept. VD100, attn. Ms. Sabine Stiller, Schottenring 30, 1010 Vienna, Austria, not later than on 27 May 2014. In case of a draft resolution for the election of a member of the Supervisory Board the declaration of the proposed person pursuant to Section 87 para. 2 Austrian Stock Corporation Act shall be annexed instead of the justification.

For the proof of the shareholding for the exercise of this shareholder right in case of deposited bearer shares it is sufficient to submit a deposit certificate pursuant to Section 10a Austrian Stock Corporation Act, which is not older than seven days on the day of submission to the Company. Several deposit certificates concerning shares, which together constitute a shareholding of 1%, must refer to the same date. Regarding all other requirements of the deposit certificate, please refer to the information regarding the right to participate.

Every shareholder will be granted **disclosure about affairs of the Company** in the Annual General Meeting, as far as it is necessary for the appropriate evaluation of an agenda item. Disclosure may be denied in case that after reasonable commercial assessment it could be to the material detriment of the Company or a Group Company, or if it would constitute a criminal offence.

Every shareholder has the right to **propose resolutions** concerning all agenda items which do not require former announcement, provided that the shareholder has given proof to his or her right to participate in the Annual General Meeting.

Shareholders whose aggregate shares total not less than 1% of the share capital can propose a resolution for election of a person to the Supervisory Board. The Annual General Meeting can vote on a proposal for election of a person to the Supervisory Board only in case that the resolution for election is received by the Company not later than on 27 May 2014. Regarding all other requirements of proposing resolutions, please refer to the relevant information above.

## **RECORD DATE AND RIGHT TO PARTICIPATE IN THE ANNUAL GENERAL MEETING PURSUANT TO SECTION 111 AUSTRIAN STOCK CORPORATION ACT**

### **Deposited bearer shares**

The right to participate in the Annual General Meeting, the voting rights and all other shareholder rights, which may be exercised in the Annual General Meeting, are subject to the shareholdings on 27 May 2014, 12.00 p.m. (CEST) (Record Date).

Only such shareholders have the right to participate in the Annual General Meeting, who give proof of qualification as a shareholder to the Company at that date.

In case of deposited bearer shares it is sufficient to submit a **deposit certificate** pursuant to Section 10a Austrian Stock Corporation Act as proof of the shareholding on the Record Date, which must be received by the Company not later than on 3 June 2014, 12.00 p.m. (CEST), solely at one of the following addresses:

- by post: VIENNA INSURANCE GROUP AG Wiener Versicherung Gruppe  
Dept. VD100, attn. Ms. Sabine Stiller  
Schottenring 30, 1010 Vienna, Austria
- by fax: +43 (0)1 89 00 500-60
- by e-mail: anmeldung.vig@hauptversammlung.at (as scanned attachment – TIF, PDF etc.)
- by SWIFT: GIBAATWGGMS  
Message Type MT598; please indicate in the wording ISIN AT0000908504

### **Deposit certificate pursuant to Section 10a Austrian Stock Corporation Act**

The deposit certificate must be issued by a custodian bank with its registered office in a member state of the European Economic Area or in a full member state of the OECD and shall include the following data:

- Information regarding the issuer: name/company and address or a code common between banks (SWIFT-code),
- information regarding the shareholder: name/company, address, date of birth in case of natural persons, or registry and registration number in case of legal persons,
- information regarding the shares: amount of shares (ISIN AT0000908504) of the shareholder,
- deposit account number or other identification.
- The deposit certificate must refer to the Record Date, 27 May 2014, 12.00 p.m. (CEST).

Pursuant to Section 10a para. 1 last sentence Austrian Stock Corporation Act, the Company will also accept certificates for the proof of shareholdings which are issued by legal persons which are authorised as depositaries of these shares according to Czech law.

The deposit certificate must be submitted in German or in English language. The shareholders are not blocked by the registration to the Annual General Meeting or by the submission of the deposit certificate; thus shareholders may continue to freely dispose of their shares also after registration or submission of a deposit certificate.

## **REPRESENTATION BY PROXY PURSUANT TO SECTION 114 AUSTRIAN STOCK CORPORATION ACT**

Every shareholder, who has the right to participate in the Annual General Meeting, has the right to nominate a proxy holder, who will attend the Annual General Meeting in the name of the shareholder and who has the same rights as the shareholder who he represents.

The power of attorney must be granted to a specific person (either a natural or a legal person) in text form; several persons may also be nominated. The power of attorney must be received by the Company solely at one of the following addresses:

- by post: VIENNA INSURANCE GROUP AG Wiener Versicherung Gruppe  
Dept. VD100, attn. Ms. Sabine Stiller  
Schottenring 30, 1010 Vienna, Austria
- by fax: +43 (0)1 89 00 500-60
- by e-mail: anmeldung.vig@hauptversammlung.at (as scanned attachment – TIF, PDF, etc.)
- by SWIFT: GIBAAWGGMS  
Message Type MT598; please indicate in the wording ISIN AT0000908504
- in person: at the registration desk for the Annual General Meeting at the place of the meeting

A power of attorney form and a form for the revocation of the power of attorney will be sent on request and are available on the website of the Company on [www.vig.com/annual-general-meeting](http://www.vig.com/annual-general-meeting).

In case the power of attorney is not submitted personally upon registration on the day of the Annual General Meeting, the power of attorney must be received by the Company not later than on 5 June 2014, 3.00 p.m. (CEST).

The above-mentioned provisions for granting proxies are applicable accordingly to the revocation of proxies.

## **REPRESENTATION OF VOTING RIGHTS**

As a special service, Mr. Michael Knap of the "Interessenverband für Anleger" (IVA, Austrian Association of Investors), Feldmuehlgasse 22, 1130 Vienna, Austria, is available to shareholders as an independent power of attorney bound by the shareholders' instructions for exercising their voting right at the Annual General Meeting. Shareholders who wish to avail themselves of Mr. Knap's services may contact him directly by phone +43 (0)1 8763343-30, by fax +43 (0)1 8763343-39 or by e-mail [michael.knap@iva.or.at](mailto:michael.knap@iva.or.at).

## **TOTAL NUMBER OF SHARES AND VOTING RIGHTS (Information according to Section 83 para. 2 clause 1 of the Austrian Stock Exchange Act)**

On the date of convening the Annual General Meeting the registered nominal capital of the Company amounts to EUR 132,887,468.20 and is divided into 128,000,000 no-par value shares. Each share grants one vote. The Company or one of its subsidiaries currently holds none of its own shares. The total number of shares which convey the right to participate and vote in the Annual General Meeting amounts to 128,000,000.

## **ADMISSION TO THE ANNUAL GENERAL MEETING**

For the admission to the Annual General Meeting, you may have to prove your identity. Please bring a **valid official photo identification**. In case you attend the Annual General Meeting as a power of attorney holder, please also bring the **power of attorney** in addition to your valid official photo identification. In case the original of the power of attorney was already sent to the Company, you may facilitate your admission if you can provide a copy of the power of attorney.

The Company retains the right to verify the identity of the persons participating on the meeting. In case the verification of the identity is not possible, admission may be denied.

Please consider the large number of expected participants and the usual security measures when planning the time of arrival. Admission for the collection of voting cards starts at 9.30 a.m. (CEST).

Vienna, May 2014

The Managing Board