

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

## INFORMATION CONCERNING THE RIGHTS OF SHAREHOLDERS

### **Right to attend the Annual General Meeting pursuant to Section 102 Austrian Stock Corporation Act (*Aktiengesetz/AktG*)**

The Annual General Meeting serves the decision-making-process of shareholders concerning the affairs of VIENNA INSURANCE GROUP AG Wiener Versicherung Gruppe (the “Company”).

### **Record date and right to participate in the Annual General Meeting pursuant to Section 111 *AktG***

#### **Bearer shares kept in custody**

The right to attend the Annual General Meeting and to exercise the voting right and other shareholder rights which are to be claimed in connection with Annual General Meetings depend on the ownership of shares on **2 May 2017, midnight (CEST) (record date)**.

Only persons who are shareholders at the record date and provide evidence thereof to the Company are entitled to attend the Annual General Meeting.

In the case of bearer shares kept in custody a **deposit receipt** as defined in Section 10a *AktG*, which must be received by the Company not later than on by **9 May 2017, midnight (CEST)** exclusively at any one of the following addresses in writing, shall suffice as evidence of the shareholding at the record date:

**- original signed by the issuer**

by post or courier to:

VIENNA INSURANCE GROUP AG Wiener Versicherung Gruppe  
Department VD100, Attn. Ms. Sabine Stiller  
Schottenring 30, 1010 Wien

- by e-mail: [anmeldung.vig@hauptversammlung.at](mailto:anmeldung.vig@hauptversammlung.at) (deposit receipt as a pdf attachment including a qualified electronic signature as defined in Section 4 para. 1 of the Act on Signatures and Trust Service – formerly the Austrian Signature Act (SigG))

- via SWIFT: GIBAATWGGMS  
Message type MT598; please state ISIN AT0000908504 in the text

Transmission by fax or simple email has been no longer sufficient since 1 January 2017. The statutory authorization has expired.

If you send the deposit receipt

- by fax: +43 (0)1 89 00 500-60 or

- by e-mail: [anmeldung.vig@hauptversammlung.at](mailto:anmeldung.vig@hauptversammlung.at) (as a scanned attachment - TIF, PDF etc. with no qualified electronic signature)

the original signed by the issuer must be received by VIG by 9 May 2017 by post or courier.

### **Deposit receipt as defined in Section 10a *AktG***

The deposit receipt must be issued by the bank keeping the securities account, whose registered office shall be in a Member State of the European Economic Area or in a full Member State of the OECD, and shall contain the following information:

- Information on the issuer: name and address or a standard code used for transactions between banks (SWIFT code),
- Information on the shareholder: name, address, date of birth in the case of natural persons, register and register number in the case of legal entities, if applicable,
- Information on the shares: number of shares held by the shareholder (ISIN AT0000908504)
- Securities account number or any other identification.
- The deposit receipt must make reference to the record date, i.e. 2 May 2017, midnight (CEST).

For the purposes of the last sentence of Section 10a (1) *AktG* the Company will also accept deposit receipts that were issued by legal entities which are entitled pursuant to Czech law to keep securities accounts with regard to those shares.

Deposit receipts must be in German or English. The shares will not be blocked by their registration for the Annual General Meeting and/or their submission of a deposit receipt; thus, shareholders may continue to freely dispose of their shares even after registration and/or transmission of a deposit receipt.

#### **Amendment of the agenda pursuant to Section 109 *AktG***

Shareholders whose shares collectively account for **5% of the registered capital** and who have held those shares for at least three months prior to the motion may request in writing that **additional items** be included in the agenda of this Annual General Meeting and that they be published, provided that the request is received in writing by the Company exclusively at the address

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

by 21 April 2017 at the latest.

With every item so requested to be included in the agenda a proposal for a resolution including a statement of the reasons for the same must be enclosed.

Presentation of a **deposit receipt** as defined in Section 10a *AktG* which certifies that the requesting shareholders have held their shares for at least three months prior to the motion shall be sufficient for evidencing **ownership of bearer shares kept in custody**, and such evidence must not be older than seven days at the time of presentation to the Company. Several deposit receipts for shares which only in the aggregate amount to 5% of the shares must refer to the same date. As regards the other deposit receipt requirements reference is made to the information about the right to attend Annual General Meeting.

Pursuant to Section 128 para. 5 *AktG* it is required to submit any draft resolution also in a German version.

