

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

## INFORMATION CONCERNING THE RIGHTS OF SHAREHOLDERS

### **The right to attend the Annual General Meeting pursuant to Section 102 of the Austrian Stock Corporation Act [*Aktiengesetz/AktG*]**

The Annual General Meeting serves the joint decision-making process of shareholders concerning the affairs of VIENNA INSURANCE GROUP AG Wiener Versicherung Gruppe (the “Company”).

### **MEETING TO BE HELD AS A VIRTUAL ANNUAL GENERAL MEETING WITHOUT THE PHYSICAL PRESENCE OF THE SHAREHOLDERS**

#### **Company Law COVID 19 Act [*Gesellschaftsrechtliches COVID-19-Gesetz/COVID-19-GesG*] and Company Law COVID 19 Regulation [*Gesellschaftsrechtliche COVID-19-Verordnung/COVID-19-GesV*]**

In light of the COVID 19 pandemic, the Managing Board, after careful consideration, has decided to avail itself again of the legal option to hold a virtual Annual General Meeting for the purposes of protecting the shareholders and other participants as already in 2020.

The Annual General Meeting of VIENNA INSURANCE GROUP AG Wiener Versicherung Gruppe on 21 May 2021 will be held as a “virtual Annual General Meeting” in consideration of the interests of both the Company and the participants, based on Section 1 (2) *COVID-19-GesG* (Federal Law Gazette I No. 16/2020 in the version of Federal Law Gazette I No. 156/2020) and the *COVID-19-GesV* (Federal Law Gazette II No. 140/2020 in the version of Federal Law Gazette II No. 616/2020).

This means that no shareholders (with the exception of special proxy holders under Section 3 (4) *COVID-19-GesV*) will be permitted to be physically present at the Annual General Meeting of VIENNA INSURANCE GROUP AG Wiener Versicherung Gruppe on 21 May 2021 in order to safeguard the health of everyone concerned.

The Managing Board asks for the shareholders’ understanding that they will not be able to attend the Annual General Meeting on 21 May 2021 in person.

The Annual General Meeting will be held in Vienna in the physical presence of the Chairman of the Supervisory Board, his deputy, the members of the Managing Board, the certifying notary, and the four special proxy holders designated by the Company.

The conduct of the Annual General Meeting as a virtual Annual General Meeting pursuant to the *COVID-19-GesG* and the *COVID-19-GesV* will require modifications of the procedure for the holding of the Annual General Meeting and the exercise of shareholders’ rights.

Voting rights may only be exercised, motions put forward, and objections raised by granting proxies and giving instructions to one of the special proxy holders proposed by the Company pursuant to Section 3 (4) *COVID-19-GesV*.

The shareholders themselves can exercise their rights to obtain information during the virtual Annual General Meeting via electronic communication, i.e. exclusively in text form by e-mail directed to the Company’s e-mail address at [fragen.vig@hauptversammlung.at](mailto:fragen.vig@hauptversammlung.at).

## **Broadcast of the Annual General Meeting on the Internet**

Pursuant to Section 3 (2) and (4) *COVID-19-GesV* in conjunction with Section 102 (4) of the Stock Corporation Act [*AktG*], the entire Annual General Meeting will be broadcast on the Internet in real time in audiovisual format.

All Company shareholders will be able to follow the virtual Annual General Meeting on the Internet from 11:00 a.m. on **21 May 2021**, at [www.vig.com/annual-general-meeting](http://www.vig.com/annual-general-meeting) using appropriate electronic devices. No registration or log-in is required to observe the Annual General Meeting.

The broadcast of the Annual General Meeting on the Internet will enable all shareholders who wish to follow the Annual General Meeting in real time via a one-way audiovisual connection and to watch the Managing Board's presentation and the subsequent question and answer session.

Please note that this live broadcast as a virtual Annual General Meeting does not permit remote participation (Section 102 (3) no. 2 *AktG*) or remote voting (Section 102 (3) no. 3 *AktG* and Section 126 *AktG*) and, as a result, the Internet broadcast is not a two-way connection.

It should also be noted that the Company is only responsible for the use of technical communication devices to the extent that they are within the Company's sphere of influence (Section 2 (6) *COVID-19-GesV*).

