

Invitation to the Annual General Meeting of ViB Vermögen AG 2025

Virtual General Meeting | Wednesday, 6 August 2025 | 10.00 a.m. CEST

VIB Vermögen AG¹
Neuburg an der Donau
ISIN DE000A2YPDD0 / WKN A2YPDD
Event ID: 4d95b77ca91af011b54000505696f23c

Invitation to the Annual General Meeting²

We hereby invite the shareholders of our company to the

Annual General Meeting

on

Wednesday, 6 August 2025 at 10:00 a.m.,

which will be held exclusively as

**virtual Annual General Meeting without physical presence
of the shareholders or their proxies**

at the venue of the Annual General Meeting.

The venue of the Annual General Meeting within the meaning of the
German Stock Corporation Act is the Company's business premises,

Tilly-Park 1,
86633 Neuburg a. d. Donau.

Please refer to the information on participation in the virtual Annual General Meeting
following the agenda below.

¹ Hereinafter also referred to as the "**Company**".

² Convenience translation; German version is legally binding.

SECTION A

Agenda

1. **Presentation of the adopted annual financial statements of VIB Vermögen AG and the approved consolidated financial statements for the financial year 2024, the management reports for VIB Vermögen AG and the VIB Group and the report of the Supervisory Board for the financial year 2024**

The aforementioned documents are available from the time the Annual General Meeting is convened on the Company's website at

https://vib-ag.de/en/investorrelations/#annual_general_meeting

The Supervisory Board approved the annual financial statements and consolidated financial statements prepared by the Board of Management on 6 March 2025 in accordance with section 172 sentence 1 of the German Stock Corporation Act (AktG). The annual financial statements are thus adopted. Adoption of the annual financial statements and approval of the consolidated financial statements by the Annual General Meeting are therefore not required. The aforementioned documents are merely to be made available to the Annual General Meeting in accordance with the statutory provisions of section 176 subsection 1 sentence 1 AktG. No resolution will therefore be passed by the Annual General Meeting on agenda item 1.

2. **Resolution on the appropriation of distributable profit for the financial year 2024**

The Board of Management and Supervisory Board propose to distribute the reported net profit for the financial year 2024 in the amount of EUR 534,784,845.55 in the total amount of EUR 1,322,183.48, corresponding to EUR 0.04 per share, as dividend. The remaining net profit of EUR 533,462,662.07 will be carried forward to new account.

In accordance with section 58 subsection 4 sentence 2 AktG, the dividend is payable on the third business day following the resolution of the Annual General Meeting, i.e. on 11 August 2025.

3. **Resolution on the ratification of the Board of Management for the financial year 2024**

The Board of Management and Supervisory Board propose that the actions of the members of the Board of Management for the financial 2024 year be ratified.

4. **Resolution on the ratification of the Supervisory Board for the financial year 2024**

The Board of Management and Supervisory Board propose that the actions of the members of the Supervisory Board for the financial year 2024 be ratified.

5. Resolution on the election of the auditor of the financial statements and consolidated financial statements for the financial year 2025 and the auditor for any review of interim financial information in the financial year 2025 and in the financial year 2026 in the period up to the next Annual General Meeting

Based on the recommendation of the Audit Committee, the Supervisory Board proposes that BDO AG, Wirtschaftsprüfungsgesellschaft, Hamburg, be appointed as auditor of the financial statements and consolidated financial statements for the financial year 2025 and as auditor for any review of interim financial information for the financial year 2025 and the financial year 2026 in the period up to the next Annual General Meeting of the Company.

6. Resolution on the election to the Supervisory Board

Supervisory Board member Johannes von Mutius has resigned from the Supervisory Board with effect from the end of 23 March 2025.

As the Company's Supervisory Board consists of four members in accordance with section 95 sentence 2 AktG in conjunction with section 6 subsection 1 sentence 1 of the Company's current Articles of Association, a new member of the Company's Supervisory Board must be elected.

In accordance with sections 96 subsection 1 and 101 subsection 1 AktG, the Supervisory Board of the Company is composed solely of shareholder representatives. The Annual General Meeting is not bound by election proposals.

The Supervisory Board therefore proposes that Mr. Jürgen Josef Overath, managing director and shareholder of OIC-Hub GmbH, residing in Hennef, to be elected as a member of the Supervisory Board of the Company for the period upon this Annual General Meeting until the end of the Annual General Meeting that resolves on the ratification of the Supervisory Board for the financial year 2025, in accordance with section 6 subsection 2 of the Company's Articles of Association.

Further information on the candidate proposed for election, including information on memberships in other statutory supervisory boards and comparable supervisory bodies, can be found at the end of this agenda under SECTION B of this invitation and published on the Company's website at

https://vib-ag.de/en/investorrelations/#annual_general_meeting

and will also be available there during the Annual General Meeting.

7. Resolution on the cancellation of the Conditional Capital 2020, the cancellation of existing authorization and granting new authorization to issue convertible bonds and/or bonds with warrants with the option to exclude shareholders' subscription rights, and the creation of Conditional Capital 2025 and accompanying amendment to the Articles of Association

The authorization to issue convertible bonds and/or bonds with warrants that the Annual General Meeting granted on 2 July 2020 under agenda item 6 is limited in time until 1 July 2025. Thus far, no use was made of this authorization and no use of it will be made before it expires, meaning that the corresponding Conditional Capital 2020 described in section 4 subsection 8 of the Articles of Association is no longer needed and is to be cancelled.

In order to secure maximum possible flexibility for corporate financing and for other purposes, for instance access to borrowed capital at favorable interest rates, the Board of Management is to be again authorized to issue convertible bonds and/or bonds with warrants. The Conditional Capital 2020 is to be cancelled and new Conditional Capital 2025 is to be resolved in the amount of 50 % of the share capital.

