

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

**VIENNA INSURANCE GROUP AG
Wiener Versicherung Gruppe**

FN 75687 f
ISIN: AT0000908504

Schottenring 30, Ringturm, 1010 Vienna

CONVOCAATION

of the
31st Annual General Meeting

held on Friday, 20 May 2022, at 11 a.m. (CEST)

in Vienna

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*]

According to Section 1 COVID-19-GesG (Federal Law Gazette I No. 16/2020), as amended, as well as Section 2 (3) COVID-19-GesV (Federal Law Gazette II No. 140/2020), as amended, the Managing Board has decided to avail itself of the legal option to hold a virtual Annual General Meeting.

The Annual General Meeting of VIENNA INSURANCE GROUP AG Wiener Versicherung Gruppe on 20 May 2022 will be held as a “virtual Annual General Meeting” based on Section 1 (2) COVID-19-GesG (Federal Law Gazette I No. 16/2020), as amended, and the COVID-19-GesV (Federal Law Gazette II No. 140/2020), as amended.

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 20 May 2022.

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* requires certain precautions 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 e-mail address at 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 [*Aktiengesetz/AktG*], the entire Annual General Meeting will be broadcast on the Internet in real time in audiovisual format. No registration or log-in is required to follow the Annual General Meeting.

All Company shareholders will be able to follow the virtual Annual General Meeting on the Internet from 11:00 a.m. (CEST) on **20 May 2022**, at www.vig.com/annual-general-meeting using appropriate electronic devices.

The broadcast of the Annual General Meeting on the Internet will enable all shareholders 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**") and the information concerning the rights of shareholders as published on the Company's website at 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.

A G E N D A

1. Presentation of the approved annual financial statements for 2021 including the management report, the consolidated corporate governance report 2021, the sustainability report 2021 (consolidated non-financial report), the consolidated financial statements for 2021 including the group management report, the proposal for the appropriation of profits and the report of the Supervisory Board (Section 96 *AktG*).
2. Resolution on the appropriation of the net profit for the year as per the annual financial statements for 2021.
3. Resolution on the remuneration report 2021.
4. Resolution on discharging the Managing Board members for the financial year 2021.
5. Resolution on discharging the Supervisory Board members for the financial year 2021.
6. Election of the auditor and group auditor for the financial year 2023.
7. Election to the Supervisory Board.

DOCUMENTS FOR THE ANNUAL GENERAL MEETING

The following documents to be made available pursuant to Section 108 *AktG* will be available for inspection during regular business hours by the shareholders on the premises of the registered office of VIENNA INSURANCE GROUP AG Wiener Versicherung Gruppe (the "Company"), Schottenring 30, 1010 Vienna, no later than on 29 April 2022:

- 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**"),
- Annual financial statements including the management report for the financial year 2021,
- Consolidated financial statements including group management report for the financial year 2021,
- Report of the Supervisory Board for the financial year 2021,
- Consolidated corporate governance report for the financial year 2021,
- Sustainability report for the financial year 2021 (consolidated non-financial report),
- Proposal for the appropriation of the net profit for the financial year 2021 (agenda item 2),
- Proposals for resolution on items 2 to 7 of the agenda,
- Explanatory information on items 1, 2, 3, 6 and 7 on the agenda,
- Documents for the election to the Supervisory Board pursuant to Section 87 (2) *AktG* (agenda item 7),
- Remuneration report 2021.

These documents and the full text of this Convocation, the form for granting special proxy pursuant to Section 3 (4) *COVID-19-GesV*, the form for revoking proxy pursuant to Section 114 *AktG*, the question form, as well as the information concerning the rights of shareholders pursuant to Sections 109, 110, 118 and 119 *AktG* may also be downloaded from the Company's website www.vig.com/en under Investor Relations/Annual General Meeting via the direct link www.vig.com/annual-general-meeting no later than from 29 April 2022.

INFORMATION ABOUT THE SHAREHOLDERS' RIGHTS AS DEFINED UNDER SECTIONS 109, 110, 118 AND 119 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 and request that they be published, provided that the request is received in writing by the Company at the address VIENNA INSURANCE GROUP AG Wiener Versicherung Gruppe, Department VD100, Attn. Mr Philipp Bardas, Schottenring 30, 1010 Vienna, by 29 April 2022 at the latest. A proposal for a resolution including a statement of the reasons for the same must be enclosed with every item 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.

