

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 14th December 2020 at 9.00 a.m. at Templová 747/5, 110 01 Prague 1, in the Board Room on the 3rd 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. Decision on Dividend Payment for 2019
5. Election of the Members of the Supervisory Board
6. Miscellaneous
7. 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 Jurčiková
- b) *Minutes Taker*
Lucia Urbánková Tkáčová
- c) *Minutes Verifiers*
Ivana Jurčiková and 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 of the Company. 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: DECISION ON DIVIDEND PAYMENT FOR 2019**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 dividend payment for year 2019 from retained earnings in the amount of EUR 17,682,834.75 to the shareholders of the Company.

Justification:

The Ordinary General Meeting of the Company, held on 22 April 2020, decided that the Company would refrain from paying dividends from the profit for 2019 and the profit to allocate to the Company's retained earnings. This was in line with the binding recommendation of the Czech National Bank issued in connection with the COVID-19 pandemic.

With regard to financial stability and a good solvency ratio, the Company asked the Czech National Bank for its standpoint to the intention for dividend payment for year 2019 from the retained earnings in the amount of EUR 17,682,834.75. The Czech National Bank submitted its affirmative opinion on the proposed dividend payment.

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 dividend payment for year 2019 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 5: ELECTION OF THE MEMBERS OF THE SUPERVISORY BOARD**Proposed resolution of the General Meeting:**

The General Meeting, in accordance with Art. 18 paragraphs 3 e), g) of the Company's Articles of Association, hereby:

- elects Dr. Peter Thirring, born on 20th July 1957, residing at 2100 Korneuburg, Reinhold Diessner Strasse 13, Austria, to the office of the member of the Supervisory Board of VIG RE zajišťovna, a.s. with the effect from 1st April 2021 until 30th June 2023;*

- *elects Prof. Elisabeth Stadler, born on 1st December 1961, residing at 3550 Langenlois, Bezirk Krems-Land, Höllgasse 32, Austria, to the office of the member of the Supervisory Board of VIG RE zajišťovna, a.s. with the effect from 1st April 2021 until 30th June 2023;*
- *elects Ing. Vladimír Bakeš, born on 21st June 1967, residing at Koprivnická 3198/14A, 841 01 Bratislava, Slovak Republic, to the office of the member of the Supervisory Board of VIG RE zajišťovna, a.s. with the effect from 1st April 2021 until 30th June 2023;*
- *elects Mag. Peter Höfinger, born on 19th November 1971, residing at 1020 Vienna, Dammhaufengasse 58a, Austria, to the office of the member of the Supervisory Board of VIG RE zajišťovna, a.s. with the effect from 1st April 2021 until 30th June 2023;*
- *elects Dr. Ralph Müller, born on 26th August 1968, residing at 2384 Breitenfurt bei Wien, Franz Lehar-Gasse 32, Austria, to the office of the member of the Supervisory Board of VIG RE zajišťovna, a.s. with the effect from 1st April 2021 until 30th June 2023;*
- *approves the agreement on performance of the office of member of the Supervisory Board of VIG RE zajišťovna, a.s. to be concluded between Dr. Ralph Müller and VIG RE zajišťovna, a.s.*

Justification:

Election of members of the Supervisory Board of the Company is proposed due to upcoming lapse of term of office of the members of the Supervisory Board, Dr. Peter Thirring, Prof. Elisabeth Stadler, Ing. Vladimír Bakeš, Mag. Peter Höfinger and Mag. Robert Lasshofer as of 31st March 2021.

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

ITEM 6: MISCELLANEOUS

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

ITEM 7: 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 decisive date for participation at the General Meeting of the Company is the fifth (5th) day preceding the day on which the General Meeting is held, i.e. 9th December 2020.

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 decisive date.

Condition for registration of a shareholder's attendance:

Shareholder – *legal entity*.

The authorised 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 3rd December 2020

Johannes Martin Hartmann
Chairman of the Board of Directors

Ivana Jurčíková
Member of the Board of Directors