Therefore, Board of Management and the Supervisory Board submit the following resolution for adoption:

7.1 New authorization to issue convertible bonds and/or bonds with warrants and to exclude sub-scription rights.

7.1.1 Authorization period, term, nominal amount, share capital amount, consideration, and structural options

The Board of Management is authorized, with approval of the Supervisory Board, until 5 August 2030 to issue bearer and/or registered convertible bonds and/or bonds with warrants or a combination of these instruments (hereinafter jointly referred to as "Bonds") with a total nominal amount of up to EUR 480,000,000.00 with or without term limitation, and to grant or impose on the holders or creditors of such Bonds (hereinafter collectively referred to as "Holders") conversion rights or warrant rights for new registered no-par-value shares in VIB Vermögen AG (VIB-Shares) with an allocable portion of the share capital of up to EUR 16,527,293.00 in accordance with the details defined in the terms and conditions of Bonds (hereinafter referred to as "Bond Conditions").

The Bond Conditions may also provide for a conversion or warrant obligation at the end of the term or at any other time. They may also provide for exchange rights of the Company, in particular rights to replace the considerations originally owed under them by VIB-Shares (including in the form of a tender right, substitution right or redemption option) and so establish the obligation to deliver VIB-Shares or conversion or warrant rights or obligations on VIB-Shares (and any combination of the foregoing)

when they are issued or subject to a separate declaration by the Company or subject to other conditions in each case at the end of the term or at another point in time.

The Bonds may be issued in exchange for consideration in cash, but also for consideration in kind, in particular for a participation in other companies. In the case of bonds with warrants, they may be issued in return for non-cash contributions if the terms and conditions of the warrants provide for the option price per VIB-Share to be paid in full and in cash upon exercise. The nominal amount or an issue price for Bonds that is lower than the nominal amount may also be selected in such a way that it corresponds to the *pro rata* amount of the share capital of the shares to be subscribed in accordance with the Bond Conditions at the time of issue, i.e., it does not have to exceed this amount.

The Bonds will be divided in partial bonds and can be issued once or several times, wholly or in installments, or simultaneously in various tranches. All partial bonds belonging to a particular tranche issued have equal rights and obligations. To the extent a Bond stipulates an obligation to deliver VIB-Shares or conversion or warrant rights or conversion or warrant obligations on VIB-Shares only after a declaration by the Company to exercise an exchange right, the declaration in question must be issued by 5 August 2030.

7.1.2 Convertible bonds

The Holders of convertible bonds have the right to convert their convertible bonds into VIB-Shares in accordance with the Bond Conditions. In the case of Bonds with a conversion obligation, the Bond Conditions can include a provision that the Company is entitled to make up any difference, wholly or partially in cash, between the nominal amount of the Bonds and a stock-market price of the shares at the time of the conversion obligation, to be determined more precisely in the conditions, but at least 80% of the stock-market price of the shares at the time of issue of the Bonds – as described under agenda item 7.1.5 – multiplied by the conversion ratio.

7.1.3 Bonds with warrants

In the case of the issue of bonds with warrants, each partial bond has one or more warrants entitling or obligating the holder to subscribe to VIB-Shares in accordance with the Bond Conditions or that contain exchange rights of the Company. The Bond Conditions may stipulate that the option price can also be paid by transferring partial bonds and, if applicable, additional payment in cash. If fractions of shares arise, it may be stipulated that these fractions can be added together to purchase whole shares in accordance with the Bond Conditions, if necessary against additional payment.

7.1.4 Conversion or subscription ratio and share capital attributable to the shares

The conversion or subscription ratio is calculated by dividing the nominal amount or an issue price below the nominal amount of a convertible bond or, if a bond with warrants is exercised, the amount owed under the terms of the Bond by the fixed conversion or option price for one VIB-Share.

The Bond Conditions can also include the provision that the conversion or subscription ratio is variable and can be rounded up or down to a whole number; moreover, an additional cash payment can also be stipulated. Provision can also be made for fractions to be combined and/or compensated in cash. The share capital attributable to the shares to be issued upon conversion, exchange or exercise of the relevant bond may in no case exceed the nominal amount or the issue price for the Bonds.

7.1.5 Conversion/warrant price

The conversion price or warrant price to be stipulated for a VIB-Share in each case must – even in the event of a variable conversion or subscription ratio and taking into account rounding up or down and additional payments – amount to at least 80% of the average price of VIB-Shares at the close of Xetra trading (or at the closing of a functionally equivalent successor to the Xetra system) on the Frankfurt Stock Exchange on the ten trading days prior to the day of the Board of Management resolution on the issue of the Bond or on the declaration of acceptance following the public invitation to submit subscription offers.

To the extent that the shareholders have the right to subscribe to the Bond issue, the average price of VIB-Shares at the close of Xetra trading (or at the close of a functionally equivalent successor to the Xetra system) during the trading days of subscription rights trading on the Frankfurt Stock Exchange can be used as a basis for the determination of the 80% threshold (excluding the days of the subscription period that are required to announce the conversion/option price in due time in accordance with section 186 subsection 2 AktG).

In the case of Bonds with mandatory conversion or subscription or an exchange right of the Company, the conversion or warrant price may either at least equal the minimum price (80%) set out above or correspond to the average volume-weighted price of the VIB-Share in the Xetra trading system (or a comparable successor system) on the Frankfurt Stock Exchange on at least three trading days immediately prior to calculation of the conversion/warrant price as defined in more detail by the terms and Bond Conditions, even if this average price is below the minimum price (80%) set out above. Section 9 subsection 1 and section 199 subsection 2 AktG shall remain unaffected.

