

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

**VIENNA INSURANCE GROUP AG  
Wiener Versicherung Gruppe**

FN [Business Register Number] 75687 f  
ISIN: AT0000908504

Schottenring 30, Ringturm, 1010 Vienna

**CONVOCAATION**

of the  
29<sup>th</sup> Annual General Meeting

held on Friday, 25 September 2020, 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*]**

In light of the COVID 19 pandemic, the Managing Board, after careful consideration, has decided to avail itself of the new legal provisions authorising a virtual Annual General Meeting for the purposes of protecting the shareholders and other participants.

The Annual General Meeting of VIENNA INSURANCE GROUP AG Wiener Versicherung Gruppe on 25 September 2020 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) and the *COVID-19-GesV* (Federal Law Gazette II No. 140/2020).

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 25 September 2020 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 25 September 2020 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 usual 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 (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. 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. on **25 September 2020**, at [www.vig.com/annual-general-meeting](http://www.vig.com/annual-general-meeting) using appropriate electronic devices.

The broadcast of the Annual General Meeting on the Internet will enable all shareholders who so 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 period.

Please note that this live broadcast as a virtual Annual General Meeting does not permit remote participation (Section 102 (3) (2) *AktG*) or remote voting (Section 102 (3) (3) *AktG* and Section 126 *AktG*) and that 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.

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. This year we ask that the shareholders to 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 2019 including the management report, the consolidated corporate governance report 2019, the sustainability report 2019 (consolidated non-financial report), the consolidated financial statements for 2019 including the group management report, the proposal for the appropriation of profits and the report of the Supervisory Board (Section 96 of the Austrian Stock Corporation Act [*Aktiengesetz/AktG*]).
2. Resolution on the appropriation of the net profit for the year as per the annual financial statements for 2019.
3. Resolution on discharging the Managing Board members for the financial year 2019.
4. Resolution on discharging the Supervisory Board members for the financial year 2019.
5. Election of the auditor and group auditor for the financial year 2021.
6. Election to the Supervisory Board.
7. Resolution on the reassessment of remuneration for the Supervisory Board members.
8. Resolution on the remuneration policy.

## 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 4 September 2020:

- 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 2019,
- Consolidated financial statements including group management report for the financial year 2019,
- Report of the Supervisory Board for the financial year 2019,
- Consolidated corporate governance report for the financial year 2019,
- Sustainability report for the financial year 2019 (consolidated non-financial report),
- Proposal for the appropriation of the net profit for the financial year 2019 (agenda item 2),
- Proposals for resolution on items 2 to 8 of the agenda,
- Documents for the election to the Supervisory Board pursuant to Section 87 (2) *AktG* (agenda item 6),
- Explanatory information on items 1, 2 and 5 to 8 of the agenda, as well as the
- Remuneration policy.

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](http://www.vig.com) under Investor Relations > Annual General Meeting or via the direct link [www.vig.com/annual-general-meeting](http://www.vig.com/annual-general-meeting) no later than 4 September 2020.

## INFORMATION ABOUT THE SHAREHOLDERS' RIGHTS AS DEFINED UNDER SECTIONS 109, 110, 118 AND 119 AKTG

Shareholders whose shares collectively account for **5% of the registered 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 4 September 2020 at the latest. 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 registered 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 registered 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 16 September 2020 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 registered 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.

At the Annual General Meeting any shareholder shall, upon request, **be informed about Company matters** to the extent that such information is required for proper assessment of an item of the agenda. 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).

Please note that **the Chairman will establish reasonable time limits** 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) in due time so that they are received by the Company no later than the second business day before the Annual General Meeting, i.e. by 23 September 2020. 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 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 entitlement to participate in 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*.

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 registered capital in the aggregate is received by the Company no later than 16 September 2020. Reference is made to the relevant explanations with regard to the other requirements for submitting proposals for resolution.

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. Maria Kubitschek has resigned her seat on the Supervisory Board as of the end of the Annual General Meeting. The Supervisory Board shall continue to consist of ten 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 ten Supervisory Board members.

Article 10 (2) of the Articles of Association of VIENNA INSURANCE GROUP AG Wiener Versicherung Gruppe stipulates that the Supervisory Board shall consist of three to ten members elected by the Annual General Meeting.

The Supervisory Board of VIENNA INSURANCE GROUP AG Wiener Versicherung Gruppe must be comprised of at least three women and at least three men.

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](http://www.vig.com/annual-general-meeting) no later than 4 September 2020.

## **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 15 September 2020, midnight (CEST) (record date).

Only persons who are shareholders 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 22 September 2020, 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 Invitation 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. 15 September 2020, 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 AND THE PROCEDURE TO BE FOLLOWED**

Any shareholder who is entitled to participate in the virtual Annual General Meeting under the *COVID-19-GesG* and the *COVID-19-GesV* and has demonstrated as much to the Company pursuant to the following specifications of this 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 **25 September 2020**, 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 Nauer, Attorney at Law  
c/o bpv Hügel Rechtsanwälte GmbH  
ARES-Tower, Donau-City-Straße 11, 1220 Vienna  
[nauer.vig@hauptversammlung.at](mailto:nauer.vig@hauptversammlung.at)

- (iii) Mr Arno Weigand, Notary  
Untere Donaustraße 13-15/7. OG, 1020 Vienna  
[weigand.vig@hauptversammlung.at](mailto:weigand.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](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 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.**

### **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 registered 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, 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 Meetings, 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 the vote counting service, public notaries, legal advisors, special proxies 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 proxies, 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 commercial 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, the categories, 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 such 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 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.

You may receive your personal data processed by us in a machine-readable format determined by us, provided that we have received such data directly from you. 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.

In all of these matters we kindly ask you to contact us as indicated below. Please attach a copy of your ID when contacting us to prevent your personal data from falling into the wrong hands.

**Contact for data protection inquiries**

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](mailto:dsb@dsb.gv.at)).

Vienna, August 2020

The Managing Board