

Invitation

The Board of Management of **VIG RE zajišťovna, a.s.**
with its registered office at Templová 747/5, 110 01 Prague 1,
registered in the Commercial Register kept by the Municipal Court in Prague
File No.: B 14560
Identification number: 284 45 589
(hereinafter referred to as the “**Company**”)
in accordance with Art. 16 (2) of the Company’s Articles of Association
hereby convenes

AN ORDINARY GENERAL MEETING

**to be held on 3 April 2025 at 5:15 p.m. at Templová 747/5, 110 01 Prague 1, in the meeting
room on the 3rd floor**

with the following agenda:

1. Opening, review of the shareholders’ attendance, verification of the quorum
2. Election of the Chairperson of the General Meeting, the Minutes Taker, the Verifiers of the minutes and the Scrutineer
3. Approval of the agenda of the General Meeting
4. Company’s Annual Report for 2024 and conclusions of the Report on relationships between the controlling entity and the controlled entity and between the controlled entity and entities controlled by the same controlling entity (hereinafter the “Report on Relationships between Related Parties”) for 2024
5. Report on the results of activities of the Supervisory Board in 2024, statement of the Supervisory Board on the ordinary financial statements as of 31 December 2024 and on the Board of Management’s proposal for the distribution of profits, and opinion of the Supervisory Board on the Related Parties Report for 2024
6. Report of the Audit Committee on the results of its activities for 2024

VIG RE zajišťovna, a.s.

Templová 747/5, 110 01 Prague 1, Czech Republic
www.vig-re.com, phone: +420 956 445 505, ID: 2844558, VAT: CZ699000955
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7. Approval of the Company's ordinary financial statements as of 31 December 2024
8. Decision on Distribution of Profit for 2024
9. Decision on the discharge of the Board of Management and the Supervisory Board for financial year 2024
10. Appointment of the members of the Audit Committee
11. Election of the members of the Supervisory Board
12. Appointment of the Statutory Auditor for the year 2025
13. Approval of an amendment to the Company's Articles of Association
14. Miscellaneous
15. Conclusion of the General Meeting.

ITEM 1: OPENING, REVIEW OF THE SHAREHOLDERS' ATTENDANCE, VERIFICATION OF THE QUORUM

No resolution requiring the shareholders' vote is proposed with respect to this item on the agenda of the General Meeting.

ITEM 2: ELECTION OF THE CHAIRPERSON OF THE GENERAL MEETING, THE MINUTES TAKER, THE VERIFIERS OF THE MINUTES AND THE SCRUTINEER

Proposed resolution of the General Meeting:

In accordance with Art. 18 (3)(p) of the Company's Articles of Association, the General Meeting elects the following persons:

- a) *Chairperson of the General Meeting*
Wolfgang Hajek
- b) *Minutes Taker of the General Meeting*
Radka Viková
- c) *Verifiers of the minutes of the General Meeting*
Lucia Urbánková Tkáčová and Michal Kalvoda
- d) *Scrutineer at the General Meeting*
Stanislava Kratochvílová

Justification:

The election of the relevant persons to the General Meeting's bodies is based on the requirement of the applicable legal regulations for ensuring a proper course of the General Meeting.

ITEM 3: APPROVAL OF THE AGENDA OF THE GENERAL MEETING

Proposed resolution of the General Meeting:

The Company's General Meeting approves the agenda of the General Meeting.

Justification:

The General Meeting is convened, and the agenda of the General Meeting is proposed by the Company's Board of Management. In accordance with Section 369 (1) of Act No. 90/2012, on Commercial Companies and Cooperatives (Act on Commercial Corporations), as amended (hereinafter referred to as the "Business Corporations Act"), a shareholder of the Company has the right to request that matters determined by the shareholder be included in the agenda of the General Meeting, provided that a resolution is proposed for each of the matters or that the inclusion of the matter on the agenda is justified.

