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

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21.05.2021

Translation from German original -
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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. 8 and (1a) and (1b) of the Austrian Stock Corporation 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 2018 [Börsegesetz/BörseG 2018] in conjunction with Sections 2 and 3 of the Publication Regulation 2018 [Veröffentlichungsverordnung/ VeröffentlichungsV 2018]

The Annual General Meeting of VIENNA INSURANCE GROUP AG Wiener Versicherung Gruppe, Schottenring 30, 1010 Vienna, FN [Company Register No.] 75687 f, of 21 May 2021 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 authorisation of the Managing Board pursuant to Section 65 (1) no. 4 and no. 8 and (1a) and (1b) AktG as resolved by the 28th Annual General Meeting on 24 May 2019 to repurchase treasury 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. 8 and (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 on the Vienna Stock Exchange 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. In the event of a redemption via a public offer the cut-off date for the end of the calculation period is the day on which the intention to make a public offer is announced (Section 5 (2) and (3) Takeover Act [Übernahmegesetz/ÜbG]).

The Managing Board is further entitled for a period of five (5) years from the resolution with exclusion of the shareholders' subscription rights

a) to use treasury shares in order to satisfy any obligations in connection with convertible bonds issued on the basis of the resolution of the Annual General Meeting of 21 May 2021; and

b) to sell treasury shares in any way that is permitted by law and other than

via the stock exchange or a public offering.

Vienna, May 2019

The Managing Board

Further inquiry note:

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end of announcement

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