Moreover, please see the information on the organisational and technical requirements for participation pursuant to Section 3 (3) in conjunction with Section 2 (4) *COVID-19-GesV* ("**information on participation**") as published on the Company's website at [www.vig.com/annual-general-meeting](http://www.vig.com/annual-general-meeting). This year we ask that the shareholders pay particular attention to the **information on participation document**, which also describes the procedure for the Annual General Meeting.

Notwithstanding the above, the Managing Board of the Company reserves the right to cancel the Annual General Meeting, even on short notice, should the Managing Board believe that it cannot be guaranteed that the Annual General Meeting can be reliably conducted as a virtual Annual General Meeting (e.g. for organisational or technical reasons).

## **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 virtual Annual General Meeting and to exercise voting rights and other shareholder rights which are to be asserted in connection with the virtual Annual General Meeting subject to the *COVID-19-GesG* and the *COVID-19-GesV* are subject to the ownership of shares as at **11 May 2021, midnight (CEST) (record date)**.

Only persons who are shareholders as at the record date and can provide proof thereof to the Company are entitled to attend the virtual Annual General Meeting subject to the *COVID-19-GesG* and the *COVID-19-GesV* and exercise shareholders' rights.

In the case of bearer shares kept in custody, a **deposit receipt** as defined under Section 10a *AktG*, which must be received by the Company no later than **18 May 2021, midnight (CEST)** shall suffice as proof of share ownership as at the record date. Deposit receipts must be delivered exclusively to any one of the following addresses:

- By post or courier:

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 e-mail: [anmeldung.vig@hauptversammlung.at](mailto:anmeldung.vig@hauptversammlung.at) (as a scanned attachment – TIF, PDF, etc.)
- By SWIFT: GIBAATWGGMS  
Message type MT598 or MT599; always state ISIN AT0000908504 in the text

A **special proxy may not be deemed effectively authorised without a deposit receipt** received by the Company by the deadline. Please see the following provisions of this Information concerning the rights of shareholders and the information on participation document with respect to the authorisation of a special proxy holder and the procedure to be followed.

Shareholders are requested to ask the bank maintaining their securities account to issue and transmit the deposit receipt.

The record date does not affect the shareholders' right to sell their shares and is of no relevance for their dividend entitlement.

#### **Deposit receipt as defined under Section 10a AktG**

The deposit receipt must be issued by the bank maintaining the securities account, whose registered office shall be in a Member State of the European Economic Area or a full Member State of the OECD, and shall contain the following information:

- Information on the issuer: (corporate) name and address or a standard code used for transactions between banks (SWIFT code),
- Information on the shareholder: (corporate) name, address, date of birth in the case of natural persons, register and register number in the case of legal entities, as 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. 11 May 2021, midnight (CEST).

If the deposit receipt is intended as proof of shareholder status, it may be no older than seven days from the date of presentation to the Company.

For the purposes of the final sentence of Section 10a (1) *AktG*, the Company will also accept deposit receipts that were issued by legal entities which are authorised 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 as a consequence of a shareholder's registration for the Annual General Meeting and/or the presentation of a deposit receipt; thus, shareholders may continue to freely dispose of their shares even after registration and/or transmission of a deposit receipt.

#### **Additions to the agenda requested by shareholders pursuant to Section 109 AktG**

Shareholders whose shares collectively account for **5% of the share 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 on 21 May 2021 and request that they be published, provided that the request is received in writing by VIENNA INSURANCE GROUP AG Wiener Versicherung Gruppe **by 30 April 2021 at the latest**. Such requests must be delivered to the following address:

VIENNA INSURANCE GROUP AG Wiener Versicherung Gruppe  
Department VD100, Attn. Mr Philipp Bardas  
Schottenring 30, 1010 Vienna

A **proposal for a resolution including a statement of the reasons for the same** must be enclosed with every item so requested for inclusion in the agenda.

Presentation of a **deposit receipt** as defined under Section 10a *AktG* certifying that the requesting shareholders have held their shares for at least three months prior to the motion is deemed sufficient for demonstrating ownership of bearer shares **kept in custody**, and such proof must not be older than seven days from the date of presentation to the Company. Several deposit receipts for shares amounting, only when aggregated, to 5% of the share capital must all show the same date. Reference is made to the information about the right to attend the Annual General Meeting as regards the other deposit receipt requirements.

Pursuant to Section 128 (5) *AktG*, each resolution proposal must be presented in German.