ITEM 4: COMPANY'S ANNUAL REPORT FOR 2024 AND CONCLUSIONS OF THE REPORT ON RELATIONSHIPS BETWEEN THE CONTROLLING ENTITY AND THE CONTROLLED ENTITY AND BETWEEN THE CONTROLLED ENTITY AND ENTITIES CONTROLLED BY THE SAME CONTROLLING ENTITY (HEREINAFTER REFERRED TO AS THE "RELATED PARTIES REPORT") FOR 2024

Proposed resolution of the General Meeting:

The General Meeting acknowledges the Company's Annual Report for 2024 and the conclusions of the Related Parties Report for 2024.

Justification:

In accordance with Section 436 of the Business Corporations Act and Art. 22 (2)(g) and Art. 31 (1)(b) and (c) of the Company's Articles of Association, the Board of Management submits to the General Meeting the Company's Annual Report for 2024.



In accordance with Section 84 of the Business Corporations Act, the Board of Management of a controlled company shall acquaint the Company's shareholders with the conclusions of the Related Parties Report at the next General Meeting.

The Company's Annual Report for 2024 and the conclusions of the Related Parties Report for 2024 are not subject to a vote by the Company's shareholders.

ITEM 5: REPORT ON THE RESULTS OF ACTIVITIES OF THE SUPERVISORY BOARD IN 2024, STATEMENT OF THE SUPERVISORY BOARD ON THE ORDINARY FINANCIAL STATEMENTS AS OF 31 DECEMBER 2024 AND ON THE BOARD OF MANAGEMENT'S PROPOSAL FOR THE DISTRIBUTION OF PROFITS FOR 2024, AND OPINION OF THE SUPERVISORY BOARD ON THE RELATED PARTIES REPORT FOR 2024

Proposed resolution of the General Meeting:

The General Meeting acknowledges the report on the results of activities of the Supervisory Board in 2024, statement of the Supervisory Board on the ordinary financial statements as of 31 December 2024 and on the Board of Management's proposal for the distribution of profits for 2024, and opinion of the Supervisory Board on the Related Parties Report for 2024.

Justification:

In accordance with Art. 27 (8) of the Company's Articles of Association and Section 83 (1), Section 447 (3) and Section 449 (1) of the Business Corporations Act, the Supervisory Board of the Company submits to the General Meeting a report on the results of its activities in 2024, the Supervisory Board's statement on the ordinary financial statements as of 31 December 2024 and on the Board of Management's proposal for the distribution of profits for 2024, and the Supervisory Board's opinion on the Related Parties Report for 2024.

The Supervisory Board's report and statement are not subject to a vote by the Company's shareholders.



ITEM 6: REPORT OF THE AUDIT COMMITTEE ON THE RESULTS OF ITS ACTIVITIES FOR 2024

Proposed resolution of the General Meeting:

In accordance with Art. 18 (3)(m) of the Company's Articles of Association, the General Meeting approves the Audit Committee's report on the results of its activities for 2024.

Justification:

In accordance with Art. 18 (3)(m) of the Articles of Association, the competence of the General Meeting includes approval of the Audit Committee's report on the results of its activities for 2024.

ITEM 7: APPROVAL OF THE COMPANY'S ORDINARY FINANCIAL STATEMENTS AS OF 31 DECEMBER 2024

Proposed resolution of the General Meeting:

In accordance with Art. 18 (3)(f) of the Company's Articles of Association, the General Meeting approves the Company's ordinary financial statements as of 31 December 2024.

Justification:

Based on the applicable legal regulations, the Company is required to compile ordinary financial statements for each accounting period and submit it to the General Meeting for approval. In accordance with Art. 22 (2)(g) in conjunction with Art. 18 (3)(f) of the Company's Articles of Association, the Board of Management submits the Company's ordinary financial statements compiled as of 31 December 2024 to the General Meeting for approval.

ITEM 8: DECISION ON DISTRIBUTION OF PROFIT FOR 2024

Proposed resolution of the General Meeting:

In accordance with Art. 18 (3) (f) of the Company's Articles of Association, the General Meeting approves distribution of profit for 2024 in accordance with the proposal submitted by the Board of Management.

