

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

**27th Annual General Meeting
of VIENNA INSURANCE GROUP AG
Wiener Versicherung Gruppe**

25 May 2018

PROPOSALS FOR RESOLUTION

Regarding item 2 on the agenda

**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 net profit for the year in the amount of EUR 157,128,123.45 as recognised in the annual financial statements for 2017 shall be appropriated as follows in accordance with the proposal made by the Managing Board and approved by the audit committee of the Supervisory Board and by the entire Supervisory Board:

Distribution on ordinary shares:

EUR 0.90 dividend per share
for 128,000,000 ordinary shares, i.e. a total of EUR 115,200,000

The dividend payment day shall be 30 May 2018; the record date (evidence date for the dividend) shall be 29 May 2018 and the ex-dividend date for this dividend shall be 28 May 2018.

Accordingly, the total amount distributed will be EUR 115,200,000.

Profit carried forward:

The residual amount will be carried forward.

Regarding item 3 on the agenda

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 actions of the members of the Managing Board for the financial year 2017 are being approved.

Regarding item 4 on the agenda

**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 actions of the members of the Supervisory Board for the financial year 2017 are being approved.

Regarding item 5 on the agenda

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 Articles of Association shall be amended in Article 23 (2) and Article 24 (1) as follows:

OLD	NEW
... V. Annual Financial Statements and Distribution of Profits	... V. Annual Financial Statements and Distribution Appropriation of Profits
... Article 23 Annual General Meeting	... Article 23 Annual General Meeting
... 2. The Annual General Meeting shall resolve on the distribution of the profit resulting from the annual financial statements, on the grant of discharge to the members of the Management Board and Supervisory Board and, in the cases provided by law, on the adoption of the annual financial statements; furthermore, the Annual General Meeting shall resolve on the election of members of the Supervisory Board as well as on other matters assigned to the General Meeting for resolution under the law and on other motions which have been properly submitted.	... 2. The Annual General Meeting shall resolve on the distribution appropriation of the profit resulting from the annual financial statements, on the grant of discharge to the members of the Management Board and Supervisory Board and, in the cases provided by law, on the adoption of the annual financial statements; furthermore, the Annual General Meeting shall resolve on the election of members of the Supervisory Board as well as on other matters assigned to the General Meeting for resolution under the law and on other motions which have been properly submitted.
Article 24 Profit	Article 24 Profit
1. Unless the General Meeting resolves otherwise, the profit shall be distributed among the shareholders.	1. Unless the General Meeting resolves otherwise, the profit shall be distributed among the shareholders. The General Meeting is entitled to fully or partially exclude the profit from distribution. The amendments to the annual financial statements, which are hereby required, shall be undertaken by the Management Board.

Regarding item 6 on the agenda

The Supervisory Board proposes
that the Annual General Meeting passes the following **R E S O L U T I O N** :

RESOLUTION:

KPMG Austria GmbH Wirtschaftsprüfungs- und Steuerberatungsgesellschaft
(FN [*Business Register No.*] 269873y)

is appointed auditor and group auditor for the financial year 2019.

Regarding item 7 on the agenda

The Managing Board and the Supervisory Board propose that the Annual General Meeting passes the following resolution:

RESOLUTION:

The monthly remuneration of the Supervisory Board is newly determined as follows:

Chairman of the Supervisory Board	EUR 5,700.00 per month
Deputy Chairman of the Supervisory Board	EUR 3,500.00 per month
Members of the Supervisory Board	EUR 2,800.00 per month

The remuneration is paid monthly and in advance via bank transfer. Members of the Supervisory Board, who lay down their mandate before the end of a month, shall nevertheless receive full remuneration for that month.

The newly determined remuneration is valid from June 2018 and is resolved including inflation adjustment.

Inflation adjustment is effected in accordance with the Consumer Price Index 2015 (year 2015 as basis) as disclosed by Statistik Austria or in accordance with a superseding index, whereby increases up to and including 5% shall be disregarded. In the case of an adjustment, commercial full-decimal approximations shall apply. The new amount and the respective index, valid at the time of the adjustment, shall form the basis for the calculation of the subsequent inflation adjustment.

The attendance fee for meetings of the Supervisory Board and Supervisory Board-Committee meetings as resolved in the 16th Annual General Meeting on 25 May 2007 amounting to EUR 1,500.00 per meeting remains unaltered.