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 on **11 May 2022** 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 (see below) 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.

At the Annual General Meeting any shareholder shall, upon request, **be informed about Company matters** to the extent that such information is required for a 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. 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.

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

Shareholders are requested to e-mail all questions in text form in advance to 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 18 May 2022 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.

The **information on participation** document contains additional information and describes the methods of exercising the shareholders' right to information under Section 118 *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 the right to attend the meeting and the granting of an appropriate proxy to the special proxy holder pursuant to this Convocation.

The information on participation document contains additional information and describes the methods of exercising the shareholders' right to put forward motions pursuant to Section 119 *AktG* and is available on the Company's website at www.vig.com/annual-general-meeting.

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 2022. Reference is made to the relevant explanations with regard to the other requirements for submitting proposals for resolution.

Article 10 (2) of the Articles of Association of the VIENNA INSURANCE GROUP AG Wiener Versicherung Gruppe determines that the Supervisory Board consists of three to twelve members. The Supervisory Board must be comprised of at least four women and at least four men. 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 twelve members, of which there are five women and seven men.

Georg RIEDL has resigned his seat on the Supervisory Board as of the end of the Annual General Meeting. The Supervisory Board shall continue to consist of twelve members elected by the Annual General Meeting. Therefore, an additional member must be elected to the Supervisory Board in order to restore the previous number of twelve Supervisory Board members.

Additional information concerning these rights of shareholders pursuant to Sections 109, 110, 118 and 119 *AktG* will be available on the Company's website at www.vig.com/annual-general-meeting no later than 29 April 2022.

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 10 May 2022, 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 on 17 May 2022, 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 (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 holder may not be deemed effectively authorised without a deposit receipt** received by the Company by the deadline. Please see the following provisions of this Convocation with respect to the authorisation of a special proxy holder and the procedure to be followed.

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. 10 May 2022, 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.

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

Shareholders who are entitled to participate in the virtual Annual General Meeting under the Stock Corporation Act, *COVID-19-GesG* and the *COVID-19-GesV* and have demonstrated this to the Company pursuant to the specifications of this Convocation, have 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 **20 May 2022**, 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
- (ii) Mr Christoph Moser, Attorney at Law
c/o Schönherr Rechtsanwälte GmbH
Schottenring 19, 1010 Vienna
moser.vig@hauptversammlung.at
- (iii) Mr Christoph Nauer, Attorney at Law
c/o bpv Hügel Rechtsanwälte GmbH
ARES-Tower, Donau-City-Straße 11, 1220 Vienna
nauer.vig@hauptversammlung.at

- (iv) Mr Richard Wolf, Attorney at Law
c/o Wolf Theiss Rechtsanwälte GmbH & Co KG
Schubertring 6, 1010 Vienna
wolf.vig@hauptversammlung.at

Shareholders 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 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 regarding the granting of proxies, the various delivery options and the deadlines, which is available on the Company's website at www.vig.com/annual-general-meeting, must be followed.

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

TOTAL NUMBER OF SHARES AND VOTING RIGHTS (Information pursuant to Section 120 (2) (1) of the Austrian Stock Exchange Act [*Börsegesetz/BörseG*])

At the time the Annual General Meeting is convened, the Company's share capital amounts to a nominal amount of EUR 132,887,468.20 and is divided into 128,000,000 no-par value bearer shares. Every share entitles the holder to one vote. The Company and its subsidiaries hold no treasury shares. The total number of shares granting a right to attend and to vote amounts to 128,000,000 shares on the date stated above.

NO PHYSICAL PRESENCE

Again, it is explicitly noted that neither shareholders nor guests will be admitted to the upcoming Annual General Meeting, which will be conducted as a virtual Annual General Meeting pursuant to the *COVID-19-GesV*.

INFORMATION FOR SHAREHOLDERS ON THE PROCESSING OF PERSONAL DATA

Purpose and legal basis of processing your data

The Company processes **personal data** of shareholders (in particular those pursuant to Section 10a (2) *AktG*, i.e. name, address, date of birth, securities account number, number of shares of the shareholder, type of share if applicable, date or period to which the deposit receipt refers, voting card number and, if applicable, name and date of birth of the proxy holder) on the basis of applicable data protection regulations, in particular the EU General Data Protection Regulation (GDPR) and the Austrian Data Protection Act [*DSG*], so as to enable shareholders to exercise their rights at the Annual General Meeting.