7.1.6 Anti-dilution protection and adjustments

The authorization shall also include the option, subject to the Bond Conditions, to provide dilution protection and/or other adjustments under certain circumstances. Dilution protection or other adjustments may be provided for in particular if the Company changes its share capital during the term of the Bonds (e.g., through a capital increase, a capital decrease or a stock split), but also in connection with dividend payouts, the issue of additional convertible and/or bonds with warrants, transformation measures, and in the case of other events affecting the value conversion/warrant rights or conversion/warrant obligations or exchange rights that may occur during the term of the Bonds (e.g., control gained by a third party). Dilution protection or other adjustments may be provided in particular by granting subscription rights, by changing the conversion or warrant price, and by amending or introducing cash components.

7.1.7 Authorized/Approved Capital (*genehmigtes Kapital*), treasury shares and cash settlement

The Bond Conditions can provide or allow that, in the Company's discretion, also shares from an authorized/approved capital (*genehmigtes Kapital*) or treasury shares can be used for servicing the conversion/warrant rights or conversion/warrant obligations or exchange rights, apart from a conditional capital, in particular the Conditional Capital 2025 to be created in connection with this authorization. The Bond Conditions may also make provision for or allow the Company not to grant VIB-Shares to the holders of conversion or option rights or to the corresponding obligated parties, but instead pay the equivalent value in cash or deliver other securities tradable at a trading venue for the purposes of section 2 subsection 22 of the German Securities Trading Act (*Wertpapierhandelsgesetz*). In the event of payment of the equivalent value in cash, subject to the specific Bond Conditions, the equivalent value corresponds to the average price of VIB-Shares at the close of Xetra trading (or at the close of a functionally equivalent successor to the Xetra system) on the Frankfurt Stock Exchange during the last ten to twenty trading days after the announcement of the cash settlement.

7.1.8 Authorization to stipulate other provisions

The Board of Management is authorized, with approval of the Supervisory Board, to stipulate the other details of the issue and terms of the Bonds, in particular the volume, time, interest rate, issue price, maturity term, denomination, conversion or warrant price and conversion or warrant period.

7.1.9 Subscription right and authorization to exclude subscription rights

The shareholders have statutory subscription rights when the Bonds are issued. The Bonds may also be offered to shareholders by way of indirect subscription rights; they will then be underwritten by a bank or another issuing company for the purposes of section 186 subsection 5 sentence 1 AktG or a consortium of such banks and/or other issuing companies with the obligation to offer them to shareholders for subscription. However, with the approval of the Supervisory Board, the Board of Management is authorized to exclude the right of shareholders to subscribe to the Bonds in the following cases:

- if the Bonds are issued in exchange for cash payment and the issue price is not significantly below the theoretical market value of the Bonds, as calculated according to generally accepted, in particular actuarial calculation methods. The computational portion of the share capital attributable to shares to be issued or granted on the basis of Bonds issued in return for a cash payment under this authorization, with shareholders' subscription rights excluded in accordance with section 186 subsection 3 sentence 4 AktG, may not exceed 20% of the share capital at the time when this authorization takes effect or at the time at which it is exercised, if the latter amount is lower. When determining this limit of 20% of the share capital, shares shall also be taken into account which, during the term of this authorization until its use, are issued or disposed of by direct or *mutatis mutandis* application of section 186 subsection 3 sentence 4 AktG. Furthermore, also such shares shall be included in the limit that were issued or granted or are still to be issued or granted on the basis of a Bond issued during the term of this authorization with shareholders' subscription rights excluded in accordance with section 186 subsection 3 sentence 4 AktG;
- if the Bonds are issued in exchange for contribution in kind or consideration in kind, in particular in the context of business combinations or for the purpose of acquiring (also indirectly) companies, businesses, parts of companies, participations or other assets or rights to acquire assets, including receivables against the Company;
- in order to exclude fractional amounts resulting from the subscription ratio from the shareholders' subscription right to the Bonds;
- in order to grant holders of conversion or warrant rights or corresponding conversion or warrant obligations on Company's shares subscription rights from Bonds issued or to be issued by the Company as compensation against the effects of dilution to the extent to which they would be entitled upon exercising such rights or fulfilling such obligations.

Under this authorization, Bonds may only be issued under exclusion of the subscription right if the computational portion of the share capital attributable to the total of new shares to be issued or granted on the basis of such Bond, does not exceed 20% of the share capital at the time this authorization takes effect or at the time it is exercised, if the latter amount is lower. Where shares issued or sold during the term of this authorization until the time of its exercise in direct or *mutatis mutandis* application of section 186 subsection 3 sentence 4 AktG, then these shares are to be included in the above limit. Shares shall also be included in this limit that were issued or granted or are still to be issued or granted on the basis of a Bond issued during the term of this authorization and on the basis of the exercise of another authorization, with shareholders' subscription rights being excluded in accordance with the same legislative provision.

7.2 Revocation of the authorization dated 2 July 2020, and cancellation of the Conditional Capital 2020

Upon entry of the amendments to the Articles of Association proposed under agenda item 7.4 in the commercial register, the authorization of the Board of Management of 2 July 2020 to issue Bonds will be revoked. At the same time, the Conditional Capital 2020 approved by the Annual General Meeting on 2 July 2020 and laid down in section 4 subsection 8 of the Articles of Association in the amount of EUR 2,757,977.00, will be cancelled.

