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## VIENNA INSURANCE GROUP

### Voting results for the ordinary general meeting of VIENNA INSURANCE GROUP AG Wiener Versicherung Gruppe on 12. May 2017

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#### **Agenda item 2:**

Resolution on appropriation of the net profit for the year as per the annual financial statements for 2016.

**Presence:** 334 shareholders with 101.888.607 votes.

**Number of shares voting valid: 101,888,607**

**Those correspond to this portion of the registered capital: 79.60 %**

**Total number of valid votes: 101,888,607**

**FOR-Votes** 333 shareholders with 101,888,597 votes.

**AGAINST-Votes** 1 shareholder with 10 votes.

**ABSTENTIONS** 0 shareholders with 0 votes.

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#### **Agenda item 3:**

Resolution on approval of the actions of the Managing Board members for the financial year 2016.

**Presence:** 334 shareholders with 101.888.607 votes.

**Number of shares voting valid: 101,703,962**

**Those correspond to this portion of the registered capital: 79.46 %**

**Total number of valid votes: 101,703,962**

**FOR-Votes** 333 shareholders with 101,703,962 votes.

**AGAINST-Votes** 0 shareholders with 0 votes.

**ABSTENTIONS** 1 shareholder with 184,645 votes.

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#### **Agenda item 4:**

Resolution on approval of the actions of the Supervisory Board members for the financial year 2016.

**Presence:** 334 shareholders with 101.888.607 votes.

**Number of shares voting valid: 101,703,962**

**Those correspond to this portion of the registered capital: 79.46 %**

**Total number of valid votes: 101,703,962**

**FOR-Votes** 333 shareholders with 101,703,962 votes.

**AGAINST-Votes** 0 shareholders with 0 votes.

**ABSTENTIONS** 1 shareholder with 184,645 votes.

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### **Agenda item 5:**

Resolution on the authorisation of the Managing Board pursuant to Section 169 AktG to increase the registered capital by a nominal amount of EUR 66,443,734.10 by 11 May 2022 at the latest through issue of 64,000,000 no-par value registered or bearer shares against a contribution in cash or in kind, if necessary in several tranches, and to decide on the content of the shareholders' rights, on exclusion of the shareholders' subscription rights and on other terms and conditions for the issue of shares with approval from the Supervisory Board. This authorisation shall replace the resolution passed in the 22nd Annual General Meeting of 3 May 2013 under item 5 on the agenda. The first sentence of Article 4 (2) of the Articles of Association will be amended accordingly.

**Presence:** 334 shareholders with 101.888.607 votes.

**Number of shares voting valid: 101,888,207**

**Those correspond to this portion of the registered capital: 79.60 %**

**Total number of valid votes: 101,888,207**

**FOR-Votes** 66 shareholders with 92,999,098 votes.

**AGAINST-Votes** 267 shareholders with 8,889,109 votes.

**ABSTENTIONS** 1 shareholder with 400 votes.

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### **Agenda item 6:**

Resolution on the authorisation of the Managing Board to issue participating bonds of a total nominal amount of up to EUR 2,000,000,000 by 11 May 2022 at the latest with approval from the Supervisory Board pursuant to Section 174 (1) AktG, if necessary in several tranches, also with exclusion of shareholders' subscription rights, and to define all other terms and conditions for the issue of participating bonds. This authorisation shall replace the resolution passed in the 22nd Annual General Meeting of 3 May 2013 under item 6 on the agenda.

**Presence:** 335 shareholders with 101.888.727 votes.

**Number of shares voting valid: 100,608,727**

**Those correspond to this portion of the registered capital: 78.60 %**

**Total number of valid votes: 100,608,727**

**FOR-Votes** 330 shareholders with 100,607,906 votes.

**AGAINST-Votes** 4 shareholders with 821 votes.

**ABSTENTIONS** 1 shareholder with 1,280,000 votes.

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### **Agenda item 7:**

Resolution on the authorisation of the Managing Board to issue convertible bonds in a total nominal amount of up to EUR 2,000,000,000 by 11 May 2022 with approval from the Supervisory Board pursuant to Section 174 (2) AktG, if necessary in several tranches, also with exclusion of shareholders' subscription rights and to define all other terms and conditions, the issue and the conversion procedure for the convertible bonds. This authorisation shall replace the resolution passed in the 22nd Annual General Meeting of 3 May 2013 under item 7 on the agenda.

