

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 28 April 2023 at 2:00 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 chairman of the General Meeting, the recorder, the verifiers of the minutes and the scrutineer
3. Approval of the agenda of the General Meeting
4. Company's Annual Report for 2022 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 2022
5. Report on the results of activities of the Supervisory Board in 2022, statement of the Supervisory Board on the ordinary financial statements as of 31 December 2022 and on the Board of Directors' proposal for the distribution of profits, and opinion of the Supervisory Board on the Report on Relationships between Related Parties for 2022
6. Report of the audit committee on the results of its activities for 2022
7. Approval of the Company's ordinary financial statements as of 31 December 2022
8. Decision on Distribution of Profit for 2022

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
Commercial Register, Municipal Court Prague, Section B, Insert No. 14560

9. Decision on the discharge of the Board of Directors and the Supervisory Board for financial year 2022
10. Appointment of members of the audit committee
11. Election of a member of the Supervisory Board
12. Approval of a change of the currency of the Company's registered capital
13. Approval of an increase in the Company's registered capital
14. Approval of an amendment to the Company's Articles of Association related to the increase in the Company's registered capital
15. Miscellaneous
16. 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 CHAIRMAN OF THE GENERAL MEETING, THE RECORDER, 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) *Chairman of the General Meeting*
Ivana Jurčíková
- b) *Recorder of the General Meeting*
Kristýna Roušarová
- 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, the Corporations Act, as amended (hereinafter the "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 2022 AND CONCLUSIONS OF THE REPORT ON RELATIONSHIPS BETWEEN RELATED PARTIES FOR 2022

Proposed resolution of the General Meeting:

The General Meeting acknowledges the Company's Annual Report for 2022 and the conclusions of the Report on Relationships between Related Parties for 2022.

Justification:

In accordance with Section 436 of the Corporations Act and Art. 22 (2)(g) and Art. 31 (1)(b) and (c) of the Company's Articles of Association, the Board of Directors submits to the General Meeting the Company's Annual Report for 2022.

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



The Company's Annual Report for 2022 and the conclusions of the Report on Relationships between Related Parties for 2022 are not subject to a vote by the Company's shareholders.

ITEM 5: REPORT ON THE RESULTS OF ACTIVITIES OF THE SUPERVISORY BOARD IN 2022, STATEMENT OF THE SUPERVISORY BOARD ON THE ORDINARY FINANCIAL STATEMENTS AS OF 31 DECEMBER 2022 AND ON THE BOARD OF DIRECTORS' PROPOSAL FOR THE DISTRIBUTION OF PROFITS FOR 2022, AND OPINION OF THE SUPERVISORY BOARD ON THE REPORT ON RELATIONSHIPS BETWEEN RELATED PARTIES FOR 2022

Proposed resolution of the General Meeting:

The General Meeting acknowledges the report on the results of activities of the Supervisory Board in 2022, statement of the Supervisory Board on the ordinary financial statements as of 31 December 2022 and on the Board of Directors' proposal for the distribution of profits for 2022, and opinion of the Supervisory Board on the Report on Relationships between Related Parties for 2022.

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 Corporations Act, the Supervisory Board of the Company submits to the General Meeting a report on the results of its activities in 2022, the Supervisory Board's statement on the ordinary financial statements as of 31 December 2022 and on the Board of Director's proposal for the distribution of profits for 2022, and the Supervisory Board's opinion on the Report on Relationships between Related Parties for 2022.

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 2022**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 2022.

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 2022.

ITEM 7: APPROVAL OF THE COMPANY'S ORDINARY FINANCIAL STATEMENTS AS OF 31 DECEMBER 2022**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 2022.

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 Directors submits the Company's ordinary financial statements compiled as of 31 December 2022 to the General Meeting for approval.

ITEM 8: DECISION ON DISTRIBUTION OF PROFIT FOR 2022

Proposed resolution of the General Meeting:

In accordance with Art. 18 paragraph 3 f) of the Company's Articles of Association, the General Meeting approves distribution of profit for 2022 in accordance with the proposal submitted by the Board of Directors.

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 2022 submitted by the Board of Directors 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 DIRECTORS AND SUPERVISORY BOARD FOR FINANCIAL YEAR 2022

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 Directors and the Supervisory Board for financial year 2022.

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 Directors and the Supervisory Board.

