

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

**VIENNA INSURANCE GROUP AG  
Wiener Versicherung Gruppe**

FN [Business Register Number] 75687 f  
ISIN: AT0000908504

Schottenring 30, Ringturm, 1010 Vienna

**CONVOCATION**

to the 28th Annual General Meeting (AGM),  
which will be held on Friday, 24 May 2019, at 11 a.m. (CEST)

at the Wiener Stadthalle,  
Roland Rainer Platz 1, 1150 Vienna, Hall F

**A G E N D A**

1. Presentation of the approved annual financial statements for 2018 including the management report, the consolidated corporate governance report 2018, the sustainability report 2018 (consolidated non-financial report), the consolidated financial statements for 2018 including the group management report, the proposal for appropriation of profits and the report of the Supervisory Board (Section 96 of the Austrian Stock Corporations Act [*Aktiengesetz/AktG*]).
2. Resolution on appropriation of the net profit for the year as per the annual financial statements for 2018.
3. Resolution on approval of the actions of the Managing Board members for the financial year 2018.
4. Resolution on approval of the actions of the Supervisory Board members for the financial year 2018.
5. 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.

This authorisation replaces the resolution passed at agenda item 9 at the 26th Annual General Meeting on 12 May 2017.

6. Amendments to Article 8 (3) of the Company's Articles of Association.
7. Election of the auditor and group auditor for the financial year 2020.
8. Elections to the Supervisory Board.

#### **DOCUMENTS FOR THE ANNUAL GENERAL MEETING**

The following documents to be made available pursuant to Section 108 *AktG* will be available for inspection by the shareholders on the premises of the registered office of VIENNA INSURANCE GROUP AG Wiener Versicherung Gruppe (the "Company"), Schottenring 30, 1010 Vienna, not later than 3 May 2019 during normal business hours:

- annual financial statements including management report for the financial year 2018,
- consolidated financial statements including group management report for the financial year 2018,
- report of the Supervisory Board for the financial year 2018,
- consolidated corporate governance report for the financial year 2018,
- sustainability report 2018 (consolidated non-financial report)
- proposal for appropriation of the profit for the financial year 2018 (agenda item 2),
- proposals for resolutions on items 2 to 8 on the agenda,
- comparison of the suggested amendments to the Articles of Association (agenda item 6),
- documents for the elections to the Supervisory Board pursuant to Section 87 (2) *AktG* (agenda item 8)
- report of the Managing Board on the exclusion of the shareholders' subscription rights (agenda item 5)
- explanatory information on items 1, 2, 5, 6, 7 and 8 on the agenda.

These documents and the full text of this invitation, the forms for granting and revoking proxy pursuant to Section 114 *AktG* as well as the information concerning the rights of shareholders pursuant to Sections 109, 110, 118 and 119 *AktG* may also be retrieved from the Company's website ([www.vig.com](http://www.vig.com)) under Investor Relations > Annual General Meeting or via direct link [www.vig.com/annual-general-meeting](http://www.vig.com/annual-general-meeting) not later than 3 May 2019 and will be available at the Annual General Meeting.

#### **INFORMATION ABOUT THE SHAREHOLDERS' RIGHTS AS DEFINED IN SECTIONS 109, 110 AND 118 AKTG AND SECTION 119 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. Mr. Philipp Bardas, Schottenring 30, 1010 Vienna, by 3 May 2019 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 the Annual General Meeting.

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 together with the name of the requesting shareholder 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 registered Company's website, provided that such request is received by the Company in text format not later than 15 May 2019 either by fax to +43 (0)1 89 00 500-60 or by letter to VIENNA INSURANCE GROUP AG Wiener Versicherung Gruppe, Department VD100, Attn. Mr. Philipp Bardas, Schottenring 30, 1010 Vienna. In the case of a proposal for the election of a member of the Supervisory Board, the explanation of the proposed person pursuant to § 87 (2) *AktG* replaces the statement of the reason.

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 (see below).

On a proposal for resolution disclosed in accordance with Section 110 (1) *AktG* should only be voted in accordance with Section 119 (2) *AktG* if reiterated as a request in the Annual General Meeting.

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.

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 15 May 2019. With regard to the other requirements for submitting proposals for resolutions reference is made to the relevant explanations.