**Presence:** 334 shareholders with 101.888.726 votes.

**Number of shares voting valid: 101,888,326**

**Those correspond to this portion of the registered capital: 79.60 %**

**Total number of valid votes: 101,888,326**

**FOR-Votes** 64 shareholders with 91,844,480 votes.

**AGAINST-Votes** 269 shareholders with 10,043,846 votes.

**ABSTENTIONS** 1 shareholder with 400 votes.

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### **Agenda item 8:**

Resolution on an amendment to the second sentence of Article 4 (3) of the Articles of Association (Conditional capital) so that it will now contain the following wording: "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 Annual General Meeting of 12 May 2017 exercise their subscription rights or conversion options."

**Presence:** 334 shareholders with 101.888.726 votes.

**Number of shares voting valid: 101,888,726**

**Those correspond to this portion of the registered capital: 79.60 %**

**Total number of valid votes: 101,888,726**

**FOR-Votes** 70 shareholders with 91,926,640 votes.

**AGAINST-Votes** 264 shareholders with 9,962,086 votes.

**ABSTENTIONS** 0 shareholders with 0 votes.

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### **Agenda item 9:**

Resolution on the authorisation of the Managing Board pursuant to Section 65 (1) no. 4 and no. 8 as well as (1a) and (1b) AktG to acquire no-par value bearer treasury shares to the maximum extent permitted by law during a term of thirty (30) months from the day of the resolution of the Annual General Meeting. The equivalent to be paid upon redemption must not be lower than a maximum of 50% of the unweighted average closing price of the ten trading days preceding redemption and not higher than a maximum of 10% of the unweighted average closing price of the ten trading days preceding redemption. At the Managing Board's option the shares may be acquired via the stock exchange or a public offering or in any other expedient manner that is permitted by law.

The Managing Board shall be authorised to sell the acquired treasury shares in a way other than via the stock exchange or a public offering without excluding the shareholders' subscription right or with excluding them in whole or in part for a maximum period of five years from the resolution.

**Presence:** 335 shareholders with 101.888.926 votes.

**Number of shares voting valid: 101,888,926**

**Those correspond to this portion of the registered capital: 79.60 %**

**Total number of valid votes: 101,888,926**

**FOR-Votes** 312 shareholders with 101,617,242 votes.

**AGAINST-Votes** 23 shareholders with 271,684 votes.

**ABSTENTIONS** 0 shareholders with 0 votes.

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### **Agenda item 10:**

Amendment to Articles 18 and 19 of the Company's Articles of Association.

**Presence:** 335 shareholders with 101.888.926 votes.

**Number of shares voting valid: 101,888,926**

**Those correspond to this portion of the registered capital: 79.60 %**

**Total number of valid votes: 101,888,926**

**FOR-Votes** 335 shareholders with 101,888,926 votes.

**AGAINST-Votes** 0 shareholders with 0 votes.

**ABSTENTIONS** 0 shareholders with 0 votes.

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### **Agenda item 11:**

Election of the auditor and group auditor for the financial year 2018.

**Presence:** 335 shareholders with 101.888.926 votes.

**Number of shares voting valid: 101,888,876**  
**Those correspond to this portion of the registered capital: 79.60 %**  
**Total number of valid votes: 101,888,876**  
**FOR-Votes**            290 shareholders with 100,705,878 votes.  
**AGAINST-Votes**    44 shareholders with 1,182,998 votes.  
**ABSTENTIONS**    1 shareholder with 50 votes.

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***Agenda item 12:***

Election of Mr. Fabisch to the Supervisory Board.

**Presence:**        335 shareholders with 101.888.926 votes.  
**Number of shares voting valid: 101,888,926**  
**Those correspond to this portion of the registered capital: 79.60 %**  
**Total number of valid votes: 101,888,926**  
**FOR-Votes**            331 shareholders with 101,883,746 votes.  
**AGAINST-Votes**    4 shareholders with 5,180 votes.  
**ABSTENTIONS**    0 shareholders with 0 votes.

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***Agenda item 12:***

Election of Mrs. Semmelrock-Werzer to the Supervisory Board.

**Presence:**        335 shareholders with 101.888.926 votes.  
**Number of shares voting valid: 101,888,926**  
**Those correspond to this portion of the registered capital: 79.60 %**  
**Total number of valid votes: 101,888,926**  
**FOR-Votes**            330 shareholders with 101,884,103 votes.  
**AGAINST-Votes**    5 shareholders with 4,823 votes.  
**ABSTENTIONS**    0 shareholders with 0 votes.

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