

EQS-News: VIENNA INSURANCE GROUP AG Wiener Versicherung Gruppe / Announcement of the Convening of the General Meeting

VIENNA INSURANCE GROUP AG Wiener Versicherung Gruppe: Convocation of the AGM 2025

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Announcement of the Convening of the General Meeting, transmitted by EQS News - a service of EQS Group.

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VIENNA INSURANCE GROUP AG

Wiener Versicherung Gruppe

FN 75687 f
ISIN: AT0000908504

Schottenring 30, Ringturm, 1010 Vienna

CONVOCATION

of the

34th Annual General Meeting,

to be held in person on Friday, 23 May 2025, at 11 a.m. (CEST) at Wiener Stadthalle, Roland-Rainer-Platz 1, 1150 Vienna, Hall F

AGENDA

1. Presentation of the approved annual financial statements for 2024 including the management report, the consolidated corporate governance report 2024, the consolidated financial statements for 2024 including the group management report containing the consolidated non-financial report (consolidated sustainability reporting), 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 as of 31 December 2024.
3. Resolution on the remuneration report 2024.
4. Resolution on discharging the Managing Board members for the financial year 2024.
5. Resolution on discharging the Supervisory Board members for the financial year 2024.
6. Resolution on the authorisation of the Managing Board pursuant to Section 169 AktG to increase the Company's share capital by a nominal amount of up to EUR 66,443,734.10 by 22 May 2030 at the latest through issue of up to 64,000,000 no-par value registered or bearer shares against a contribution in cash or in kind or a combination thereof, also in several tranches, and to decide on the content of the shareholders' rights, on exclusion of the shareholders' subscription rights and on other terms and conditions for the issue of shares with approval from the Supervisory Board. This authorisation shall replace the resolution passed in the 30th Annual General Meeting of 21 May 2021 under item 6 on the agenda. The first sentence of Article 4 (2) of the Articles of Association will be amended accordingly.
7. Resolution on the authorisation of the Managing Board to issue participating bonds of a total nominal amount of up to EUR 2,000,000,000 by 22 May 2030 at the latest with approval from the Supervisory Board pursuant to Section 174 (2) AktG, also in several tranches, also with exclusion of shareholders' subscription rights, and to define all other terms and conditions for the issue of participating bonds. This authorisation shall replace the resolution passed in the 30th Annual General Meeting of 21 May 2021 under item 7 on the agenda.
8. Resolution on the authorisation of the Managing Board to issue, once or several times, convertible bonds in a total nominal amount of up to EUR 2,000,000,000 by 22 May 2030 with approval from the Supervisory Board pursuant to Section 174 (2) AktG, also with exclusion of shareholders' subscription rights and to define all other terms and conditions, the issue and the conversion procedure for the convertible bonds. This authorisation shall replace the resolution passed in the 30th Annual General Meeting of 21 May 2021 under item 8 on the agenda.
9. Resolution on the conditional increase of the share capital in an amount of up to EUR 31,145,500.36 by issue of up to 30,000,000 new ordinary bearer shares in order to grant subscription or conversion rights to the owners of convertible bonds. This conditional increase of the share capital shall replace the resolution passed in the 30th Annual General Meeting of 21 May 2021 under item 9 on the agenda. Article 4 (3) of the Articles of Association will be amended accordingly.
10. Resolution on the authorisation of the Managing Board to acquire no-par-value treasury ordinary bearer shares pursuant to Section 65 (1) no. 4 and 8 as well as (1a) and (1b) AktG to the maximum extent permitted by law during a period of thirty months from the date the resolution is passed by the Annual General Meeting. The equivalent to be paid upon redemption must not be lower than a maximum of 50% below and not higher than a maximum of 10% above 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]). Resolution on the authorisation of the Managing Board, for a maximum period of five years from the date of the resolution, with exclusion of shareholders' subscription rights
 - a) to use treasury shares for issuing shares to employees and executive employees of the Company or to employees, executive employees and members of the managing board of entities affiliated with the Company;
 - b) to use the acquired treasury shares for the purpose of servicing convertible bonds issued on the basis of the resolution of the Annual General Meeting on 23 May 2025; and
 - c) to sell them in a manner permitted by law other than via the stock exchange or by means of a public offer.
 This authorisation replaces the resolution passed at the 32nd Annual General Meeting of 26 May 2023 under item 6 on the agenda.
11. Election of the auditor and group auditor for the financial year 2026 as well as the auditor of the consolidated sustainability reporting (consolidated non-financial statement) for the financial year 2026.
12. Resolution on the amendment to Article 12 (1) of the Articles of Association (number of deputies to the chairman of the Supervisory Board).

DOCUMENTS FOR THE ANNUAL GENERAL MEETING

The following documents, to be made available pursuant to Section 108 Aktiengesetz, 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 2 May 2025:

- Annual financial statements including the management report for the financial year 2024,

- Consolidated financial statements including group management report containing the consolidated non-financial report (consolidated sustainability reporting) for the financial year 2024,
- Report of the Supervisory Board for the financial year 2024,
- Consolidated corporate governance report for the financial year 2024,
- Proposal for the appropriation of the net profit for the financial year 2024 (agenda item 2),
- Proposals for resolution on items 2 to 12 of the agenda,
- Explanatory information on items 1, 2, 3, 11 and 12 on the agenda,
- Report of the Managing Board on the exclusion of the shareholders' subscription rights regarding items 6, 7, 8 and 10 on the agenda,
- Comparison of the Articles of Association, as well as the
- Remuneration report 2024.

