

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

to the 27th Annual General Meeting (AGM),
which will be held on Friday, 25 May 2018, at 11 a.m. (CEST)

at the Wiener Stadthalle,
Roland Rainer Platz 1, 1150 Vienna, Hall F

A G E N D A

1. Presentation of the approved annual financial statements for 2017 including the management report, the consolidated corporate governance report 2017, the sustainability report 2017 (consolidated non-financial report), the consolidated financial statements for 2017 including the group management report, the proposal for appropriation of profits and the report of the Supervisory Board (Section 96 of the Austrian Stock Corporations Act [*Aktiengesetz/AktG*]).
2. Resolution on appropriation of the net profit for the year as per the annual financial statements for 2017.
3. Resolution on approval of the actions of the Managing Board members for the financial year 2017.
4. Resolution on approval of the actions of the Supervisory Board members for the financial year 2017.
5. Amendments to Article 23 (2) and Article 24 (1) of the Company's Articles of Association.
6. Election of the auditor and group auditor for the financial year 2019.
7. Resolution on the redetermination of the remuneration of the members of 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 by the shareholders on the premises of the registered office of VIENNA INSURANCE GROUP AG Wiener Versicherung Gruppe (the "Company"), Schottenring 30, 1010 Vienna, not later than 4 May 2018 during normal business hours:

- annual financial statements including management report for the financial year 2017,
- consolidated financial statements including group management report for the financial year 2017,
- report of the Supervisory Board for the financial year 2017,
- consolidated corporate governance report for the financial year 2017,
- sustainability report 2017 (consolidated non-financial report)
- proposal for appropriation of the profit for the financial year 2017,
- proposals for resolutions on items 2 to 7 on the agenda,
- comparison of the suggested amendments to the Articles of Association,
- explanatory information on items 1, 2, 5, 6 and 7 on the agenda.

These documents and the full text of this invitation and the forms for granting and revoking proxy pursuant to Section 114 *AktG* may also be retrieved from the Company's website (www.vig.com) under Investor Relations > Annual General Meeting or via direct link www.vig.com/annual-general-meeting not later than 4 May 2018 and will be available at the Annual General Meeting.

INFORMATION ABOUT THE SHAREHOLDERS' RIGHTS AS DEFINED IN SECTIONS 109, 110 AND 118 *AKTG* AND SECTION 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 that they be published, provided that the request is received in writing by the Company exclusively at the address VIENNA INSURANCE GROUP AG Wiener Versicherung Gruppe, Department VD100, Attn. Mr. Philipp Bardas, Schottenring 30, 1010 Vienna, by 4 May 2018 at the latest. With every item so requested to be included in the agenda a proposal for a resolution including a statement of the reasons for the same must be enclosed.

Presentation of a deposit receipt as defined in Section 10a *AktG* which certifies that the requesting shareholders have held their shares for at least three months prior to the motion shall be sufficient for evidencing ownership of bearer shares kept in custody, and such evidence must not be older than seven days at the time of presentation to the Company. Several deposit receipts for shares which only in the aggregate amount to 5% of the shares must refer to the same date. As regards the other deposit receipt requirements reference is made to the information about the right to attend Annual General Meeting.

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 on the agenda in text format and may request that such proposals together with the name of the requesting shareholder including the statement of the reasons for the same, which has to be included, and an opinion of 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 format not later than 15 May 2018 either by fax to +43 (0)1 89 00 500-60 or by letter to VIENNA INSURANCE GROUP AG Wiener Versicherung Gruppe, Department VD100, Attn. Mr. Philipp Bardas, Schottenring 30, 1010 Vienna.

Presentation of a deposit receipt in accordance with Section 10a *AktG* shall be sufficient for evidencing ownership of bearer shares kept in custody to be able to exercise this shareholder right, and such evidence must not be older than seven days at the time of presentation to the Company. Several deposit receipts for shares which only in the aggregate amount to 1% of the shares must refer to the same date. As regards the other

deposit receipt requirements reference is made to the information about the right to attend the Annual General Meeting (see below).

On a proposal for resolution disclosed in accordance with Section 110 (1) *AktG* should only be voted in accordance with Section 119 (2) *AktG* if reiterated as a request in the Annual General Meeting.

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 on the agenda. Such information may be denied if, according to the reasonable judgement of an entrepreneur, disclosure of the same might cause a material disadvantage to the Company or an affiliated enterprise or might be punishable by law.

At the Annual General Meeting every shareholder is entitled to file **motions** with respect to any item on the agenda, which require no prior announcement. For that purpose proof of the right to attend the meeting as defined by the invitation to the Annual General Meeting is required.

The Supervisory Board of VIENNA INSURANCE GROUP AG Wiener Versicherung Gruppe must be comprised of at least 3 women and at least 3 men.

Currently the Supervisory Board of VIENNA INSURANCE GROUP AG Wiener Versicherung Gruppe fulfils the minimum requirement and consists of 10 members, thereof 4 women and 6 men.

