

## 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 maintained with the Municipal Court in Prague, File No. B 14560, ID No.: 284 45 589 (hereinafter referred to as the “**Company**”), in accordance with Art. 16 paragraph 2 of the Company’s Articles of Association **convenes the**

### **ORDINARY GENERAL MEETING,**

**which shall take place on 27 April 2022 at 14.00 p.m. at Templová 747/5, 110 01 Prague 1, in the Board Room on the 3<sup>rd</sup> floor,**

with the following agenda:

1. Introduction (Opening), Checking the Presence of the Shareholders, Quorum Control
2. Election of the Chairman of the General Meeting, Minutes Taker, Minutes Verifiers and Scrutineer
3. Approval of the Agenda of the General Meeting
4. Annual Report of the Company for the year 2021 and conclusions of the Report on Relations Between a Controlled Party and Controlling Party and Between a Controlled Party and Parties Controlled by the Same Controlling Party (hereinafter referred to as “Related Parties Report”) for the year 2021
5. Report on the results of activities of the Supervisory Board in the year 2021, Position of the Supervisory Board Regarding the Ordinary Financial Statements as of 31 December 2021 and the Proposal of the Company’s Board of Directors for Distribution of Profit for 2021 and Position of the Supervisory Board regarding review of the Related Parties Report for the year 2021
6. Report of the Audit Committee on results of its activities for the year 2021
7. Approval of the Company’s Ordinary Financial Statements as of 31 December 2021
8. Decision on Distribution of Profit for 2021
9. Resolution on the Release and Discharge of the Board of Directors members and the Supervisory Board members for the Financial Year 2021
10. Appointment of the Members of the Audit Committee
11. Appointment of the External Auditor for the Year 2023
12. Election of the Member of the Supervisory Board
13. Miscellaneous
14. Closing of the General Meeting

**ITEM 1: INTRODUCTION (OPENING, CHECKING THE PRESENCE OF THE SHAREHOLDERS, QUORUM CONTROL)**

No resolution for voting by the shareholders is proposed for this item of the agenda of the General Meeting.

**ITEM 2: ELECTION OF THE CHAIRMAN OF THE GENERAL MEETING, MINUTES TAKER, MINUTES VERIFIERS AND SCRUTINEER****Proposed resolution of the General Meeting:**

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

- a) *Chairwoman of the General Meeting*  
***Ivana Jurčíková***
- b) *Minutes Taker*  
***Kristýna Roušarová***
- c) *Minutes Verifiers*  
***Ivana Jurčíková a Michal Kalvoda***
- d) *Scrutineer*  
***Stanislava Kratochvílová***

**Justification:**

Election of persons into the General Meeting bodies follows the requirement under applicable legal regulations to ensure the due course of the General Meeting.

**ITEM 3: APPROVAL OF THE AGENDA OF THE GENERAL MEETING****Proposed resolution of the General Meeting:**

*The 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 Board of Directors. A shareholder of the Company may, in accordance with Section 369 (1) of

Act No. 90/2012. Coll., on Business Corporations, as amended (hereinafter referred to only as the “**Act on Business Corporations**”), request the Board of Directors to include the matter he or she determines in the agenda of the General Meeting, this being subject to a resolution being proposed for each such matter or its inclusion being justified.

**ITEM 4: ANNUAL REPORT OF THE COMPANY FOR THE YEAR 2021 AND CONCLUSIONS OF THE RELATED PARTIES REPORT FOR THE YEAR 2021**

**Proposed resolution of the General Meeting:**

*The General Meeting acknowledges the Annual Report of the Company for the year 2021 and the conclusions of the Related Parties Report for the year 2021.*

**Justification:**

In accordance with Section 436 of the Act on Business Corporations and with the provisions of Art. 22 paragraph 2 g) and Art. 31 paragraph 1 b) and c) of the Company’s Articles of Association, the Board of Directors submits an Annual Report of the Company for the year 2021 to the General Meeting.

The Board of Directors of the controlled party, in accordance with Section 84 of the Act on Business Corporations, informs the shareholders of the Company about the conclusions of the Related Parties Report at the upcoming General Meeting.

The Annual Report of the Company for the year 2021 and the conclusions of the Related Parties Report for the year 2021 are not the subject of voting by the Company shareholders.