#### **Draft resolutions of shareholders pursuant to Section 110 *AktG***

Shareholders whose shares collectively account for **1% of the registered capital** may submit **proposals for resolution** including a statement of the reasons for the same regarding any item on the agenda in text format and may request that such proposals including the statement of the reasons for the same, which has to be included, and an opinion of the Managing Board or the Supervisory Board, if any, be made available on the Company's website, provided that such request is received by the Company in text format not later than 3 May 2017:

- by fax: +43 (0)1 89 00 500-60
- by post: VIENNA INSURANCE GROUP AG Wiener Versicherung Gruppe  
Department VD100, Attn. Ms. Sabine Stiller

Schottenring 30, 1010 Vienna, Austria

In the case of a proposal regarding election of a Supervisory Board member a declaration of the proposed person as defined in Section 87 (2) *AktG* shall replace the statement of reasons.

Presentation of a deposit receipt in accordance with Section 10a *AktG* shall be sufficient for evidencing ownership of bearer shares kept in custody to be able to exercise this shareholder right, and such evidence must not be older than seven days at the time of presentation to the Company. Several deposit receipts for shares which only in the aggregate amount to 1% of the shares must refer to the same date. As regards the other deposit receipt requirements reference is made to the information about the right to attend the Annual General Meeting.

Pursuant to Section 128 (5) *AktG* it is required to submit any draft resolution in a German version. On a draft resolution, which has been published pursuant to Section 110 *AktG*, a vote can only be casted if it will be repeated as a proposal in the Annual General Meeting.

**Notice concerning the right of shareholders to propose resolutions in the Annual General Meeting pursuant to Section 119 *AktG***

At the Annual General Meeting every shareholder is entitled to file **motions** with respect to any item on the agenda, which require no prior announcement. For that purpose proof of the right to attend the meeting as defined by the invitation to the Annual General Meeting is required.

A motion for election of a person to the Supervisory Board may be voted on at the Annual General Meeting only if a relevant proposal for resolution of shareholders whose shares amount to 1% of the registered capital in the aggregate is received by the Company not later than 3 May 2017. With regard to the other requirements for submitting proposals for resolutions reference is made to the relevant explanations.

**Notice concerning the right to ask questions pursuant to Section 118 *AktG***

At the Annual General Meeting any shareholder shall, upon request, be **informed about Company matters** to the extent that such information is required for proper assessment of an item on the agenda. Such information may be denied if, according to the reasonable judgement of an entrepreneur, disclosure of the same might cause a material disadvantage to the Company or an affiliated enterprise or might be punishable by law.

In order to ensure an efficient meeting questions whose response require more extensive preparation shall be submitted timely before the Annual General Meeting to one of the following addresses:

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

**Representation by proxy pursuant to Section 114 *AktG***

Any shareholder who is entitled to attend the Annual General Meeting has the right to appoint a proxy, who shall attend the Annual General Meeting on behalf of the shareholder and who shall have the same rights as the shareholder she/he represents.

A proxy must be granted to a specific person (a natural or a legal person) in text format, and also several persons may be granted proxy. The proxy shall be submitted to the Company at one of the addresses stated below:

- 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 state ISIN AT0000908504 in the text
- personally: when registering for the Annual General Meeting at the place of the meeting

A proxy form and a form for revocation of proxy will be sent to you upon request and are available on the Company's website at [www.vig.com/annual-general-meeting](http://www.vig.com/annual-general-meeting).

Unless the proxy is handed in personally upon registration on the day of the Annual General meeting, the proxy must be received by the Company not later than on 11 May 2017, 3 p.m. (CEST).

The above regulations on the granting of proxy shall apply *mutatis mutandis* to revocation of proxy.

#### **Notice concerning Proxy**

As an additional service a representative of Interessenverband für Anleger (Austrian Shareholder Association), Feldmühlgasse 22, 1130 Vienna, will be available to the shareholders as an independent proxy for exercise of voting rights at the Annual General meeting according to the shareholder's instructions. If you are interested in this service, please contact Dr. Wilhelm Rasinger directly on +43 (0)1 8763343-30 (phone), on +43 (0)1 8763343-39 (fax) or at [Wilhelm.rasinger@iva.or.at](mailto:Wilhelm.rasinger@iva.or.at) (email).

#### **Internet Broadcast**

The speech of the chairwoman of the Managing Board will be broadcasted on the internet. The link to the broadcast will be made available timely before the Annual General Meeting at [www.vig.com/annual-general-meeting](http://www.vig.com/annual-general-meeting).