

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 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.

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 by **21 May 2018, 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 Wien
- by fax: +43 (0)1 89 00 500-60
- by e-mail: anmeldung.vig@hauptversammlung.at (as scanned attachment – TIF, PDF, etc.)
- by SWIFT: GIBAAWGGMS  
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.

#### **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 of 24 May 2019 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, Austria

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 Annual General Meeting.

Pursuant to Section 128 (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 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 2018**:

- by fax: +43 (0)1 89 00 500-60
- by post: VIENNA INSURANCE GROUP AG Wiener Versicherung Gruppe  
Department VD100, Attn. Mr. Philipp Bardas  
Schottenring 30, 1010 Vienna, Austria

In the case of a proposal for the election of a member of the Supervisory Board, the explanation of the proposed person pursuant to Section 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.

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 motion in the Annual General Meeting.

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

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.

Each proposal for election shall be accompanied by the statement pursuant to Section 87 (2) *AktG* of the proposed person showing their professional qualifications, their professional positions or comparable positions and excluding any circumstances that could give rise to concerns about impartiality.

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.

#### **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 convocation to the Annual General Meeting is required.

However, a motion to propose the election of a member of the Supervisory Board necessarily requires the timely submission of a proposal for resolution in accordance with Section 110 *AktG*.

### **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 post: VIENNA INSURANCE GROUP AG Wiener Versicherung Gruppe  
Department VD100, Attn. Mr. Philipp Bardas  
Schottenring 30, 1010 Vienna, Austria
- by fax: +43 (0)1 89 00 500-60

### **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  
Dept. VD100, Attn. Mr. Philipp Bardas  
Schottenring 30, 1010 Vienna, Austria
- 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.

### **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 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).

**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).