Currently the Supervisory Board of VIENNA INSURANCE GROUP AG Wiener Versicherung Gruppe fulfils the minimum requirement according to Section 86 (7) *AktG* and consists of 10 members, thereof 4 women and 6 men. At the end of the Annual General Meeting on 24 May 2019, the term of office of all ten members will expire on a regular basis. The Supervisory Board shall continue to consist of 10 members elected by the Annual General Meeting. Therefore, 10 members of the Supervisory Board are to be elected at the Annual General Meeting in order to reach the previous number of 10 Supervisory Board members.

Article 10 (2) of the Articles of Association of the VIENNA INSURANCE GROUP AG Wiener Versicherung Gruppe determines that the Supervisory Board consists of 3 to 10 members elected by the Annual General Meeting.

The Supervisory Board of VIENNA INSURANCE GROUP AG Wiener Versicherung Gruppe must be comprised of at least 3 women and at least 3 men.

Additional information concerning these rights of shareholders pursuant to Sections 109, 110, 118 and 119 *AktG* will be available on the Company's website via direct link [www.vig.com/annual-general-meeting](http://www.vig.com/annual-general-meeting) not later than 3 May 2019.

## **RECORD DATE AND RIGHT TO ATTEND 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 the Annual General Meeting depend on the ownership of shares on 14 May 2019, 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 and exercise shareholders' rights.

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 21 May 2019, midnight (CEST) exclusively at any one of the following addresses, shall suffice as evidence of the shareholding at the record date:

- by post or courier to:  
VIENNA INSURANCE GROUP AG Wiener Versicherung Gruppe  
Department VD100, Attn. Mr. Philipp Bardas  
Schottenring 30, 1010 Vienna
- by fax: +43 (0)1 89 00 500-60
- by email: anmeldung.vig@hauptversammlung.at (as scanned attachment – TIF, PDF, etc.)
- by SWIFT: GIBAATWGGMS  
Message type MT598 or MT599; implicitly state ISIN AT0000908504 in the text

### **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,
- date or time period to which the deposit receipt refers.

The deposit receipt must make reference to the record date, i.e. 14 May 2019, midnight (CEST).

If the deposit receipt is intended as proof of shareholder status, it may be no older than seven days at the time of submission to the Company.

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.

#### **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. If the shareholder has given his custodian bank power of attorney, it is sufficient that the latter makes a declaration in addition to the deposit receipt that he has been granted power of attorney. The proxy shall be submitted to the Company at one of the addresses stated below:

- by post: VIENNA INSURANCE GROUP AG Wiener Versicherung Gruppe  
Department VD100, Attn. Mr. Philipp Bardas  
Schottenring 30, 1010 Vienna
- by fax: +43 (0)1 89 00 500-60
- by email: anmeldung.vig@hauptversammlung.at (as scanned attachment – TIF, pdf, etc.)
- by SWIFT: GIBAATWGGMS  
Message type MT598 or MT599; implicitly 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 23 May 2019, 3 p.m. (CEST).

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

#### **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 Mr. Michael Knap directly on +43 (0)1 8763343-30 (phone), on +43 (0)1 8763343-39 (fax) or at michael.knap@iva.or.at (email).

#### **TOTAL NUMBER OF SHARES AND VOTING RIGHTS (Information pursuant to Section 120 (2) no. 1 of the Austrian Stock Exchange Act [*Börsegesetz/BörseG*])**

At the time the Annual General meeting is convened the Company's registered capital amounts to a nominal amount of EUR 132,887,468.20 and is divided into 128,000,000 no-par value bearer shares. Every share entitles the holder to one vote. The Company and its subsidiaries hold no treasury shares. The total number of shares granting a right to attend and to vote amounts to 128,000,000 shares at the time stated above.

## **ADMISSION TO THE ANNUAL GENERAL MEETING**

When being admitted to the Annual General Meeting you must be able to identify yourself. Please bring a **valid official photo identification** along for that purpose. If you attend the meeting as the representative of a legal entity, please bring an up-to-date **excerpt from the Commercial Register** with you that evidences your power of representation. If you attend the meeting as a proxy, please also bring the **proxy** along. If the original proxy has already been sent to the Company, you will make entering easier if you take a copy of the proxy along.

The Company reserves the right to identify the persons appearing for the meeting. If a person cannot be identified, the Company may refuse admission.

We kindly ask you to take into account the fact that numerous participants will be expected and the fact that the usual safety checks will be carried out. Admission for collection of voting cards will start at 9:30 a.m. (CEST).