Justification:

In accordance with binding legal regulations and Company's Articles of Association, decision on distribution of profits and covering of loss is vested within the powers of the General Meeting.

Proposal for distribution of profit for 2024 submitted by the Board of Management to the General Meeting for approval is in line with the applicable generally binding legislation and the Company's Articles of Association.

ITEM 9: DISCHARGING MEMBERS OF THE BOARD OF MANAGEMENT AND SUPERVISORY BOARD FOR FINANCIAL YEAR 2024

Proposed resolution of the General Meeting:

In accordance with Art. 18 (3)(n) of the Company's Articles of Association, the General Meeting grants discharge to the members of the Board of Management and the Supervisory Board for financial year 2024.

Justification:

In accordance with Art. 18 (3)(n) of the Articles of Association, the competence of the General Meeting includes discharging members of the Board of Management and the Supervisory Board.



ITEM 10: APPOINTMENT OF THE MEMBERS OF THE AUDIT COMMITTEE

Proposed resolution of the General Meeting:

In accordance with Art. 18 (3)(e) of the Company's Articles of Association, the General Meeting appoints:

- *Mr. Dominic Bruce Selby Bennett to the office of a member of the Audit Committee of VIG RE zajišťovna, a.s., with the effect from 4 April 2025 to 3 April 2030.*

- *Mr. Frank Reichelt to the office of a member of the Audit Committee of VIG RE zajišťovna, a.s., with the effect from 4 April 2025 to 3 April 2030.*

- *Mag. Peter Höfingler to the office of a member of the Audit Committee of VIG RE zajišťovna, a.s., with the effect from 4 April 2025 to 3 April 2030.*

- *Mag. Gerhard Lahner to the office of a member of the Audit Committee of VIG RE zajišťovna, a.s., with the effect from 4 April 2025 to 3 April 2030.*

Justification:

Dr. Peter Thirring and Mr. Alain Flandrin, in accordance with Art. 28a (11) of the Company's Articles of Association, resigned from the office of a member of the Audit Committee with the effect as of 3 April 2025 and the Audit Committee approved their resignations.

In line with Art. 18 (3)(e) of the Company's Articles of Association, the competence of the General Meeting includes the appointment of members of the Audit Committee. In accordance with Art. 28a (4) of the Company's Articles of Association, the Audit Committee has at least three members, where the exact number of the members of the Audit Committee will be determined by means of a decision of the General Meeting.



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The Board of Management proposes to the General Meeting to appoint:

- Mr. Dominic Bruce Selby Bennett;
- Mr. Frank Reichelt;
- Mag. Peter Höfinger; and
- Mag. Gerhard Lahner,

as members of the Audit Committee following prior assessment of the professional qualifications and independence of the candidates pursuant to Section 44 (4) of Act No. 93/2009 Coll., on Auditors, as amended (hereinafter referred to as the “Act on Auditors”)

ITEM 11: ELECTION OF THE MEMBERS OF THE SUPERVISORY BOARD

Proposed resolution of the General Meeting:

In accordance with Art. 18 (3)(e) of the Company's Articles of Association, the General Meeting hereby:

- *elects Mr. Dominic Bruce Selby Bennett, date of birth: 13 July 1958, residing at 223 Highbury Quadrant, London N5 2TE, United Kingdom, as a member of the Company's Supervisory Board with effect from 4 April 2025 to 3 April 2030;*
- *approves the Agreement on exercise of the office of Supervisory Board member of VIG RE zajišťovna, a.s., to be concluded between Mr. Dominic Bruce Selby Bennett and VIG RE zajišťovna, a.s.;*
- *elects Mr. Johannes Martin Hartmann, date of birth: 12 May 1962, residing at 53332 Bornheim, Stadtteil Merten, Brucknerstrasse 8, Germany, as a member of the Company's Supervisory Board with effect from 4 April 2025 to 3 April 2030;*

- *approves the Agreement on exercise of the office of Supervisory Board member of VIG RE zajišťovna, a.s., to be concluded between Mr. Johannes Martin Hartmann and VIG RE zajišťovna, a.s..*

Justification:

Dr. Peter Thirring and Mr. Alain Flandrin, in accordance with Art. 26 (8) of the Company's Articles of Association, resigned from the office of a member of the Supervisory Board with the effect as of 3 April 2025 and the Supervisory Board approved their resignations.

