

INFORMATION CONCERNING THE RIGHTS OF SHAREHOLDERS

Right to participate in the General Meeting pursuant to Section 102 Austrian Stock Corporation Act (*Aktiengesetz*)

The General Meeting serves the decision-making-process of shareholders concerning the company's affairs.

Record date and right to participate in the General Meeting pursuant to Section 111 Austrian Stock Corporation Act

Deposited bearer shares

The right to participate in the General Meeting, the voting rights and all other shareholder rights which may be exercised in the General Meeting are subject to the **shareholdings on 27 May 2014, 12.00 p.m. (CEST) (Record Date)**. Only those shareholders have the right to participate in the 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)**, exclusively 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 the 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 has to 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 accepts deposit certificates issued by a legal person which is authorised as depositary of these shares according to Czech law.

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

Amendment of the agenda pursuant to Section 109 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 the Annual General Meeting on 6 June 2014 and their publication, provided such request is received by VIENNA INSURANCE GROUP AG Wiener Versicherung Gruppe (the "Company") in written form, i.e. personally signed, **not later than on 16 May 2014** to

VIENNA INSURANCE GROUP AG Wiener Versicherung Gruppe
Dept. VD100, attn. Ms. Sabine Stiller
Schottenring 30, 1010 Vienna, Austria

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.

Pursuant to Section 128 para. 5 Austrian Stock Corporation Act it is required to submit any draft resolution also in a German version.

Draft resolutions of shareholders pursuant to Section 110 Austrian Stock Corporation Act

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 in text form by the Company **not later than on 27 May 2014** alternatively to one of the following addresses:

- by fax: +43 (0)1 89 00 500-60
- by post: VIENNA INSURANCE GROUP AG Wiener Versicherung Gruppe
Dept. VD100, attn. Ms. Sabine Stiller
Schottenring 30, 1010 Vienna, Austria

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.

Pursuant to Section 128 para. 5 Austrian Stock Corporation Act it is required to submit any draft resolution also in a German version. On a draft resolution, which has been published pursuant to Section 110 Austrian Stock Corporation Act, a vote has only be taken if it will be repeated as a proposal in the General Meeting.

Information concerning the right of shareholders to propose resolutions in the General Meeting pursuant to Section 119 Austrian Stock Corporation Act

Every shareholders has the **right to propose resolutions** on any item on the agenda in the General Meeting which are not subject to prior publication, provided that the shareholder can prove his/her entitlement to participate in the General Meeting according to the convocation.

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.

Notice concerning the right to ask questions pursuant to Section 118 Austrian Stock Corporation Act

At shareholders´ request disclosure will be granted about the affairs of the Company in the 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. In order to ensure an efficient meeting questions whose response require more extensive preparation shall be submitted timely before the General Meeting to 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

Notice concerning the representation by proxy pursuant to Section 114 Austrian Stock Corporation Act

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

The power of attorney must be granted to a specific person (either a natural or a legal person) in written form; also several persons may be nominated. The power of attorney must be received by the Company exclusively 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
- in person: at the registration desk for the General Meeting at the place of the meeting

A form for the power of attorney 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.

In case the power of attorney is not submitted personally upon registration on the day of the 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 instructions for granting proxies are applicable accordingly to the revocation of proxies.

Notice concerning the representation of voting rights

As a special service a representative of the "Interessenverband für Anleger" (IVA, Austrian Shareholder Association), 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 General Meeting. Shareholders who wish to avail themselves of IVA's services may contact Mr. Michael Knap by phone +43 (0)1 8763343-30, by fax +43 (0)1 8763343-39 or by e-mail michael.knap@iva.or.at.