## **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).

## **INFORMATION FOR SHAREHOLDERS ON THE PROCESSING OF PERSONAL DATA**

The Company processes **personal data** of shareholders (in particular those pursuant to Section 10a (2) *AktG*, i.e. name, address, date of birth, securities account number, number of shares of the shareholder, type of share if applicable, date or period to which the deposit receipt refers, number of the voting card and, if applicable, name and date of birth of the proxy holder) on the basis of applicable data protection regulations, in particular the European Data Protection Regulation (GDPR/*DSGVO*) and the Austrian Data Protection Act, in order to enable shareholders to exercise their rights at the Annual General Meeting.

The processing of the personal data of shareholders is mandatory for the participation of shareholders and their representatives at the Annual General Meeting in accordance with the *AktG*, in particular Sections 111, 113, 114, 117 and 120 *AktG*. Shareholders' personal data is processed in the course of the Annual General Meeting in particular for the following purposes: organisation of the Annual General Meeting, participation of shareholders and their representatives in the Annual General Meetings, exercising of shareholder rights in the Annual General Meeting, determination of voting behavior, creation of a registration list, list of attendance and a list of proxies, preparation of the minutes of the Annual General Meeting, fulfilment of compliance obligations, including recording, disclosure and reporting obligations. The legal basis for the processing is therefore Article 6 (1) (c) GDPR (or Article 9 (2) (b) GDPR) or Article 6 (1) (f) GDPR. In addition, data processing may be required in individual cases in connection with the exercise of legal claims in judicial, administrative or out-of-court proceedings (Art. 9 (2) (f) GDPR).

The Company is the **data controller responsible** for the processing of personal data. For the purpose of conducting the Annual General Meeting, the Company uses external service providers, in particular the vote counting service, public notaries, legal advisors and IT service providers. These providers only receive from the Company personal data required for the performance of the contractually agreed services and process the data exclusively in accordance with instructions received from the Company. To the extent legally required, the Company has concluded a data protection agreement with these service providers.

When a shareholder attends the Annual General Meeting, all shareholders present or their representatives, the members of the Managing Board and the Supervisory Boards, the public notary and all other persons entitled to participate in the Annual General Meeting have the right to view the list of participants (Section 117 *AktG*) and thereby also have access to personal data specified therein (i.a. name, place of residence, shareholding). The Company

is also required by law to submit personal shareholder data (in particular the list of participants) to the commercial register as part of the minutes prepared by the public notary (Section 120 (4) *AktG*).

Shareholders' data will be anonymised or erased as soon as it is no longer necessary for the purposes for which it was collected or processed, and as far as no other legal obligation requires further storage. Obligations to provide evidence and to retain records arise in particular from corporate, stock corporation and takeover laws, from tax and duties legislation as well as anti-money laundering regulations. In case legal claims are made by shareholders against the Company or vice versa by the Company against the shareholder, the storage of personal data serves to clarify and enforce claims in individual cases. In connection with civil courts proceedings, this may lead to storage of data for the duration of the limitation period plus the duration of the court proceedings until its legally binding conclusion. The period of limitation is governed in particular by the provisions of the General Civil Code (the general limitation period is 3 years, in certain cases 30 years).

Every shareholder at all times is entitled to exercise any of the **rights of access, rectification, restriction and erasure** as well as the **right of data portability** with regard to the processing of personal data in accordance with Chapter III of the GDPR. Insofar as the processing of personal data is effected in order to safeguard the legitimate interests of the responsible persons or of a third party (Art. 6 (1) (f) GDPR), affected individuals have also a **right of objection** (Art. 21 DSGVO). Shareholders may assert these rights against the Company free of charge by sending an email to [datenschutz@vig.com](mailto:datenschutz@vig.com) or via the following point of contact:

VIENNA INSURANCE GROUP AG Wiener Versicherung Gruppe  
Thomas Riegler  
Schottenring 30  
1010 Vienna  
Austria

In addition, shareholders have the **right to lodge a complaint** with the data protection supervisory authority pursuant to Article 77 GDPR. In Austria the responsible body is the Austrian Data Protection Authority (*Österreichische Datenschutzbehörde*), Wickenburggasse 8, 1080 Vienna (+43 1 52 152-0; [dsb@dsb.gv.at](mailto:dsb@dsb.gv.at)).

Vienna, April 2019

The Managing Board