

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

**28th Annual General Meeting
of VIENNA INSURANCE GROUP AG
Wiener Versicherung Gruppe**

24 May 2019

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 233,117,387.05 as recognised in the annual financial statements for 2018 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 1.00 dividend per share
for 128,000,000 ordinary shares, i.e. a total of EUR 128,000,000

The dividend payment day shall be 29 May 2019; the record date (evidence date for the dividend) shall be 28 May 2019 and the ex-dividend date for this dividend shall be 27 May 2019.

Accordingly, the total amount distributed will be EUR 128,000,000.

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 2018 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 2018 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 authorisation of the Managing Board pursuant to Section 65 (1) no. 4 and no. 8 and (1a) and (1b) *AktG* as resolved by the Annual General Meeting on 12 May 2017 to repurchase own shares and resell these treasury shares will be revoked and replaced by the following new authorisation:

The Managing Board is authorised pursuant to Section 65 (1) no. 4 and no. 8 and (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 is further entitled:

- (a) to use treasury shares for issuing shares to employees and executive employees of the Company or to employees, executive employees and members of the managing board of entities affiliated with the Company;
 - (b) to use treasury shares to service convertible bonds issued on the basis of the resolution of the Annual General Meeting of 12 May 2017;
 - (c) to sell treasury shares via the stock exchange or a public offering pursuant to Section 65 (1b) *AktG* at any time. In addition, the Managing Board is authorised to sell the acquired treasury shares in a different way 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. The written report on the reasons for exclusion of the subscription right is available to the Annual General Meeting.
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Regarding item 6 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 8 (3) as follows:

OLD	NEW
... Article 8 Duties of the Management Board, Number of Members, Rights of the Chairman	... Article 8 Duties of the Management Board, Number of Members, Rights of the Chairman
... 3. The Management Board shall consist of at least three, at most seven members. The appointment of deputy members of the Management Board shall be permitted. If a member of the Management Board has been appointed chairman of the Management Board, such member shall have the casting vote in case of a tie.	... 3. The Management Board shall consist of at least three, at most seven eight members. The appointment of deputy members of the Management Board shall be permitted. If a member of the Management Board has been appointed chairman of the Management Board, such member shall have the casting vote in case of a tie.

Regarding item 7 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 2020.

Regarding item 8 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 :**

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.

RESOLUTION:

The following persons are elected to the Supervisory Board of VIENNA INSURANCE GROUP AG Wiener Versicherung Gruppe:

Martina DOBRINGER
Rudolf ERTL
Gerhard FABISCH
Günter GEYER
Maria KUBITSCHKEK
Peter MIHÓK
Heinz ÖHLER
Georg RIEDL
Gabriele SEMMELROCK-WERZER
Gertrude TUMPEL-GUGERELL

The election is valid from the end of today's Annual General Meeting of 24 May 2019 until the end of the Annual General Meeting that resolves on approval of the actions for the financial year 2023.