#### **Resolution proposals by shareholders pursuant to Section 110 *AktG***

Shareholders whose shares collectively account for **1% of the share capital** may submit **proposals for resolution including a statement of the reasons for the same** regarding any item of the agenda in text form and may request that such proposals, together with the name of the requesting shareholder, including the statement of the reasons for the same and an opinion from 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 form **no later than 11 May 2021**

- either by fax to: +43(0)1 89 00 500-60 or  
- by post 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, a statement of the proposed candidate pursuant to Section 87 (2) *AktG* is to be submitted in lieu of the statement of the reasons.

Presentation of a **deposit receipt** pursuant to Section 10a *AktG* is deemed sufficient for evidencing ownership of bearer shares **kept in custody** for the purposes of exercising this shareholder right, and such proof must not be older than seven days from the date of presentation to the Company. Several deposit receipts for shares amounting, only when aggregated, to 1% of the share capital must show the same date. Reference is made to the information about the right to attend the Annual General Meeting as regards the other deposit receipt requirements.

A proposal for resolution disclosed pursuant to Section 110 (1) *AktG* may only be voted on pursuant to Section 119 (2) *AktG* if reiterated as a request at the Annual General Meeting. Please note that the right of shareholders to put forward motions at the Annual General Meeting, as explained below in greater detail, may only be exercised by a special proxy holder.

Pursuant to Section 128 (5) *AktG*, each resolution proposal must be presented in German.

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 share capital in the aggregate is received by the Company no later than on 11 May 2021. Reference is made to the relevant explanations with regard to the other requirements for submitting proposals for resolution.

A proposal for the election of a member of the Supervisory Board must be accompanied by the candidate's statement pursuant to Section 87 (2) *AktG*, which includes a description of the candidate's professional qualifications, professional or other comparable positions and 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 pursuant to Section 86 (7) *AktG* and consists of ten members, of which there are four women and six men. The maximum number of Supervisory Board members shall be increased from ten to twelve pursuant to item 12 of the agenda of the 30th Annual General Meeting on 21 May 2021. Upon effectiveness of the amendment of the Articles of Association, the Supervisory Board shall consist of twelve members elected by the Annual General Meeting. Therefore, two additional members must be elected to the Supervisory Board in order to restore the proposed number of twelve Supervisory Board members.

Article 10 (2) of the Articles of Association of VIENNA INSURANCE GROUP AG Wiener Versicherung Gruppe will stipulate upon effectiveness of the amendment of the Articles of Association pursuant to item 12 of the agenda of this Annual General Meeting that the Supervisory Board shall consist of three to twelve members rather than three to ten members as prior to the resolution.

Currently, the Supervisory Board of VIENNA INSURANCE GROUP AG Wiener Versicherung Gruppe must be comprised of at least three women and at least three men. This minimum quota is increased following the resolution on the increase of the number of the Supervisory Board members pursuant to item 13 on the agenda, which means that following the effectiveness of the resolution the Supervisory Board must be comprised of at least four women and at least four men. The minimum quota required by law will thus be satisfied irrespective of the election of the proposed members.

### **Information on the right of shareholders to put forward motions at the Annual General Meeting pursuant to Section 119 *AktG***

At the virtual Annual General Meeting every shareholder is entitled to put forward **motions** with respect to any item of the agenda which require no prior announcement, through his/her special proxy holder pursuant to the *COVID-19-GesG* and the *COVID-19-GesV*. The prerequisite for this is proof of entitlement to participate in the meeting and the granting of an appropriate proxy to the special proxy holder pursuant to this Invitation.

Shareholder motions requesting the election of a Supervisory Board member require the timely presentation of a proposal for resolution pursuant to Section 110 *AktG*.

The information on participation document, which may be downloaded from the Company's website at [www.vig.com/annual-general-meeting](http://www.vig.com/annual-general-meeting), contains additional information and describes the methods of exercising the shareholders' right to put forward motions pursuant to Section 119 *AktG*.

### **Information regarding the shareholders' right to be informed pursuant to Section 118 *AktG***

**At the Annual General Meeting** any shareholder shall, **upon request, be informed about Company matters** to the extent that this is required for proper assessment of an item of the agenda. Condition for the exercise of the right to information is the proof of the right to attend this Annual General Meeting and the granting of a proxy to a special proxy holder (as set out in detail below and in the information on participation document). This obligation to provide information also covers the Company's legal and business relations with affiliated enterprises. Such information may be denied if, according to reasonable business judgement, disclosure of the same may cause a material disadvantage to the Company or an affiliated enterprise or may be punishable by law.

