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EANS-General Meeting: Vienna Insurance Group AG Wiener Versicherung Gruppe / Resolutions of the General Meeting

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24.05.2019

Translation from German

Publication of the resolution of the Annual General Meeting of VIENNA INSURANCE GROUP AG Wiener Versicherung Gruppe on the redemption of treasury shares pursuant to Section 65 (1) No. 4 and 8 and (1a) and (1b) of the Austrian Stock Corporations Act [Aktiengesetz/AktG] and on the sale of treasury shares in a way other than via the stock exchange or a public offering (Section 65 (1b) AktG)

Publication pursuant to Section 119 (9) of the Austrian Stock Exchange Act [Börsegesetz/BörseG] in conjunction with Sections 2 and 3 of the Publication Regulation [Veröffentlichungsverordnung/ VeröffentlichungsV] 2018

The Annual General Meeting of VIENNA INSURANCE GROUP AG Wiener Versicherung Gruppe, Schottenring 30, 1010 Vienna, FN [Business Register Number] 75687 f, of 24 May 2019 has passed the following resolution, which is hereby published pursuant to Section 65 (1a) AktG in conjunction with Section 119 (9) BörseG 2018 and pursuant to Sections 2 and 3 VeröffentlichungsV 2018:

"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 authorized:

(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 authorized 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."

With this 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 was revoked and replaced.

Vienna, May 2019

The Managing Board

Further inquiry note:

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end of announcement

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