

Invitation

The Board of Directors 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 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 7 December 2023 at 8:30 a.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. Increase of the Registered Capital
5. Amendment to the Company's Articles of Association related to the Increase in the Company's Registered Capital
6. Authorization of the Board of Directors for future increase of the Registered Capital
7. Miscellaneous
8. Closing 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. 20 (1) of the Company's Articles of Association, the General Meeting elects the following persons:

- a) *Chairperson of the General Meeting*
Ivana Jurčíková
- b) *Minutes Taker of the General Meeting*
Zuzana Nulíčková
- c) *Verifiers of the minutes of the General Meeting*
Ivana Jurčíková 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 Directors. In accordance with Section 369 (1) of Act No. 90/2012, Coll., the Corporations Act, as amended (hereinafter the "Act on Business Corporations"), 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: INCREASE OF THE REGISTERED CAPITAL

Proposed resolution of the General Meeting:

In accordance with Art. 7 paragraph 1 of the Company's Articles of Association, the General Meeting approves that the Company's Registered Capital will be increased on the terms set out below:

- a) *the Registered Capital of the Company will be increased by the amount of EUR 100,000,000 by subscribing of 10,000 pieces of book-entry ordinary registered shares in the nominal value of EUR 10,000 each. Subscription of shares above or below the proposed amount is not permitted.*
- b) *all shares will be subscribed on the basis of the Shareholders Agreement pursuant to Section 491 of the Act on Business Corporations.*
- c) *no shares will be subscribed on the basis of public offering pursuant to Sections 480 to 483 of Act on Business Corporations*

- d) *all shares must be subscribed by 8.12.2023,*
- e) *the issue price of each share will be equal to its nominal value,*
- f) *the issue price of the subscribed shares must be paid up by 8.12.2023 to the following Company's account:*

Account number: 3466842/ 0800

Currency: EUR

IBAN: CZ3608000000000003466842

BIC: GIBACZPX

Bank: Česká Spořitelna, a.s.

Justification:

In accordance with binding legal regulations and Company's Articles of Association, decision to increase the Registered Capital is vested within the powers of the General Meeting. The Registered Capital increase was approved by the Company's Board of Directors and the Supervisory Board and the relevant bodies of all shareholders.

It is proposed to increase the Registered Capital on the basis of an agreement of all shareholders on the extent of their participation in the Registered Capital increase. The shareholders agreement will be concluded in the form of a notarial deed and will be signed immediately after the General Meeting. Therefore, the power of attorney addressed to the shareholders regarding to their representation on the General Meeting will also include the authorization of the shareholder's representative to sign the shareholders agreement on their behalf.

ITEM 5: AMENDMENT TO THE COMPANY'S ARTICLES OF ASSOCIATION RELATED TO THE INCREASE IN THE COMPANY'S REGISTERED CAPITAL

Proposed resolution of the General Meeting:

The Articles of Association are hereby amended in that in Article 3 – Registered Capital, paragraphs 1 and 2, and in Article 13 – General Meeting, paragraph 3.

The Article 3 – Registered Capital, paragraphs 1 and 2 now reads as follows:

- 1. The Registered Capital of the Company equals EUR 226,850,500 (two hundred and twenty-six million eight hundred and fifty thousand five hundred euros).*
- 2. The Registered Capital is divided into 31,500 (thirty-one thousand and five hundred) ordinary shares, each with the nominal value of EUR 4,027 (four thousand and twenty-seven euros), which entail no special rights, and into 10,000 (ten thousand) ordinary shares, each with the nominal value of EUR 10,000 (ten thousand), which entail no special rights (hereinafter the “shares”). All the shares are registered shares in book-entered form.*

The Article 13 – General Meeting, paragraph 3 now reads as follows:

- 3. The number of votes held by a shareholder is derived from the nominal value of his/her shares. One vote pertains to each EUR 1 of a share's nominal value. The total number of votes in the Company is 226,850,500.*

Justification:

In accordance with Art. 18 (3)(a) of the Articles of Association, the competence of the General Meeting includes decision-making on amendments to the Articles of Association.

In connection with the decision to increase the Company's Registered Capital and the subsequent emission of the new shares, the Articles of Association must be amended accordingly; specifically, it is necessary to amend Article 3 of the Articles of Association, specifying the numerical value of the

amount of the Registered Capital and the number of shares and Article 13 of the Articles of Association, specifying number of votes held by a shareholder derived from the shares.

ITEM 6: AUTHORIZATION TO THE BOARD OF DIRECTORS FOR FUTURE INCREASE OF THE REGISTERED CAPITAL

Proposed resolution of the General Meeting:

In accordance with Art. 7 paragraph 2 of the Company's Articles of Association, the General Meeting authorizes the Board of Directors to increase the Registered Capital by issuing new shares up to maximum amount EUR 50,000,000. The Board of Directors is authorized to issue a maximum of 5,000 shares, each with a nominal value of EUR 10,000. These shares will be book-entry ordinary registered shares. This authorisation is granted to the Board of Directors for a period of 2 years.

Justification:

In accordance with binding legal regulations and Company's Articles of Association, power to authorize the Board of Directors to increase the Registered Capital is vested within the powers of the General Meeting.

ITEM 7: MISCELLANEOUS

ITEM 8: CLOSING 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. 2 December 2023, 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.

Notice to shareholders about their rights

Each shareholder is authorised to look into proposed changes of Company's Articles of Association in the registered office of the Company for free every workday in the time from 10:00 till 16:00. Proposed changes of Company's Articles of Association will be available for look into for period of 30 days from sending this invitation to the shareholders.

In Prague, on 6 November 2023

Johannes Martin Hartmann
Chairperson of the Board of Directors

Ivana Jurčíková
Member of the Board of Directors