It is expressly noted that, **during the virtual Annual General Meeting**, the **right to information** under Section 118 *AktG* can only be exercised by the shareholders themselves by e-mailing questions directly to the Company to the following e-mail address: [fragen.vig@hauptversammlung.at](mailto:fragen.vig@hauptversammlung.at). When sending this e-mail, please use the e-mail address which you have specified on the form for granting special proxy.

Please note that **the Chairman will establish reasonable time limits** in this regard during the Annual General Meeting.

In light of this extraordinary situation, shareholders are requested to e-mail all questions in text form in advance to [fragen.vig@hauptversammlung.at](mailto:fragen.vig@hauptversammlung.at). We would appreciate if such questions would be received by the Company no later than on the second business day before the Annual General Meeting, i.e. by 19 May 2021 to ensure optimal preparation. This will enable the Company to prepare as thoroughly as possible and to respond to your questions expeditiously at the Annual General Meeting.

Please use the **question form** which is available on the Company's website at [www.vig.com/annual-general-meeting](http://www.vig.com/annual-general-meeting).

The **information on participation** document contains additional information and describes the methods of exercising the shareholders' right to information pursuant to Section 118 *AktG*.

#### **AUTHORISATION OF A SPECIAL PROXY HOLDER AND THE PROCEDURE TO BE FOLLOWED**

Any shareholder who is entitled to participate in the virtual Annual General Meeting under the Stock Corporation Act, the *COVID-19-GesG* and the *COVID-19-GesV* and has demonstrated this to the Company pursuant to the specifications of the Convocation, has the right to authorise a special proxy holder.

Under Section 3 (4) *COVID-19-GesV*, a shareholder may only propose a resolution, cast a vote or raise an objection at the virtual Annual General Meeting of VIENNA INSURANCE GROUP AG Wiener Versicherung Gruppe on **21 May 2021**, via a special proxy holder.

The following persons, who are independent of the Company and deemed suitable, are proposed as special proxy holders:

- (i) Mr Michael Knap  
c/o Interessenverband für Anleger, IVA  
Feldmühlgasse 22, 1130 Vienna  
[knap.vig@hauptversammlung.at](mailto:knap.vig@hauptversammlung.at)
- (ii) Mr Christoph Moser, Attorney at Law  
c/o Schönherr Rechtsanwälte GmbH  
Schottenring 19, 1010 Vienna  
[moser.vig@hauptversammlung.at](mailto:moser.vig@hauptversammlung.at)
- (iii) Mr Christoph Nauer, Attorney at Law  
c/o bpv Hügel Rechtsanwälte GmbH  
ARES-Tower, Donau-City-Straße 11, 1220 Wien  
[nauer.vig@hauptversammlung.at](mailto:nauer.vig@hauptversammlung.at)
- (iv) Mr Richard Wolf, Attorney at Law  
c/o Wolf Theiss Rechtsanwälte GmbH & Co KG  
Schubertring 6, 1010 Wien  
[wolf.vig@hauptversammlung.at](mailto:wolf.vig@hauptversammlung.at)

Any shareholder may select one of the four aforementioned persons as his/her special proxy holder and grant them a proxy.

A **special proxy form** is available on the Company's **website at [www.vig.com/annual-general-meeting](http://www.vig.com/annual-general-meeting)** for the purpose of granting a proxy to the special proxy holder; **use of the form is mandatory.**

The specifications set forth in the **information on participation** document, which may be downloaded from the Company's website at [www.vig.com/annual-general-meeting](http://www.vig.com/annual-general-meeting), regarding the granting of proxies, the various delivery options and the deadlines must be followed.

**Delivery of the proxy in person at the meeting site is expressly prohibited.**

A proxy form and a form for revocation of proxy will be sent to you upon request. These forms are available on the Company's website at [www.vig.com/annual-general-meeting](http://www.vig.com/annual-general-meeting).

In the interest of the shareholder, the power of attorney should be presented by **20 May 2021, 3:00 p.m. (CEST)** by one manner specified on the proxy form.

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