

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

**Information on the organisational and technical requirements
for participation in the 31st Annual General Meeting
held on Friday, 20 May 2022, at 11 a.m. (CEST) as a virtual Annual General Meeting**

The Convocation of the 31st Annual General Meeting of VIENNA INSURANCE GROUP AG Wiener Versicherung Gruppe, which is to be held on Friday, 20 May 2022, at 11 a.m. (CEST) was published in the Official Gazette of Wiener Zeitung, as well as via EQS and on the Company's website, on 19 April 2022.

Meeting to be held as a virtual Annual General Meeting

**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.

Broadcast of the Annual General Meeting on the Internet

The entire virtual 31st Annual General Meeting will be broadcast on the Internet so that all Company shareholders will be able to follow the meeting on the Internet from 11:00 a.m. (CEST) on 20 May 2022, at www.vig.com/annual-general-meeting.

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. No registration or log-in is required to follow the Annual General Meeting.

What shareholders need in terms of technical requirements are a high-speed Internet access/connection and a web-enabled device equipped with a HTML5-supporting, Javascript-

activated web browser and capable of audio and video playback of the broadcast (e.g. a PC with a monitor and loudspeaker or a notebook, tablet, smartphone, or the like).

Please note that the live broadcast as a virtual Annual General Meeting does not permit remote participation (Section 102 (3) no. 2 Stock Corporation Act [*Aktiengesetz/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. Shareholders can thus only observe the Annual General Meeting.

It should 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*).

The right to vote, the right to put forward motions, and the right to raise objections can only be exercised through special proxy holders

Pursuant to Section 3 (4) *COVID-19-GesV*, a shareholder may **only put forward a motion, vote, or raise an objection** at the virtual Annual General Meeting of VIENNA INSURANCE GROUP AG Wiener Versicherung Gruppe on 20 May 2022 **via one of the special proxy holders** listed below, who are independent of the Company. The costs associated with the special proxy holders will be borne by the Company.

Shareholders who are entitled to participate in the Annual General Meeting and have provided proof thereof to the Company in accordance with the specifications in the Convocation have the right to appoint one of the proxy holders listed below to exercise his/her voting right, right to put forward motions, and right to raise objections.

- (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

A proxy form for the purpose of granting a proxy to one of the special proxy holders and a form for revoking proxy are available on the Company's **website** at www.vig.com/annual-general-meeting; **using the proxy form is mandatory.**

We kindly ask you to indicate **that e-mail address** in the appropriate field on the proxy form which you will use to **deliver instructions, motions, or objections** to the proxy holder or to **send questions and statements** to the Company, so that we **can check your identity as a shareholder.**

In your interest, proxy forms should be submitted by **19 May 2022, 3:00 p.m. (CEST)** by one of the following options indicated below.

Proxies can be **e-mailed** to the special proxy holder you have chosen to the respective e-mail address listed above. This method of transmission ensures that the proxy holder you have chosen can directly access the proxy. In addition, the following communication channels and addresses are available for sending proxy forms:

- By post: VIENNA INSURANCE GROUP AG Wiener Versicherung Gruppe, c/o HV-Veranstaltungsservice GmbH, Köppel 60, 8242 St. Lorenzen am Wechsel
- By fax: +43 (0)1 89 00 500-60
- By e-mail: the respective e-mail address of the special proxy holder you have chosen as listed above (as a scanned attachment – TIF, PDF, etc.)

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

When authorising another person, it should be noted that an effective “**proxy chain**” (sub-proxy) must be in place to ensure that one of the four special proxy holders is authorised to exercise the right to vote, the right to put forward motions, and the right to raise objections at the Annual General Meeting. It is not permissible to authorise a person other than one of the four special proxy holders to exercise these rights at the Annual General Meeting pursuant to Section 3 (4) *COVID-19-GesV*. However, it is permissible to authorise other persons to exercise different rights, particularly the right to information and the right to speak, which are to be exercised in accordance with the general regulations (see below).