**ITEM 5: REPORT ON THE RESULTS OF THE ACTIVITIES OF THE SUPERVISORY BOARD IN THE YEAR 2021, POSITION OF THE SUPERVISORY BOARD REGARDING THE ORDINARY FINANCIAL STATEMENTS AS OF 31 DECEMBER 2021 AND THE PROPOSAL OF THE COMPANY’S BOARD OF DIRECTORS FOR DISTRIBUTION OF PROFIT FOR 2021 AND POSITION OF THE SUPERVISORY BOARD REGARDING REVIEW OF THE RELATED PARTIES REPORT FOR THE YEAR 2021**

**Proposed resolution of the General Meeting:**

*The General Meeting acknowledges the Report on the results of the activities of the Supervisory Board in the year 2021, Position of the Supervisory Board regarding the Ordinary Financial Statements as of 31 December 2021 and the Proposal of the Company's Board of Directors for distribution of profit for 2021 and Position of the Supervisory Board regarding review of the Related Parties Report for the year 2021.*

**Justification:**

In accordance with Art. 27 paragraph 8 of the Company's Articles of Association and Section 83 (1), Section 447 (3) and Section 449 (1) of the Act on Business Corporations, the Supervisory Board submits a Report on the results of the activities of the Supervisory Board in the year 2021, Position of the Supervisory Board regarding the Ordinary Financial Statements as of 31 December 2021 and the Proposal of the Company's Board of Directors for distribution of profit for 2021 and Position of the Supervisory Board regarding review of the Related Parties Report for the year 2021.

The report and positions of the Supervisory Board are not the subject of voting by Company shareholders.

**ITEM 6: REPORT OF THE AUDIT COMMITTEE ON THE RESULTS OF ITS ACTIVITIES FOR THE YEAR 2021**

**Proposed resolution of the General Meeting:**

*In accordance with Art. 18 paragraph 3 m) of the Company's Articles of Association, the Company's General Meeting approves the Report of the Audit Committee on the results of its activities for the year 2021.*

**Justification:**

In accordance with Art. 18 paragraph 3 m) of the Company's Articles of Association, the Report of the Audit Committee on the results of its activities for the year 2021 falls within the competences of the General Meeting.

**ITEM 7: APPROVAL OF THE COMPANY'S ORDINARY FINANCIAL STATEMENTS AS OF 31 DECEMBER 2021**

**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 the Ordinary Financial Statements as of 31 December 2021 and acknowledges the Report of the Statutory Auditor on the Company's Ordinary Financial Statements as of 31 December 2021 and the Company's Annual Report for 2021.*

**Justification:**

The Company is obliged, pursuant to applicable generally binding legal regulations, to prepare for each accounting period Ordinary Financial Statements and to submit these to the General Meeting for approval. In accordance with Art. 22 paragraph 2 g) and Art. 18 paragraph 3 f) of the Company's Articles of Association, the Board of Directors submits the Ordinary Financial Statements as of 31 December 2021 to the General Meeting for approval.

**ITEM 8: DECISION ON DISTRIBUTION OF PROFIT FOR THE YEAR 2021**

**Proposal for resolution by 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 2021 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.

**ITEM 9: RESOLUTION ON THE RELEASE AND DISCHARGE OF THE BOARD OF DIRECTORS MEMBERS AND THE SUPERVISORY BOARD MEMBERS FOR THE FINANCIAL YEAR 2021**

**Proposed resolution of the General Meeting:**

*In accordance with Art. 18 paragraph 3 n) of the Company's Articles of Association, the General Meeting releases and discharges members of the Board of Directors and the Supervisory Board for the financial year 2021.*

**Justification:**

In accordance with Art. 18 paragraph 3 n) of the Company's Articles of Association, decision on release and discharge of members of the Board of Directors and the Supervisory Board is vested within the powers of the General Meeting.

**ITEM 10: APPOINTMENT OF THE MEMBERS OF THE AUDIT COMMITTEE**

**Proposed resolution of the General Meeting**

*In accordance with Art. 18 paragraph 3 e) of the Company's Articles of Association, the General Meeting appoints Alain Flandrin as the member of the Audit Committee for the term of office starting 1. 5. 2022 until 30. 6. 2023.*

**Justification:**

By the date 30. 4. 2022 the term of office of Alain Flandrin expires. In accordance with Art. 28a paragraph 7 of the Company's Articles of Association, appointment of the Audit Committee members is vested within the powers of the General Meeting.