In accordance with Art. 18 (3)(e) of the Company's Articles of Association, the General Meeting of the Company elects and recalls members of the Supervisory Board and adopts decisions on remuneration of members of the Supervisory Board.

ITEM 12: APPOINTMENT OF THE STATUTORY AUDITOR FOR THE YEAR 2025

Proposed resolution of the General Meeting:

In accordance with Art. 18 (3)(o) of the Company's Articles of Association, the General Meeting appoints as the Statutory Auditor for the year 2025 the company KPMG Česká republika Audit, s.r.o., with its registered office at Prague 8, Pobřežní 648/1a, post code: 18600, registered in the Commercial Register kept by the Municipal Court in Prague, File No.: C 24185, Identification number: 49619187.

Justification:

In accordance with Art. 18 (3) (o) of the Company's Articles of Association, Sec. 43 of the Act on the Auditors, and Regulation No. 537/2014 of the European Parliament and the Council, on specific requirements regarding statutory audit of public-interest entities and repealing Commission Decision 2005/909/EC (hereinafter referred to as the "Regulation"), appointment of the statutory auditor is vested within the powers of the General Meeting. Based on the recommendation of the Audit Committee of the Company, the Supervisory Board of the Company proposes to the General Meeting



to appoint as the statutory auditor of the Company for year 2025 the company KPMG Česká republika Audit, s.r.o., with its registered office at Prague 8, Pobřežní 648/1a, post code: 18600, registered in the Commercial Register kept by the Municipal Court in Prague, File No.: C 24185, Identification number: 49619187.

ITEM 13: APPROVAL OF AN AMENDMENT TO THE COMPANY'S ARTICLES OF ASSOCIATION

Proposed resolution of the General Meeting:

In accordance with Art. 18 (3) (a) of the Company's Articles of Association, the General Meeting approves proposed changes to the Company's Articles of Association.

Justification:

In accordance with Art. 18 (3) (a) of the Company's Articles of Association, decision on changes to the Articles of Association is vested within the powers of the General Meeting. Proposed changes to the Company's Articles of Association relate to (i) adoption of *per rollam* decisions of the General Meeting, (ii) election of the Chairman and Vice-Chairman of Board of Management by the Supervisory Board, (iii) amended list of acts requiring prior consent of the Supervisory Board, (iv) amended decision-making of the Board of Management during the absence of the responsible Board of Management member and (v) specified competences of the Committee for the Matters of the Board of Management. Further changes are only in the nature of the wording. The full draft amendments to the Company's Articles of Association are published together with this Invitation on the website of the Company and are available for inspection in the Company's registered office.

ITEM 14: MISCELLANEOUS

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ITEM 15: CONCLUSION OF THE GENERAL MEETING

Decisive date for participation in the General Meeting:

In accordance with Art. 15 (1) of the Articles of Association, the fifth (5th) day preceding the date of the General Meeting, i.e. 29 March 2025, is the decisive date for participation in the General Meeting.

Participation of a shareholder in the General Meeting:

Participation in the General Meeting and exercise of shareholder's rights will only be allowed for entities registered as shareholders of the Company in the Central Securities Depository as of the decisive date.

Condition for entering a shareholder in the attendance list:

Shareholder – *legal person*.

The authorised representative of a legal person must present a valid extract from the Commercial Register, an identity card and a written power of attorney.

In Prague, on 3 March 2025

Wolfgang Hajek

Member of the Board of Management

Ivana Jurčíková

Member of the Board of Management