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## VIENNA INSURANCE GROUP

### Voting results for the ordinary general meeting of VIENNA INSURANCE GROUP AG Wiener Versicherung Gruppe on 21 May 2021

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#### **Agenda item 2:**

Resolution on the appropriation of the net profit for the year as per the annual financial statements for 2020.

**Number of shares voting valid: 104,838,174**

**Those correspond to this portion of the registered capital: 81.90 %**

**Total number of valid votes: 104,838,174**

**FOR-Votes** 104,824,985 votes.

**AGAINST-Votes** 13,189 votes.

**ABSTENTIONS** 200 votes.

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#### **Agenda item 3:**

Resolution on the remuneration report 2020.

**Number of shares voting valid: 104,807,242**

**Those correspond to this portion of the registered capital: 81.88 %**

**Total number of valid votes: 104,807,242**

**FOR-Votes** 102,674,081 votes.

**AGAINST-Votes** 2,133,161 votes.

**ABSTENTIONS** 31,132 votes.

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#### **Agenda item 4:**

Resolution on discharging the Managing Board members for the financial year 2020.

**Number of shares voting valid: 104,720,291**

**Those correspond to this portion of the registered capital: 81.81 %**

**Total number of valid votes: 104,720,291**

**FOR-Votes** 104,720,288 votes.

**AGAINST-Votes** 3 votes.

**ABSTENTIONS** 118,083 votes.

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#### **Agenda item 5:**

Resolution on discharging the Supervisory Board members for the financial year 2020.

**Number of shares voting valid: 104,719,291**

**Those correspond to this portion of the registered capital: 81.81 %**

**Total number of valid votes: 104,719,291**

**FOR-Votes** 104,228,901 votes.

**AGAINST-Votes** 490,390 votes.

**ABSTENTIONS** 119,083 votes.

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**Agenda item 6:**

Resolution on the authorisation of the Managing Board pursuant to Section 169 AktG to increase the Companys share capital by a nominal amount of up to EUR 66,443,734.10 by 20 May 2026 at the latest through issue of up to 64,000,000 no-par value registered or bearer shares against a contribution in cash or in kind or a combination thereof, also in several tranches, and to decide on the content of the shareholders rights, on exclusion of the shareholders subscription rights and on other terms and conditions for the issue of shares with approval from the Supervisory Board. This authorisation shall replace the resolution passed in the 26th Annual General Meeting of 12 May 2017 under item 5 on the agenda. The first sentence of Article 4 (2) of the Articles of Association will be amended accordingly.

**Number of shares voting valid: 104,837,019**

**Those correspond to this portion of the registered capital: 81.90 %**

**Total number of valid votes: 104,837,019**

**FOR-Votes** 93,737,286 votes.

**AGAINST-Votes** 11,099,733 votes.

**ABSTENTIONS** 1,355 votes.

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**Agenda item 7:**

Resolution on the authorisation of the Managing Board to issue participating bonds of a total nominal amount of up to EUR 2,000,000,000 by 20 May 2026 at the latest with approval from the Supervisory Board pursuant to Section 174 (2) AktG, also in several tranches, also with exclusion of shareholders subscription rights, and to define all other terms and conditions for the issue of participating bonds. This authorisation shall replace the resolution passed in the 26th Annual General Meeting of 12 May 2017 under item 6 on the agenda.

**Number of shares voting valid: 104,830,865**

**Those correspond to this portion of the registered capital: 81.90 %**

**Total number of valid votes: 104,830,865**

**FOR-Votes** 104,555,771 votes.

**AGAINST-Votes** 275,094 votes.

**ABSTENTIONS** 7,509 votes.

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**Agenda item 8:**

Resolution on the authorisation of the Managing Board to issue, once or several times, convertible bonds in a total nominal amount of up to EUR 2,000,000,000 by 20 May 2026 with approval from the Supervisory Board pursuant to Section 174 (2) AktG, also with exclusion of shareholders subscription rights and to define all other terms and conditions, the issue and the conversion procedure for the convertible bonds. This authorisation shall replace the resolution passed in the 26th Annual General Meeting of 12 May 2017 under item 7 on the agenda.