Board of Directors proposes to the General Meeting appointment of following member of the Audit Committee Alain Flandrin after a previous assessment of the professional competence and independence of the candidate in accordance with § 44 paragraph 4 of the Act number 93/2009 Coll., as amended.

## **ITEM 11: APPOINTMENT OF THE EXTERNAL AUDITOR FOR THE YEAR 2023**

### **Proposed resolution of the General Meeting:**

*In accordance with Art. 18 paragraph 3 o) of the Company's Articles of Association, the General Meeting appoints as the Auditor for the year 2023 the company KPMG Česká republika Audit, s.r.o./ PricewaterhouseCoopers Audit, s.r.o.*

### **Justification:**

In accordance with Art. 18 paragraph 3 o) of the Company's Articles of Association, § 43 of the act number 93/2009 Coll. and Regulation No. 537/2014 of the European Parliament and the Council, on specific requirements regarding statutory audit of public-interest entities and repealing (hereinafter as "Regulation"), appointment of the Auditor is vested within the powers of the General Meeting.

At the time of preparation of this invitation, the tender for the external auditor of the Company for the Audit of the Financial Statements for 2023 (with the possibility of extending the contract for 2024-2026) was completed, with only KPMG Czech Republic Audit and PricewaterhouseCoopers Audit, s.r.o. submitting the final bids, duly and on time. The Company's Audit Committee recommended both companies to the Supervisory Board on its meeting on the 24 February 2022, as the offers of both companies were of high quality, and in accordance with Article 16 of the Regulation it stated the preferred option.

The recommendation of the external auditor by the Supervisory Board for the General Meeting will take place at the meeting of the Company's Supervisory Board, which will take place on April 26, 2022 before the meeting of the General Meeting of the Company. However, the Supervisory Board is entitled to recommend to the General Meeting only the entity that participated in the tender. For this reason, the draft resolution of the General Meeting contains two audit companies, with the final decision on the appointment of the external auditor being within the competence of the General Meeting.

The tender for the Company's external auditor for the audit of the financial statements for 2023 (with the possibility of extending the contract for 2024-2026) was carried out in accordance with the relevant legal regulations, in particular Article 16 of the Regulation.

## **ITEM 12: ELECTION OF THE MEMBER OF THE SUPREVISORY BOARD**

### **Proposed resolution of the General Meeting:**

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

- *appoints Alain Flandrin as the member of the Supervisory Board VIG RE zajišťovna, a.s. Vienna Insurance Group for the term of office starting 1. 5. 2022 until 30. 6. 2023;*
- *appoints Mag. Gerhard Lahner as the as the member of the Supervisory Board VIG RE zajišťovna, a.s. Vienna Insurance Group for the term of office starting 4. 9. 2022 until 30. 6. 2023.*

### **Justification:**

The election of members of the company's Supervisory Board is proposed due to the approaching end of the term of office of the members of the Supervisory Board, Alain Flandrin as of April 30, 2022 and Mag. Gerhard Lahner on September 3, 2022. In accordance with Art. 18 paragraph 3 e) of the Company's Articles of Association, the General Meeting elects members of the Supervisory Board.

## **ITEM 13: MISCELLANEOUS**

### **ITEM 14: CLOSING OF THE GENERAL MEETING**

#### **Record date for participation at the General Meeting:**

In accordance with Art. 15 paragraph 1 of the Company's Articles of Association, the record date for participation at the General Meeting of the Company is the fifth (5<sup>th</sup>) day preceding the day on which the General Meeting is held, i.e. 22 April 2021.

#### **Participation of the shareholders at the General Meeting:**

Participation at the General Meeting and exercising of shareholder's rights will be granted only to entities listed as the shareholders of the Company in the Central Securities Depository as of the record date.



Condition for registration of a shareholder's attendance:

Shareholder – *legal entity*.

The authorized representative of a legal entity shall submit an excerpt of the legal entity from the Commercial Register not older than three (3) months prior the date of the General Meeting, valid identity documents and written power of attorney.

In Prague, on 21 March 2022

Johannes Martin Hartmann  
Chairman of the Board of Directors

Ivana Jurčíková  
Member of the Board of Directors