7.3 Creation of new Conditional Capital 2025

Subject to the new provision of the Articles of Association proposed under agenda item 7.4 below, the share capital is conditionally increased by up to EUR 16,527,293.00 (Conditional Capital 2025). The purpose of the conditional capital increase is to grant non-par-value registered shares to the Holders of Bonds issued pursuant to the aforementioned authorization under agenda item 7.1 during the period until 5 August 2030 by the Company. The new shares will also be issued at an option or conversion price to be determined in accordance with the above authorization.

The conditional capital increase may only be carried out in the event of the issuance of Bonds with option rights or conversion rights or obligations in accordance with the resolution of the Annual General Meeting dated 6 August 2025, and only to the extent that option or conversion rights are exercised, or Holders of Bonds with conversion obligations fulfill their conversion obligations, or to the extent that the Company exercises an option to grant, in whole or in part, non-par value shares of the Company in lieu of payment of the amount due and to the extent that no cash settlement is granted or treasury shares are used for servicing. The new issued shares shall participate in profits from the beginning of the financial year in which they are created; to the extent permitted by law, the Board of Management may, with the approval of the Supervisory Board,

determine the participation of new shares in profits, including for a past financial year, notwithstanding section 60 subsection 2 AktG.

7.4 Amendment to Section 4 (Share capital and shares) of the Articles of Association

Section 4 subsection 8 of the Articles of Association is to be deleted and replaced as follows:

"(8) The share capital is conditionally increased by an amount not to exceed EUR 16,527,293.00, divided in up to 16,527,293 non-par-value shares (Conditional Capital 2025). The conditional capital increase shall be implemented only insofar as the holders/creditors of convertible bonds/ bonds with warrants ("Bonds") issued by 5 August 2030 on the basis of the authorization resolution taken by the Annual General Meeting of Shareholders on 6 August 2025 by the Company make use of conversion/warrant rights or fulfill conversion/warrant obligations, or to the extent shares are tendered and provided that no other forms of fulfillment of delivery are used. The new shares will be issued at the option or conversion price to be determined in accordance with the authorization resolution above. The new shares participate in the profits of the Company as from the beginning of the financial year in which they are created through the exercise of conversion/ warrant rights or through the fulfillment of conversion/warrant obligations. To the extent legally admissible, the Board of Management, with the approval of the Supervisory Board, may determine the dividend for new shares in derogation from section 60 subsection 2 AktG also for a financial year already past. The Board of Management is authorized, with the approval of the Supervisory Board, to determine the further details of the implementation of conditional capital increases."

7.5 Authorization of the Supervisory Board to amend the Articles of Association

The Supervisory Board is authorized to amend section 4 subsection 8 of the Articles of Association in accordance with actual utilizations of Conditional Capital 2025. The same applies in the case of non-utilization of the authorization to issue Bonds after expiry of the authorization period and in the case of non-utilization of Conditional Capital 2025.

7.6 Report of the Board of Management

The written report of the Board of Management on the reasons for which it is to be authorized to exclude the shareholders' subscription right under certain conditions will be available at

https://vib-ag.de/en/investorrelations/#annual_general_meeting

upon convocation of the Annual General Meeting. It will also be available there during the Annual General Meeting.

SECTION B

Information on the Supervisory Board candidate proposed for election (re. agenda item 6)

Mr. Jürgen Josef Overath

Managing director and shareholder of OIC-Hub GmbH

Nationality: German

Mr. Overath was born in 1963 and lives currently in Hennef.

Mr. Overath initially completed a technical training as mechanic and continued his professional education as office clerk. Afterwards, he reached a degree in business administration at the IHK Cologne.

Mr. Overath began his professional career in 1990 as partner at Gemini-Area Group until 1992. In 1992, Mr. Overath founded his own company, Overath & Partner GmbH, where he was active in the conception, leasing, and development of nationwide retail parks and shopping centers, as well as in the construction of single-family and semi-detached houses until 1999. In 1999, Mr. Overath became managing director of the commercial real estate division for asset management, acquisitions, and divestments of the Corpus Sireo Immobiliengruppe in Cologne until 2005. In 2005, he transferred to DIC Asset AG (now Branicks Group AG) in Frankfurt am Main and worked there in the position as COO of the company until 2007. In 2007, Mr. Overath began to develop a platform called "Deutschland Plattform" DO deutsche Office AG for commercial real estate in Cologne, where he was involved until 2014. From 2015 until 2017, he concentrated on his freelance work in family office management. In 2017, Mr. Overath headed the German business of SSN Development Group based in Düsseldorf (Germany) and Zug (Switzerland). From 2018 to 2020, he took on the role as Chief Operating Officer (COO) at TLG Immobilien AG in Berlin. Currently, Mr. Overath is managing director and shareholder of OIC-Hub GmbH in Hennef (since March 2023), where he advises and supports family offices in Germany, and is a member of the supervisory board of Branicks Group AG (since August 2024).

Mr. Overath does not serve on any other supervisory boards or comparable domestic or foreign supervisory bodies.

The curriculum vitae of Mr. Overath is also available on the Company's website at

https://vib-ag.de/en/investorrelations/#annual_general_meeting

The Supervisory Board has verified that the proposed candidate is able to devote the expected amount of time required for the office.

SECTION C

Further information and notes on the convocation

1. Total number of shares and voting rights

On the day this Annual General Meeting is convened, the share capital of the Company is divided into 33,054,587 no-par value registered shares, each of which grants one vote. The Company does not hold any own shares at the time of convening the Annual General Meeting.

2. Virtual Annual General Meeting without physical presence and InvestorPortal

The Annual General Meeting is held as a virtual Annual General Meeting in accordance with section 118a subsection 1 sentence 1 AktG.