Article 10 (2) of the Articles of Association of the VIENNA INSURANCE GROUP AG Wiener Versicherung Gruppe determines that the Supervisory Board consists of 3 to 10 members elected by the Annual General Meeting.

RECORD DATE AND RIGHT TO ATTEND ANNUAL GENERAL MEETINGS PURSUANT TO SECTION 111 AKTG

Bearer shares kept in custody

The right to attend the Annual General Meeting and to exercise the voting right and other shareholder rights which are to be claimed in connection with Annual General Meetings depend on the ownership of shares on 15 May 2018, midnight (CEST) (record date).

Only persons who are shareholders at the record date and provide evidence thereof to the Company are entitled to attend the Annual General Meeting and exercise shareholders' rights.

In the case of bearer shares kept in custody a **deposit receipt** as defined in Section 10a *AktG*, which must be received by the Company not later than 22 May 2018, midnight (CEST) exclusively at any one of the following addresses, shall suffice as evidence of the shareholding at the record date:

- by post or courier to:

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 email: anmeldung.vig@hauptversammlung.at (as scanned attachment – TIF, PDF, etc.)
- by SWIFT: GIBAATWGGMS
Message type MT598 or MT599; implicitly state ISIN AT0000908504 in the text

Deposit receipt as defined in Section 10a AktG

The deposit receipt must be issued by the bank keeping the securities account, whose registered office shall be in a Member State of the European Economic Area or in a full Member State of the OECD, and shall contain the following information:

- information on the issuer: name and address or a standard code used for transactions between banks (SWIFT code),
- information on the shareholder: name, address, date of birth in the case of natural persons, register and register number in the case of legal entities, if applicable,
- information on the shares: number of shares held by the shareholder (ISIN AT0000908504)
- securities account number or any other identification.
- The deposit receipt must make reference to the record date, i.e. 15 May 2018, midnight (CEST).

For the purposes of the last sentence of Section 10a (1) *AktG* the Company will also accept deposit receipts that were issued by legal entities which are entitled 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 by their registration for the Annual General Meeting and/or their submission of a deposit receipt; thus, shareholders may continue to freely dispose of their shares even after registration and/or transmission of a deposit receipt.

REPRESENTATION BY PROXY PURSUANT TO SECTION 114 AKTG

Any shareholder who is entitled to attend the Annual General Meeting has the right to appoint a proxy, who shall attend the Annual General Meeting on behalf of the shareholder and who shall have the same rights as the shareholder she/he represents.

A proxy must be granted to a specific person (a natural or a legal person) in text format, and also several persons may be granted proxy. The proxy shall be submitted to the Company at one of the addresses stated below:

- by post: 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 email: anmeldung.vig@hauptversammlung.at (as scanned attachment – TIF, pdf, etc.)
- by SWIFT: GIBAATWGGMS
Message type MT598 or MT599; implicitly state ISIN AT0000908504 in the text
- personally: when registering for the Annual General Meeting at the place of the meeting

A proxy form and a form for revocation of proxy will be sent to you upon request and are available on the Company's website at www.vig.com/annual-general-meeting.

Unless the proxy is handed in personally upon registration on the day of the Annual General meeting, the proxy must be received by the Company not later than on 24 May 2018, 3 p.m. (CEST).

The above regulations on the granting of proxy shall apply *mutatis mutandis* to revocation of proxy.

PROXY

As an additional service a representative of Interessenverband für Anleger (Austrian Shareholder Association), Feldmühlgasse 22, 1130 Vienna, will be available to the shareholders as an independent proxy for exercise of voting rights at the Annual General meeting according to the shareholder's instructions. If you are interested in this service, please contact Mr. Michael Knap directly on +43 (0)1 8763343-30 (phone), on +43 (0)1 8763343-39 (fax) or at michael.knap@iva.or.at (email).

TOTAL NUMBER OF SHARES AND VOTING RIGHTS (Information pursuant to Section 120 (2) no. 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 at the time stated above.

ADMISSION TO THE ANNUAL GENERAL MEETING

When being admitted the Annual General Meeting you must be able to identify yourself. Please bring a **valid official photo identification** along for that purpose. If you attend the meeting as the representative of a legal entity, please bring an up-to-date **excerpt from the Commercial Register** with you that evidences your power of representation. If you attend the meeting as a proxy, please also bring the **proxy** along. If the original proxy has already been sent to the Company, you will make entering easier if you take a copy of the proxy along.

The Company reserves the right to identify the persons appearing for the meeting. If a person cannot be identified, the Company may refuse admission.

We kindly ask you to take into account the fact that numerous participants will be expected and the fact that the usual safety checks will be carried out. Admission for collection of voting cards will start at 9:30 a.m. (CEST).

INTERNET BROADCAST

The speech of the chairwoman of the Managing Board will be broadcasted on the internet. The link to the broadcast will be made available timely before the Annual General Meeting at www.vig.com/annual-general-meeting.

Vienna, April 2018

The Managing Board