**Number of shares voting valid: 104,837,174**

**Those correspond to this portion of the registered capital: 81.90 %**

**Total number of valid votes: 104,837,174**

**FOR-Votes** 93,648,185 votes.

**AGAINST-Votes** 11,188,989 votes.

**ABSTENTIONS** 1,200 votes.

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**Agenda item 9:**

Resolution on the conditional increase of the share capital in an amount of up to EUR 31,145,500.36 by issue of up to 30,000,000 new ordinary bearer shares in order to grant subscription or conversion rights to the owners of convertible bonds. This conditional increase of the share capital shall replace the resolution passed in the 26th Annual General Meeting of 12 May 2017 under item 8 on the agenda. The first and second sentence of Article 4 (3) of the Articles of Association will be amended accordingly. The third and fourth sentence of Article 4 (3) of the Articles of Association shall be deleted.

**Number of shares voting valid: 104,837,019**

**Those correspond to this portion of the registered capital: 81.90 %**

**Total number of valid votes: 104,837,019**

**FOR-Votes** 93,998,235 votes.

**AGAINST-Votes** 10,838,784 votes.

**ABSTENTIONS** 1,355 votes.

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**Agenda item 10:**

Resolution on the authorisation of the Managing Board pursuant to Section 65 (1) no. 8 as well as (1a) and (1b) AktG to acquire treasury ordinary bearer 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 (10) 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 Boards 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. Resolution on the authorisation of the Managing Board to sell the acquired treasury shares with exclusion of the shareholders subscription rights in any way that is permitted by law and other than via the stock exchange or a public offering during a maximum period of five (5) years from the resolution in order to satisfy any obligations in connection with convertible bonds issued based on the resolution of the Annual General Meeting of 21 May 2021. This authorisation shall replace the resolution passed in the 28th Annual General Meeting of 24 May 2019 under item 5 on the agenda.

**Number of shares voting valid: 104,830,854**

**Those correspond to this portion of the registered capital: 81.90 %**

**Total number of valid votes: 104,830,854**

**FOR-Votes** 104,813,550 votes.

**AGAINST-Votes** 17,304 votes.

**ABSTENTIONS** 7,520 votes.

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**Agenda item 11:**

Election of the auditor and group auditor for the financial year 2022.

**Number of shares voting valid: 104,837,174**

**Those correspond to this portion of the registered capital: 81.90 %**

**Total number of valid votes: 104,837,174**

**FOR-Votes** 104,713,936 votes.

**AGAINST-Votes** 123,238 votes.

**ABSTENTIONS** 1,200 votes.

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**Agenda item 12:**

Resolution on the increase of the maximum number of Supervisory Board members permitted by the Articles of Association to twelve (12) by amendment of Article 10 (2) of the Articles of Association.

**Number of shares voting valid: 104,836,647**  
**Those correspond to this portion of the registered capital: 81.90 %**  
**Total number of valid votes: 104,836,647**  
**FOR-Votes** 104,805,856 votes.  
**AGAINST-Votes** 30,791 votes.  
**ABSTENTIONS** 1,727 votes.

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***Agenda item 13:***

Resolution on the increase of the number of the Supervisory Board members through an increase of the number of the Supervisory Board members elected by the Annual General Meeting from currently ten to twelve.

**Number of shares voting valid: 104,837,647**  
**Those correspond to this portion of the registered capital: 81.90 %**  
**Total number of valid votes: 104,837,647**  
**FOR-Votes** 104,805,856 votes.  
**AGAINST-Votes** 31,791 votes.  
**ABSTENTIONS** 727 votes.

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***Agenda item 14a:***

Election of Zsuzsanna Eifert to the Supervisory Board.

**Number of shares voting valid: 104,836,647**  
**Those correspond to this portion of the registered capital: 81.90 %**  
**Total number of valid votes: 104,836,647**  
**FOR-Votes** 104,805,856 votes.  
**AGAINST-Votes** 30,791 votes.  
**ABSTENTIONS** 1,727 votes.

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***Agenda item 14b:***

Election of Robert Lasshofer to the Supervisory Board.

**Number of shares voting valid: 104,837,002**  
**Those correspond to this portion of the registered capital: 81.90 %**  
**Total number of valid votes: 104,837,002**  
**FOR-Votes** 103,551,946 votes.  
**AGAINST-Votes** 1,285,056 votes.  
**ABSTENTIONS** 1,372 votes.

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