In accordance with section 9 subsection 1 sentence 2 of the Company's Articles of Association, the Board of Management is authorized to provide for the Annual General Meeting to be held as a virtual Annual General Meeting without the physical presence of shareholders or their proxies at the venue of the Annual General Meeting. The Board of Management has made use of this authorization for this Annual General Meeting. The physical presence of shareholders and their proxies (with the exception of the proxies appointed by the Company) at the venue of the Annual General Meeting is therefore excluded. The venue of the Annual General Meeting within the meaning of the AktG is the Company's business premises, Tilly-Park 1, 86633 Neuburg a. d. Donau, Germany.

The Board of Management made the decision on the format of the Annual General Meeting taking into account the interests of the Company and its shareholders and, in particular, the safeguarding of shareholder rights, cost considerations, the agenda of this Annual General Meeting and the experience of the 2024 virtual Annual General Meeting.

Shareholders' rights are also granted in full in the virtual format. Duly registered shareholders or their proxies have the same rights to speak, ask questions and propose motions as at the physical Annual General Meeting, without incurring any travel expenses. The more efficient and simplified exercise of shareholder rights in this way corresponds to the significantly lower resources, personnel and costs expenses required by the Company in the virtual format compared to the physical format. The virtual holding of this Annual General Meeting is intended to take account of the positive aspects listed above.

With regard to the virtual format of the Annual General Meeting, please pay particular attention to the following information, in particular regarding registration for the Annual General Meeting, the possibility of following the Annual General Meeting in video and audio, the exercise of voting rights, the right to submit statements, the right to submit motions, the right to speak, the right to seek information and the right to object.

Shareholders entered in the share register and their proxies can attend the Annual General Meeting on Wednesday, 6 August 2025 from 10:00 a.m. via the Company's password-protected InvestorPortal at the following website

https://vib-ag.de/en/investorrelations/#annual_general_meeting

in video and audio. Duly registered shareholders or their proxies may exercise their voting rights exclusively via electronic Postal Vote, or granting authorization to the proxies appointed by the Company, as described below.

3. Participation in the virtual Annual General Meeting and exercise of voting rights

3.1 Access to the password-protected InvestorPortal and electronic connection to the Annual General Meeting

The Company has set up an InvestorPortal. Shareholders entered in the share register will receive the access data for the InvestorPortal with their personal invitation documents. The InvestorPortal is available at the Company's website

https://vib-ag.de/en/investorrelations/#annual_general_meeting

The full length of the Annual General Meeting can be followed live in audio and video via the InvestorPortal. Shareholders, who are entered in the share register and have duly registered for the Annual General Meeting in accordance with the following provisions, and their proxies can also register via the password-protected InvestorPortal at the Company's website

https://vib-ag.de/en/investorrelations/#annual_general_meeting

and thus participate in the Annual General Meeting and exercise shareholder rights. However, neither the live broadcast of the Annual General Meeting nor the electronic connection to the Annual General Meeting enable participation in the Annual General Meeting within the meaning of section 118 subsection 1 sentence 2 AktG or the exercise of voting rights via electronic participation within the meaning of section 118a subsection 1 sentence 2, no. 2 AktG.

Shareholders who are entered in the share register after the beginning of 16 July 2025 (Wednesday), 00:00 hours, will not receive any invitation documents and therefore no access data for the InvestorPortal in accordance with legal requirements. However, they can use the following link in SECTION C subsection 3.2 "Participation and exercise of voting rights" below to request the invitation documents with the necessary access data.

Authorized intermediaries (e.g. banks), equivalent persons or institutions pursuant to section 135 subsection 8 AktG (proxy advisors, shareholders' associations or persons acting in the course of business) and other proxies can also

follow the entire Annual General Meeting via the password-protected InvestorPortal and connect to the Annual General Meeting electronically. Please note that authorized third parties require their own access data for the InvestorPortal. Shareholders can generate the access data for the authorized third party via the InvestorPortal.

3.2 Participation and exercise of voting rights

In accordance with section 9 subsection 4 of the Company's Articles of Association, shareholders who are entered in the share register and have registered for the Annual General Meeting in good time are entitled to participate in the virtual Annual General Meeting (i.e. to connect to the Annual General Meeting electronically) and to exercise their voting rights.

The registration must be in text form in German or English language and must be received by the Company no later than Wednesday, 30 July 2025, 24:00 hours (receipt), by electronic means using the registration form published by the Company on its website at

https://vib-ag.de/en/investorrelations/#annual_general_meeting

of the password-protected InvestorPortal or by post or e-mail to the address given below:

VIB Vermögen AG
c/o Computershare Operations Center
80249 Munich
E-mail: anmeldestelle@computershare.de

Registration in compliance with the aforementioned registration deadline, the casting of votes (including by proxy), the granting of proxies and instructions to proxies appointed by the Company, and the authorization of third parties may also be effected in accordance with section 67c AktG via intermediaries in accordance with SRD II in conjunction with the Implementing Regulation (EU 2018/1212) in ISO 20022 format, also using the SWIFT address CMDHDEMMXXX (instruction in accordance with ISO 20022; an authorization via SWIFT Relationship Management Application (RMA) is required), to the company.

Shareholders will receive the access data for using the password-protected InvestorPortal as described above in SECTION C subsection 3.1 "Access to the password-protected InvestorPortal and electronic connection to the Annual General Meeting".

Via the InvestorPortal, in accordance with the following explanations under SECTION C subsection 3.4 "Procedure for voting by electronic Postal Vote"

below, voting rights can be exercised by electronic Postal Vote as well as proxies and instructions for exercising voting rights can be issued to the Company's proxies.