The above regulations on the granting of proxy shall apply mutatis mutandis to revocation of proxy. If the proxy is revoked after **19 May 2022, 3:00 p.m. (CEST)**, we recommend that the revocation be e-mailed or faxed to the relevant proxy holder, as otherwise timely receipt cannot be guaranteed.

Instructions to the special proxy holders

The special proxy holders will only exercise the right to vote, the right to put forward motions, and the right to raise objections in accordance with instructions. If no instruction has been given regarding a resolution proposal, the proxy holder will abstain from voting.

The proxy holder will also abstain from voting if ambiguous instructions have been given regarding a resolution proposal (e.g. simultaneously FOR and AGAINST one and the same proposed resolution).

The shareholders are requested to issue their instructions to the proxy holders they have chosen in the appropriate section of the proxy form, which may be downloaded from the Company's website at www.vig.com/annual-general-meeting. A form for issuing instructions is available on the Company's website at www.vig.com/annual-general-meeting, together with the voting proxy. We kindly ask you to **e-mail** your instructions to the aforementioned respective e-mail address of the proxy holder of your choice. This method of transmission ensures that the proxy holder you have chosen will have direct access to your instructions.

The **instructions** can be issued **together with the granting of proxy or at a later date**. Instructions on exercising the right to vote, the right to put forward motions, and the right to raise objections can be issued before or **during the Annual General Meeting until a particular time** designated by the **Chairman**. Shareholders will be able to modify instructions already given or to issue new instructions up until such time.

Given the possibility of a large number of people trying to get in touch with proxy holders at the same time, proxy holders cannot guarantee that they can be reached by telephone **during the Annual General Meeting**. Therefore, sending an e-mail **to the aforementioned respective e-mail address of your proxy holder** is the **only** means of communication that should be used. Each e-mail must specify the identity of the shareholder (name/company name, date of birth/company register number of the shareholder) and indicate the end of the statement by reproducing the shareholder's signature or otherwise, e.g. by stating the name/company name (Section 13 (2) AktG). To enable the proxy holder to **establish** your **identity** and match it with the deposit receipt, please also **include** your **securities account number** in the e-mail.

It should be noted that it **may be necessary** to briefly interrupt the **virtual Annual General Meeting** to adequately process the shareholder instructions which are given to the proxy holders during the Annual General Meeting.

The shareholders' right to information and right to speak

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 concerning the rights of shareholders) The right to information and the right to speak can only be exercised **in text form by sending an e-mail** to the address set up specifically for this purpose: 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 and attach the **question form**, which is available on the Company's website at www.vig.com/annual-general-meeting, completed and signed by you.

If you send your questions or statements **without using the question form**, the e-mail must specify the **identity of the shareholder** (name/company name, date of birth/company register number of the shareholder) and indicate the end of the statement by reproducing the shareholder's signature or otherwise, e.g. by stating the name/company name (Section 13 (2) *AktG*). To enable the proxy holder to **establish** your **identity** and match it with the deposit receipt, please also **include** your **securities account number** in the e-mail.

If the right to information and/or the right to speak is exercised by a representative, proof of authorisation must also be provided in text form. Please note that the **special proxy holders cannot be authorised to exercise the right to information and/or the right to speak**.

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.

During the Annual General Meeting only shareholders and their proxies will have the opportunity to send their questions and statements to the Company electronically, i.e. exclusively **in text form by e-mail to the e-mail address fragen.vig@hauptversammlung.at**. Please note that **the Chairman may establish time limits** during the Annual General Meeting. When sending this e-mail, please use the e-mail address which you have specified on the form for granting special proxy. The questions received by the Company will be read out and answered at the Annual General Meeting in accordance with Section 118 *AktG*.

Convocation

Also note the Convocation of 19 April 2022, as well as the information concerning the rights of shareholders, in particular the rule regarding the timely presentation of deposit receipts to exercise shareholders' rights in the virtual Annual General Meeting on 20 May 2022.

Hotline

Should you require technical or organisational support during the Annual General Meeting, please contact our **hotline** at +43 6642642645. We will be available from **10:00 a.m.** (CEST) on the date of the Annual General Meeting, i.e. 20 May 2022.

The Managing Board