



VIENNA INSURANCE GROUP

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

**23rd Annual General Meeting of
VIENNA INSURANCE GROUP AG
Wiener Versicherung Gruppe**

6 June 2014

PROPOSED RESOLUTIONS

re Agenda item 2

The Managing Board and the Supervisory Board propose that the Annual General Meeting passes the following r e s o l u t i o n:

RESOLUTION:

The allocation of the balance sheet profit shown in the financial statement 2013 in the amount of EUR 267,801,744.20 shall be made pursuant to the recommendation of the Managing Board, approved by the audit committee of the Supervisory Board and the Supervisory Board, as follows:

Distribution on ordinary shares:

EUR 1.30 dividend per share
for 128,000,000 ordinary shares, thus EUR 166,400,000.00

The dividend payment day shall be 16 June 2014 and ex-dividend date shall be 11 June 2014.

The total distribution amounts to EUR 166,400,000.00

Profit brought forward:
The remaining amount is carried forward.

re Agenda item 3

The Managing Board and the Supervisory Board propose that the Annual General Meeting passes the following r e s o l u t i o n:

RESOLUTION:

The members of the Managing Board are granted discharge for the financial year 2013.

re Agenda item 4

The Managing Board and the Supervisory Board propose that the Annual General Meeting passes the following r e s o l u t i o n:

RESOLUTION:

The members of the Supervisory Board are granted discharge for the financial year 2013.

re Agenda item 5

The Supervisory Board proposes that the Annual General Meeting passes the following resolution:

RESOLUTION:

KPMG Austria AG Wirtschaftsprüfungs- und Steuerberatungsgesellschaft

is appointed as the auditor of the financial statements of the Company and the auditor of the consolidated financial statements for the financial year 2015.

re Agenda item 6

The Supervisory Board proposes that the Annual General Meeting passes the following resolution:

The Supervisory Board consists of ten members elected by the Annual General Meeting. At the end of the Annual Meeting on 6 June 2014, the term of office of all ten members expires.

RESOLUTION:

The following individuals are elected to the Supervisory Board of VIENNA INSURANCE GROUP AG Wiener Versicherung Gruppe:

Mr. Bernhard BACKOVSKY
Mrs. Martina DOBRINGER
Mr. Rudolf ERTL
Mr. Günter GEYER
Mrs. Maria KUBITSCHEK
Mr. Heinz ÖHLER
Mr. Reinhard ORTNER
Mr. Georg RIEDL
Mr. Karl SKYBA
Mrs. Gertrude TUMPEL-GUGERELL

The election shall be effective as from the end of today's Annual General Meeting until the end of the Annual General Meeting resolving in the granting of discharge for the financial year 2018.