3.3 Free availability of shares and transfers in the share register

In relation to the Company, rights and obligations arising from shares only exist for and against the person entered in the share register in accordance with section 67 subsection 2 sentence 1 AktG. The status of the share register on the day of the Annual General Meeting is decisive for participation in the virtual Annual General Meeting and for the number of voting rights to which a duly registered shareholder or their proxy is entitled for the Annual General Meeting. Please note that, for technical reasons, no transfers will be made in the share register in the period from the end of 30 July 2025 (Wednesday), 24:00 hours (technical record date) until the end of the day of the Annual General Meeting on 6 August 2025 (so-called transfer stop). The status of the share register on the day of the Annual General Meeting therefore corresponds to the status on 30 July 2025 (Wednesday), 24:00 hours.

The shares are not blocked or blocked by registering for the Annual General Meeting. Shareholders can continue to freely dispose of their shares even after registration and despite the stop on the transfer of shares. However, purchasers of shares whose applications for transfer are received by the Company after 30 July 2025 (Wednesday), 24:00 hours, may only exercise their right to follow the entire Annual General Meeting in audio and video and voting rights from these shares, if they are authorized to do so by the shareholder still entered in the share register or have themselves authorized to exercise such rights. All purchasers of shares in the Company, who are not yet entered in the share register, are therefore requested to submit applications for transfer as soon as possible.

3.4 Procedure for voting by electronic Postal Vote

Shareholders have the opportunity to cast their votes exclusively by electronic Postal Vote within the framework described below, even without attending the Annual General Meeting. In this case, too, entry in the share register and timely registration by the shareholder in accordance with the above provisions are required. Postal Votes that cannot be assigned to a proper registration are invalid.

Votes are cast exclusively by means of electronic communication. The Company offers the password-protected InvestorPortal on the Company's website at

https://vib-ag.de/en/investorrelations/#annual_general_meeting

which can also be used to exercise voting rights by electronic Postal Vote on the day of the Annual General Meeting (6 August 2025) until the time of the close of voting (whereby this point in time will be announced and specified by the chairman of the meeting in the video and audio transmission).

Authorized intermediaries (e.g. banks), persons or institutions equivalent to these pursuant to section 135 subsection 8 AktG (proxy advisors, shareholders' associations or persons acting in the course of business) or other proxies may also use electronic Postal Vote.

3.5 Procedure for voting by the proxies appointed by the Company

Shareholders also have the option of having their voting rights exercised at the Annual General Meeting by the proxies appointed by the Company within the framework described below. Shareholders, who wish to authorize the proxies appointed by the Company, must be entered in the share register in accordance with the above provisions and register for the Annual General Meeting in good time. The proxies appointed by the Company are only available for exercising voting rights and, if authorized, exercise voting rights exclusively in accordance with the instructions. Without instructions from the shareholder, the proxies appointed by the Company are not authorized to exercise voting rights. The proxies appointed by the Company do not accept instructions to speak or seek information, to submit motions and election proposals, to request that questions be included in the minutes or to raise objections to resolutions of the Annual General Meeting. A form for granting authorization and issuing instructions to the proxies appointed by the Company will be sent with the registration documents for the Annual General Meeting. Such a form is also available on the Company's website at

https://vib-ag.de/en/investorrelations/#annual_general_meeting

for download. Proxies and instructions to the proxies appointed by the Company must be submitted to the Company in text form.

Authorizations and instructions may be issued to the proxies appointed by the Company without prejudice to timely registration via the password-protected InvestorPortal on the Company's website at

https://vib-ag.de/en/investorrelations/#annual_general_meeting

on the day of the Annual General Meeting (6 August 2025) until the time specified by the chairman of the meeting during the voting (whereby this point in time will be announced and specified by the chairman of the meeting in the video and audio transmission).

Authorizations and instructions to the proxies appointed by the Company that are not issued via the InvestorPortal must be sent to the Company by post or email by Tuesday, 5 August 2025, 18:00 hours (receipt) at the latest, notwithstanding timely registration, as follows

VIB Vermögen AG
c/o Computershare Operations Center
80249 Munich
E-mail: anmeldestelle@computershare.de

3.6 Procedure for voting by other proxies

Shareholders, who are entered in the share register on the day of the Annual General Meeting and who do not wish to exercise their voting rights themselves by electronic Postal Vote or by issuing authorization and instructions to the proxies appointed by the Company at the Annual General Meeting, may also have their voting rights exercised at the Annual General Meeting by a proxy, e.g. an intermediary (such as a bank), a shareholders' association, a proxy advisor or another person of their choice. In these cases, entry in the share register and timely registration for the Annual General Meeting in accordance with the above provisions under SECTION C subsection 3.2 "Participation and exercise of voting rights", are required too. The proxy (unlike the proxies appointed by the Company) cannot physically attend the Annual General Meeting. For his part, the proxy may only exercise the voting right by electronic Postal Vote or by (sub-)authorizing and instructing the proxies appointed by the Company to the extent permitted by law. In this respect, the above information applies accordingly.

Intermediaries (such as banks), shareholders' associations, proxy advisors or persons who offer to exercise voting rights on behalf of shareholders on a commercial basis may only exercise voting rights for shares, that do not belong to them but for which they are entered in the share register as the holder within the limits set out in the Articles of Association, on the basis of an authorization.

The granting of an authorization, its revocation and proof of authorization to the Company must be made in text form in accordance with section 134 subsection 3 sentence 3 AktG and section 10 subsection 1 sentence 1 of the Company's Articles of Association (section 126b BGB). The text form requirement does not apply to the authorization of a shareholders' association, a credit institution or other intermediaries covered by section 135 AktG or another person or institution equivalent to these pursuant to section 135 AktG, nor to the revocation or proof of such authorization, and special features apply. In such a case, shareholders are requested to consult with the person or institution to be authorized in good time regarding any form of authorization they may require and the procedure for granting authorization.