These documents and the full text of this Convocation, the forms for granting and for revoking proxy pursuant to Section 114 Aktiengesetz, as well as the information concerning the rights of shareholders pursuant to Sections 109, 110, 118 and 119 Aktiengesetz may also be downloaded from the Company's website group.vig/en under Investor Relations/Annual General Meeting via the direct link group.vig/annual-general-meeting no later than from 2 May 2025.

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

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 2 May 2025 at the latest. A proposal for a resolution including a statement of the reasons for the same must be enclosed with every item requested in such manner for inclusion in the agenda.

Presentation of a deposit receipt as defined under Section 10a Aktiengesetz 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 **14 May 2025** either by fax to +43(0)1 89 00 500- 50 or by post or courier to VIENNA INSURANCE GROUP AG Wiener Versicherung Gruppe, Department VD100, Attn. Mr Philipp Bardas, Schottenring 30, 1010 Vienna.

Presentation of a deposit receipt pursuant to Section 10a Aktiengesetz 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) Aktiengesetz may only be voted on pursuant to Section 119 (2) Aktiengesetz if reiterated as a request at 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 a 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. Only shareholders present or represented at the Annual General Meeting shall be entitled to the right to information.

At the Annual General Meeting every shareholder is entitled to put forward **motions** with respect to any item of the agenda which require no prior announcement. The prerequisite for this is proof of the right to attend the meeting pursuant to this Convocation.

Additional information concerning these rights of shareholders pursuant to Sections 109, 110, 118 and 119 Aktiengesetz will be available on the Company's website at group.vig/annual-general-meeting no later than 2 May 2025.

RECORD DATE AND RIGHT TO ATTEND THE ANNUAL GENERAL MEETING PURSUANT TO SECTION 111 AKTIENGESETZ

Bearer shares kept in custody

The right to attend the Annual General Meeting and to exercise voting rights and other shareholder rights which are to be asserted in connection with the Annual General Meeting are subject to the ownership of shares as of 13 May 2025, midnight (CEST) (record date for voting rights).

Only persons who are shareholders as of the record date and can provide proof 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 under Section 10a Aktiengesetz shall suffice as proof of share ownership as of the record date. Deposit receipts, which must be received by the Company no later than on 20 May 2025, midnight (CEST) must be delivered exclusively to any one of the following addresses:

- By post or courier:
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 00 500-50
- By e-mail: anmeldung.vig@hauptversammlung.at (as a scanned attachment – TIF, PDF, etc.)
- By SWIFT:
ISO 15022: GIBAAWGGMS
Message type MT598 or MT599; always state ISIN AT0000908504 in the text
- by SWIFT
ISO 20222: ou=gms,o=gibaawg
o=swift - seev.003.001.XX oder seev.004.001.XX
in the version containing all necessary fields. (a detailed description is available for download under group.vig/annual-general-meeting)

Deposit receipt as defined under Section 10a Aktiengesetz

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. 13 May 2025, 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) Aktiengesetz, the Company will also accept deposit receipts that were issued by legal entities which are authorised pursuant to Czech and Hungarian 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.

REPRESENTATION BY PROXY PURSUANT TO SECTION 114 AKTIENGESETZ

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 several persons may be granted proxy. If the shareholder has given his custodian bank power of attorney, it is sufficient that the latter makes a declaration in addition to the deposit receipt that he has been granted power of attorney. The proxy shall be submitted to the Company at one of the addresses stated below:

- by post or courier:
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 00 500-50
- by email: anmeldung.vig@hauptversammlung.at (as scanned attachment TIF, pdf, etc.)
- by SWIFT:
ISO 15022: GIBAATWGGMS
Message type MT598 or MT599; always state ISIN AT0000908504 in the text
- by SWIFT
ISO 20222: ou=gms,o=gibaatwg
o=swift - seev.003.001.XX oder seev.004.001.XX
in the version containing all necessary fields. (a detailed description is available for download under group.vig/annual-general-meeting)
- 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 group.vig/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 22 May 2025, 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 Mr. Michael Knap as the representative of the Interessenverband für Anleger (Austrian Shareholder Association), IVA, 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 Michael Knap directly on +43 (0)1 8763343-30 (phone), on +43 (0)1 8763343-39 (fax) or at knap.vig@hauptversammlung.at (email). You may also use the form on our website to grant him proxy.

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 share capital amounts to 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.

ADMISSION TO THE ANNUAL GENERAL MEETING

When being admitted to 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 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 chairman 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 group.vig/annual-general-meeting. The rest of the Annual General Meeting will not be broadcast on the internet.

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) Aktiengesetz, 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 Aktiengesetz. Shareholders' personal data is 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 a vote counting service, public notaries, legal advisers and IT service providers. These providers only receive personal data required for the performance of the contractually agreed services from the Company and process the data exclusively in accordance with instructions received from the Company. The Company has concluded a data processing agreement with these service providers to the extent legally required.

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 Aktiengesetz) 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) Aktiengesetz).

Retention period of your data

Shareholders' data will be anonymised and/or deleted as soon as it is 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 your personal data. 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 this 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.

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). We kindly ask you to submit any requests using the contact details below. 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 Data Protection Team
Schottenring 30
1010 Vienna Austria
datenschutz@vig.com

Vienna, April 2025
The Managing Board

22.04.2025 CET/CEST

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End of News

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