

## **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 22 April 2020 at 12:30 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. Report of the Company's Board of Directors on Business Activities of the Company and State of Its Property for the year 2019 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 2019
5. Report on the results of activities of the Supervisory Board in the year 2019, Position of the Supervisory Board Regarding the Ordinary Financial Statements as of 31 December 2019 and the Proposal of the Company's Board of Directors for Distribution of Profit for 2019 and Position of the Supervisory Board regarding review of the Related Parties Report for the year 2019
6. Report of the Audit Committee on results of its activities for the year 2019
7. Approval of the Company's Ordinary Financial Statements as of 31 December 2019
8. Decision on Distribution of Profit for 2019
9. Resolution on the Release and Discharge of the Board of Directors members and the Supervisory Board members for the Financial Year 2019
10. Miscellaneous
11. 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*  
**Lucia Urbánková Tkáčová**
- c) *Minutes Verifiers*  
**Ivana Jurčíková and Michal Kalvoda**
- d) *Scrutineer*  
**Zuzana Nulíčková**

**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: REPORT OF THE COMPANY'S BOARD OF DIRECTORS ON BUSINESS ACTIVITIES OF THE COMPANY AND STATE OF ITS PROPERTY FOR THE YEAR 2019 AND CONCLUSIONS OF THE RELATED PARTIES REPORT FOR THE YEAR 2019**

**Proposed resolution of the General Meeting:**

*The General Meeting acknowledges the Report of the Company's Board of Directors on Business Activities of the Company and State of Its Property for the year 2019 and the conclusions of the Related Parties Report for the year 2019.*

**Justification:**

In accordance with Section 436 of the Act on Business Corporations and with the provisions of Art. 22 paragraph 2 g) of the Company's Articles of Association, the Board of Directors submits a Report of the Company's Board of Directors on Business Activities of the Company and State of Its Property for the year 2019 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 Report of the Company's Board of Directors on Business Activities of the Company and State of Its Property for the year 2019 and the conclusions of the Related Parties Report for the year 2019 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 2019, POSITION OF THE SUPERVISORY BOARD REGARDING THE ORDINARY FINANCIAL STATEMENTS AS OF 31 DECEMBER 2019 AND THE PROPOSAL OF THE COMPANY'S BOARD OF DIRECTORS FOR DISTRIBUTION OF PROFIT FOR 2019 AND POSITION OF THE SUPERVISORY BOARD REGARDING REVIEW OF THE RELATED PARTIES REPORT FOR THE YEAR 2019**

**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 2019, Position of the Supervisory Board regarding the Ordinary Financial Statements as of 31 December 2019 and the Proposal of the Company's Board of Directors for distribution of profit for 2019 and Position of the Supervisory Board regarding review of the Related Parties Report for the year 2019.*

**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 2019, Position of the Supervisory Board regarding the Ordinary Financial Statements as of 31 December 2019 and the Proposal of the Company's Board of Directors for distribution of profit for 2019 and Position of the Supervisory Board regarding review of the Related Parties Report for the year 2019.

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 2019**

**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 2019.*

**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 2019 falls within the competences of the General Meeting.

**ITEM 7: APPROVAL OF THE COMPANY'S ORDINARY FINANCIAL STATEMENTS AS OF 31 December 2019**

**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 2019 and acknowledges the Report of the Statutory Auditor on the Company's Ordinary Financial Statements as of 31 December 2019 and the Company's Annual Report for 2019.*

**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 2019 to the General Meeting for approval.

**ITEM 8: DECISION ON DISTRIBUTION OF PROFIT 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 distribution of profit for 2019 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 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 9: RESOLUTION ON THE RELEASE AND DISCHARGE OF THE BOARD OF DIRECTORS MEMBERS AND THE SUPERVISORY BOARD MEMBERS FOR THE FINANCIAL YEAR 2019****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 2019.*

**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: MISCELLANEOUS****ITEM 11: 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. 17 April 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 record 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 20 March 2020



Johannes Martin Hartmann  
Chairman of the Board of Directors



Ivana Jurčíková  
Member of the Board of Directors