A form that can be used to grant an authorization will be sent to shareholders with the registration documents. Such a form is also available on the Company's website at

https://vib-ag.de/en/investorrelations/#annual_general_meeting

Authorization can also be granted directly via the password-protected Investor-Portal on the Company's website at

https://vib-ag.de/en/investorrelations/#annual_general_meeting

The declaration of the granting of the authorization can be made to the proxy or to the Company. Proof of a authorization granted to the proxy can be sent to the Company by post or electronically by e-mail to the address below:

VIB Vermögen AG
c/o Computershare Operations Center
80249 Munich
E-mail: anmeldestelle@computershare.de

The above transmission channels and the password-protected InvestorPortal are also available if the authorization is to be granted by declaration to the Company; in this case, separate proof of the granting of the authorization is not required. The revocation of an authorization already granted can be declared directly to the Company via the aforementioned transmission channels or via the InvestorPortal (see further information below). Please note that authorizations, proof of authorization and the revocation of authorization, if sent by post, must be submitted to the Company by Tuesday, 5 August 2025, 18:00 hours (receipt).

If a shareholder authorizes more than one person, the Company may reject one or more of them.

3.7 Further information on exercising voting rights and issuing instructions

If voting rights are exercised in a timely manner in several ways or authorization and instructions are issued, these will be considered in the following order, regardless of the time of receipt:

1. electronically via the InvestorPortal,
2. by e-mail, and
3. pursuant to section 67c subsection 1, 2 sentence 3 AktG in conjunction with Article 2 subsection 1, 3 and article 9 subsection 4 of the Implementing Regulation ((EU) 2018/1212) and
4. by letter.

If declarations with more than one form of exercising voting rights are received in the same way, the following applies: electronic Postal Votes take precedence over the granting of authorization and, if applicable, instructions to the Company's proxies and the latter take precedence over the granting of authorization and instructions to an intermediary, a shareholders' association, a voting rights advisor pursuant to section 134a AktG and a person equivalent to these pursuant to section 135 subsection 8 AktG.

The last revocation of a declaration received on time is decisive. If several Postal Votes or authorizations and instructions are received in due time by the same means of transmission, the last declaration received shall be binding. A later vote as such is not considered a revocation of an earlier vote.

If an individual vote is held for an agenda item instead of a collective vote, the electronic Postal Vote or instruction submitted for this agenda item applies accordingly for each item of the individual vote.

3.8 Further information on voting

Shareholders and their proxies have the option of exercising their voting rights by electronic Postal Vote or by authorizing one of the proxies appointed by the Company as specified above. **It is not possible to exercise voting rights in the form of electronic participation.**

Under agenda item 1 no resolution proposal is submitted and therefore no vote is planned (for explanation see there). The scheduled votes on agenda items 2 to 7 are binding. Votes cast by Postal Vote or by authorization and, if applicable, instructions on agenda item 2 (Resolution on the appropriation of net profit for the financial year 2024) remain valid even if the proposal for the appropriation of net profit is adjusted due to a change in the number of shares entitled to dividends.

Shareholders can vote "yes" (in favor) or "no" (against) or abstain from voting (abstention) in all votes.

4. Further rights by shareholders

4.1 Countermotions and election proposals

Every shareholder is entitled to submit countermotions to proposals made by the Board Management and/or Supervisory Board on a specific agenda item. Countermotions and election proposals from shareholders can be sent exclusively to the following address of the Company prior to the Annual General Meeting:

VIB Vermögen AG
z. Hd. des Vorstands
Tilly-Park 1
86633 Neuburg a. d. Donau
or by e-mail: hauptversammlung@vib-ag.de

Countermotions to items on the agenda and their justification as well as election proposals need only be made available to the other shareholders if these countermotions including the justification and election proposals without justification are received at the above address at least fourteen days before the day of

the Annual General Meeting, i.e. by Tuesday, 22 July 2025, 24:00 hours. Motions sent to any other address will not be considered. To the extent permitted by law, counter motions or election proposals to be made accessible will be published immediately on the Company's website at

https://vib-ag.de/en/investorrelations/#annual_general_meeting

Any statements by the management will also be published there.

Pursuant to section 126 subsection 4 AktG, motions to be made accessible within the meaning of section 126 AktG and election proposals within the meaning of section 127 AktG are deemed to have been submitted at the time of publication. Voting rights can be exercised for these motions after timely registration in the ways described above. If the shareholder, who has submitted the motion, is not entered in the share register as a shareholder of the Company and has not duly registered for the Annual General Meeting (see above under SECTION C subsection 3.2 "Participation and exercise of voting rights"), the motion does not have to be dealt with at the Annual General Meeting. This does not affect the right of the chairman of the meeting to put the management's proposals to the vote first.

In addition, motions and election proposals may also be submitted during the virtual Annual General Meeting in accordance with section 118a subsection 1 sentence 2 no. 3 AktG in conjunction with section 130a subsection 5 sentence 3 AktG may also be submitted during the virtual Annual General Meeting as part of the speech by means of video communication (see the explanations under SECTION C subsection 4.4 "Right to speak").

4.2 Submission of statements

Shareholders who have duly registered for the Annual General Meeting or their proxies have the right to submit statements on the items on the agenda by means of electronic communication by no later than five days before the Annual General Meeting, not including the day of receipt and the day of the Annual General Meeting, i.e. by 31 Thursday July 2025, 24:00 hours (receipt).