ITEM 10: APPOINTMENT OF 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 Ing. František Dostálek, Dr. Peter Thiring and Alain Flandrin as members of the audit committee of VIG RE zajišťovna, a.s., Vienna Insurance Group, with effect from 1 July 2023 to 30 June 2028.

Justification:

The term of office of all the members of the audit committee will expire on 30 June 2023. In accordance with Art. 28a (7) of the Company's Articles of Association, the competence of the General Meeting includes the appointment of members of the audit committee.

The Board of Directors proposes that the General Meeting appoint Ing. František Dostálek, Dr. Peter Thiring and Alain Flandrin 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.

ITEM 11: ELECTION OF A MEMBER 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 Ing. Martin Diviš, MBA, date of birth: 1 December 1973, residing at Divoká Šárka 39/4, Liboc, 164 00 Prague 6, as a member of the Company's Supervisory Board with effect from 1 July 2023 to 30 June 2028;*
- *approves the Executive service agreement of Supervisory Board member of VIG RE zajišťovna, a.s., to be concluded between Ing. Martin Diviš, MBA and VIG RE zajišťovna, a.s.*

Justification:

The term of office of a member of the Supervisory Board, prof. Elizabeth Stadler, will terminate on 30 June 2023. A new member of the Supervisory Board, Ing. Martin Diviš, MBA, is elected to the vacant position in the Supervisory Board.

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

ITEM 12: APPROVAL OF A CHANGE OF THE CURRENCY OF THE COMPANY'S REGISTERED CAPITAL**Proposed resolution of the General Meeting:**

The currency of the Company's registered capital is changed from Czech crowns to euros. Instead of CZK 3,150,000,000, the registered capital now equals EUR 126,850,355.2512, divided into 31,500 ordinary book-entered shares, each with the nominal value of EUR 4,026.9954048.

Justification:

The company has decided to express its registered capital in euros due to the fact that the company operates in international markets and already keeps its accounts in euros. Section 246 paragraph 1 of the Business Corporations Act allows to express registered capital in euros in such cases and the company considers it expedient. The CZK/EUR exchange rate used for the conversion corresponds to the rate used for the capital in the IFRS statutory financial statements. Instead of CZK 3,150,000,000, the registered capital will now equal EUR 126,850,355.2512, divided into 31,500 ordinary book-entered shares, each with the nominal value of EUR 4,026.9954048.

ITEM 13: APPROVAL OF AN INCREASE IN THE COMPANY'S REGISTERED CAPITAL

Proposed resolution of the General Meeting:

The Company's registered capital is increased by EUR 144.7488, i.e. from the amount of EUR 126,850,355.2512 to the amount of EUR 126,850,500, from the Company's internal resources, where the Company's retained profits from previous years according to the financial statements compiled as of 31 December 2022 serve as the source for this increase. The increase in the registered capital will be effected by increasing the nominal value of the shares in that the nominal value of each share will be increased by EUR 0.0045952 and, after this increase, the nominal value of each share will equal EUR 4027.

Justification:

In accordance with Art. 9 (1) of the Articles of Association, the General Meeting may decide on an increase in the registered capital.

Within the conversion of the registered capital from Czech crowns to euros, the nominal value of one share, i.e. CZK 100,000 was converted – in view of the exchange rate used in this regard – to EUR 4,026.9954048. In order to facilitate the registration of the nominal value of one share in the Commercial Register – where so many decimal places cannot be displayed due to technical reasons – the nominal value of a share was increased to the nearest integer. Therefore, the nominal value of each share is increased by EUR 0.0045952 and, after this increase, the nominal value of each share equals EUR 4,027. In total for all the shares, the registered capital is thus increased by EUR 144.7488.

The Company has a sufficient amount in the account of retained profits and the registered capital is thus increased from internal resources of the Company.

ITEM 14: APPROVAL OF AN 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 newly read as follows:

- 1. The registered capital of the Company equals EUR 126,850,500 (one 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 (hereinafter the “shares”). All the shares are registered shares in book-entered form.*

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 change to the currency of the Company's registered capital and the subsequent increase in the registered capital and the nominal value of the 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 nominal value of one share.

ITEM 15: MISCELLANEOUS

ITEM 16: 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. 23 April 2023, is the decisive date for participation in the General Meeting.



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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 23 March 2023

Johannes Martin Hartmann
Chairman of the Board of Directors

Ivana Jurčíková
Member of the Board of Directors