The processing of the personal data of shareholders is mandatory for the participation of shareholders and their representatives at the Annual General Meeting in accordance with the Stock Corporation Act, in particular Sections 111, 113, 114, 117 and 120 *AktG*. Shareholders' personal data are processed in the course of the Annual General Meeting in particular for the following purposes: Organising the Annual General Meeting, participation of shareholders and their representatives in the Annual General Meeting, exercising of shareholder rights at the Annual General Meeting, recording voting activity, creating a registration list, list of attendance and a list of proxies, preparing the minutes of the Annual General Meeting, and fulfilling compliance obligations, including recording, disclosure and reporting obligations. Article 6 (1) (c) GDPR and Article 6 (1) (f) GDPR therefore constitute the legal basis for said processing.

VIENNA INSURANCE GROUP AG Wiener Versicherung Gruppe, Schottenring 30, 1010 Vienna, is the data controller responsible for the processing of personal data. For the

purpose of conducting the Annual General Meeting, the Company uses external service providers, in particular vote counting service, public notaries, legal advisors, special proxy holders and IT service providers. These providers only receive from the Company personal data required for the performance of the contractually agreed services and process the data exclusively in accordance with instructions received from the Company. The Company has concluded a data protection agreement with these service providers to the extent legally required.

The special proxy holder, the members of the Managing Board and the Supervisory Board, the public notary and all other persons entitled to participate in the Annual General Meeting by law have the right to view the legally required list of participants (Section 117 *AktG*) and thereby also have access to personal data specified therein (i.a. name, place of residence, shareholding). The Company is also required by law to submit personal shareholder data (in particular the list of participants) to the company register as part of the minutes prepared by the public notary (Section 120 (4) *AktG*).

Retention period of your data

Shareholders' data will be anonymised and/or deleted as soon as they are no longer necessary for the purposes for which they were collected or processed, and as far as no other legal obligation requires further storage. Obligations to provide proof and to retain records arise in particular from corporate, stock corporation and takeover laws, from tax and duties legislation as well as anti-money laundering regulations. Should any legal claims be made by shareholders against the Company or vice versa by the Company against the shareholders, the storage of personal data serves to clarify and enforce claims in individual cases. In connection with civil court proceedings, this may lead to storage of data for the duration of the limitation period plus the duration of the court proceedings until their legally binding conclusion. The period of limitation is governed, in particular, by the provisions contained in the General Civil Code.

Your rights

You have the right to request information as to whether we process personal data concerning you. If that is the case, you may demand information regarding the data, the purpose of the processing, the categories of data, the recipients, the source, and retention period of your personal data processed by us.

Should inaccurate or incomplete personal data be processed, you have the right to obtain the rectification or completion of your data. You may also demand that your unlawfully processed data be deleted. Please note that this right only refers to incorrect, incomplete, or unlawfully processed data. If it is not clear whether the processing of your personal data has been incorrect or incomplete or even unlawful, you may request the restriction of the processing of your personal data until final clarification of the matter. Where processing requires your consent, you have the right to withdraw your previously granted consent at any time without stating any reason in order to prevent the further use of your personal data collected and used as per this consent. The withdrawal of your consent does not affect the lawfulness of the processing, which has been performed with your consent prior to your withdrawal. In the event of a revocation, you also have the right to request the erasure of your data.

You may receive a copy of your personal data processed by us in a machine-readable format determined by us upon your request. You may also instruct us to directly provide these data to a third party selected by you, provided that said recipient has the necessary technical means and the data transfer does not involve a disproportionate effort or is in violation of any legal or other secrecy obligation or confidentiality consideration on our part or on the part of a third party.

To the extent that we process your data for the purpose of the legitimate interests of the controller or a third party, you also have a right of objection.

We kindly ask you to submit any requests using the below contact details. Please attach a copy of your ID when submitting your request to prevent your personal data from falling into the wrong hands.

Contact for data protection requests

VIENNA INSURANCE GROUP AG Wiener Versicherung Gruppe
Attn. Data Protection Officer
Schottenring 30
1010 Vienna
Austria
datenschutz@vig.com

Moreover, you have the right to lodge a complaint with the Austrian Data Protection Authority (*Österreichische Datenschutzbehörde*), Barichgasse 40-42, 1030 Vienna, (dsb@dsb.gv.at).

Vienna, April 2022

The Managing Board