The submission must be made in text form exclusively by e-mail to

hauptversammlung@vib-ag.de

Statements may contain a maximum of 10,000 characters (including spaces). The Company will make the statements accessible by Friday, 1 August 2025, 24:00 hours, stating the name of the submitting shareholder via the password-protected InvestorPortal for duly registered shareholders and their proxies on the Company's website at

https://vib-ag.de/en/investorrelations/#annual_general_meeting

in the section Investor Relations/Annual General Meeting. Statements will not be made accessible if they contain more than 10,000 characters (including spaces), are offensive, criminally relevant, obviously false or misleading or if the shareholder indicates that he will not participate in the virtual Annual General Meeting and will not be represented (section 130a subsection 3 sentence 4 in conjunction with section 126 subsection 2 sentence 1 no. 1, no. 3 or no. 6 AktG).

The opportunity to submit statements does not constitute an opportunity to submit questions in advance in accordance with section 131 subsection 1a AktG. Any questions contained in statements will therefore not be answered in the virtual Annual General Meeting unless they are submitted by way of video communication at the Annual General Meeting. Motions, election proposals and objections to resolutions of the Annual General Meeting contained in statements will also not be considered. These are to be submitted or made or declared exclusively via the separate channels specified in this invitation.

4.3 Right to seek informations

Pursuant to section 131 subsection 1 AktG, each shareholder must be provided with information on company matters by the Board of Management upon request at the Annual General Meeting, provided that the information is necessary for the proper assessment of an item on the agenda and there is no right to refuse to provide information. The Board of Management's duty to provide information also extends to the Company's legal and business relationships with its affiliated companies. Furthermore, the duty to provide information also applies to the situation of the Group and the companies included in the consolidated financial statements.

It is intended, that the chairman of the meeting will stipulate in accordance with section 131 subsection 1f AktG, that the aforementioned right to seek informations in accordance with section 131 subsection 1 AktG at the Annual General Meeting will only be exercised by means of video communication, i.e. in the context of exercising the right to speak (see under the SECTION C subsection 4.4 "Right to speak"), can be exercised.

4.4 Right to speak

Shareholders or their proxies who are connected to the Annual General Meeting electronically have the right to speak at the Annual General Meeting, which is exercised by means of video communication. From the beginning of the Annual General Meeting, shareholders or their proxies can register their speeches in the password-protected InvestorPortal.

Motions and election proposals pursuant to section 118a subsection sentence 2 no. 3 AktG and all types of requests for information pursuant to section 131 AktG may form part of the speech.

Pursuant to section 9 subsection 7 of the Company's Articles of Association, the chairman of the meeting may impose reasonable time limits on the shareholder's right to ask questions and speak. In particular, he is entitled to set a reasonable time limit for the entire Annual General Meeting, for the discussion of individual agenda items or for individual questions and speeches at the beginning of the Annual General Meeting or during the course of the meeting.

The Company reserves the right to check the functionality of the video communication between the shareholder and the Company during the Annual General Meeting and before the speech and to reject it, if the functionality is not ensured. The minimum technical requirement for a live video link is an internet-enabled device with a camera and microphone as well as a stable internet connection.

4.5 Possibility to lodge an objection against resolutions adopted by the General Meeting

Shareholders or their proxies, who have duly registered and are electronically connected to the Annual General Meeting, have the right to object to resolutions of the Annual General Meeting by means of electronic communication. Such an objection can be submitted from the beginning to the end of the Annual General Meeting via the password-protected InvestorPortal on the Company's website at

https://vib-ag.de/en/investorrelations/#annual_general_meeting.

The notary has authorized the Company to accept objections via the password-protected InvestorPortal and receives the objections via the password-protected InvestorPortal. For online access, please refer to the information above in SECTION C subsection 3.1 "Access to the password-protected InvestorPortal and electronic connection to the Annual General Meeting".

5. Display of documents

From the time the Annual General Meeting is convened, the adopted annual financial statements of the Company as at 31 December 2024, the consolidated financial statements approved by the Supervisory Board and the group management report as at 31 December 2024, as well as the report of the Supervisory Board for the financial year 2024 (each under agenda item 1) and the report of the Board of Management relating to agenda item 7 and further documents are available and can be downloaded on the Company's website at

https://vib-ag.de/en/investorrelations/#annual_general_meeting

6. UTC times

All times are given in Central European Summer Time (CEST), which applies to Germany during the relevant period. In terms of Coordinated Universal Time (UTC), this corresponds to the ratio UTC = CEST minus two hours.

7. Information on data protection

When registering for the Annual General Meeting, exercising shareholder rights in relation to the virtual Annual General Meeting, in particular voting rights, and granting proxies, the Company collects personal data about the registering shareholders and/or their proxies. The data is collected for the purpose of enabling shareholders to exercise their rights in relation to the virtual Annual General Meeting. The Company processes the personal data as the controller in accordance with the provisions of the EU General Data Protection Regulation ("GDPR") and the German Federal Data Protection Act. The protection of your data and its legally compliant processing is a high priority for the Company. All necessary information and explanations on the processing of shareholders' personal data in connection with the virtual Annual General Meeting on 6 August 2025 (the "**AGM Data Protection Policy**") are available on the Company's website at

https://vib-ag.de/en/investorrelations/#annual_general_meeting

We will also be happy to send them to you by post. If you have any other questions, you can contact the Data Protection Officer at any time, whose contact details are also provided in the AGM Data Protection Policy. Shareholders who authorize a proxy are requested to inform the proxy about the data protection information.

Neuburg an der Donau, June 2025

VIB Vermögen AG
The Board of Management