Invitation to the Annual General Meeting of VIB Vermögen AG 2026

Virtual General Meeting | Monday, 31 August 2026 | 10.00 a.m. CEST

VIB Vermögen AG[1]
Neuburg an der Donau
ISIN DE000A2YPDD0 / WKN A2YPDD
Event ID: 3bb929976a7bf111b55cfe84dc16f165

Invitation to the Annual General Meeting[2]

We hereby invite the shareholders of our company to the

Annual General Meeting

on

Monday, 31 August 2026 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 2025, the management reports for VIB Vermögen AG and the VIB Group and the report of the Supervisory Board for the financial year 2025

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/#general_meeting

The Supervisory Board approved the annual financial statements and consolidated financial statements prepared by the Board of Management on 27 April 2026 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 2025

The Board of Management and Supervisory Board propose to appropriate the net profit of the Company as reported in the adopted financial statements as of 31 December 2025 in the amount of EUR 554.851.611,88 as follows:

Distribution of a dividend in the amount of EUR 0.04 per no-par value share entitled to dividends, corresponding to a total dividend amount of EUR 1,322,183.48 and carry forward of the remaining net profit in the amount of EUR 553,529,428.40 to new account. In accordance with section 58 subsection 4 sentence 2 AktG, the dividend is payable on 3 September 2026 (Thursday).

3. Resolution on the ratification of the Board of Management for the financial year 2025

The Board of Management and Supervisory Board propose that the actions of the members of the Board of Management for the financial 2025 year be ratified.

4. Resolution on the ratification of the Supervisory Board for the financial year 2025

The Board of Management and Supervisory Board propose that the actions of the members of the Supervisory Board for the financial year 2025 be ratified.

5. **Resolution on the election of the auditor of the financial statements and consolidated financial statements for the financial year 2026 and the auditor for any review of interim financial information in the financial year 2026 and in the financial year 2027 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 2026 and as auditor for any review of interim financial information for the financial year 2026 and the financial year 2027 in the period up to the next Annual General Meeting of the Company.

6. **Resolution on the election to the Supervisory Board**

The Supervisory Board of the Company consists exclusively of members to be elected by the Annual General Meeting according to sections 95 sentence 1, 96 subsection 1 last alternative, and 101 subsection 1 AktG, and consists of three members pursuant to section 6 subsection 1 of the Company's current Articles of Association.

Upon the conclusion of this Annual General Meeting on 31 August 2026, the terms of office of the current members of the Supervisory Board Mr. Prof. Dr. Gerhard Schmidt, Mr. Stefan Mattern, and Mr. Jürgen Overath will expire. Hence, new members 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. A reelection is permitted. The Annual General Meeting is not bound by election proposals.

The Supervisory Board therefore proposes the following persons to be elected as members of the Supervisory Board by the Annual General Meeting, each 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 2030, in accordance with section 6 subsection 1 of the Company's Articles of Association:

1. Jürgen Overath, managing director and shareholder of OIC-Hub GmbH as well as member of the Supervisory Board of the Company, residing in Hennef,

2. Stefan Schnurbusch, employee (Head of Controlling) of BRANICKS Group AG and managing director of DIC Real Estate Investments Beteiligungs GmbH, residing in Altendiez, and

3. Markus Schürmann, employee (Head of Corporate Finance) of BRANICKS Group AG and managing director of DIC Real Estate Investments Beteiligungs GmbH, residing in Burgebrach.

Further information on the candidates 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/#general_meeting

and will also be available there during the Annual General Meeting. It is intended that the Annual General Meeting will vote on the proposed candidate by way of individual elections.

In the event of his re-election as member of the Supervisory Board, Mr. Jürgen Overath has declared his willingness to stand for the election as Chairman of the Supervisory Board.

SECTION B

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

1. Mr. Jürgen Overath

Member of the Supervisory Board of VIB Vermögen AG

<u>Curriculum Vitae/Professional Background</u>

First elected:	Annual General Meeting 2025
Elected until:	Annual General Meeting 2026

Personal Information

Place of residence:	Hennef
Year of birth:	1963
Nationality:	German

Current Position

Managing Director and Shareholder of OIC-Hub GmbH

Professional Career

Since August 2024	Member of Supervisory Board of BRANICKS Group AG
Since March 2023	OIC-Hub GmbH, Hennef Managing Director and Shareholder, advising and supporting of Family Offices in Germany
2018 until 2020	TLG Immobilien AG, Berlin, Chief Operating Officer (COO)
2017 until 2018	SSN Development Group, Düsseldorf and Zug, Switzerland Head of Germany
2015 until 2017	Freelance work, advising of Family Offices
2007 bis 2014	Founding of "Deutschland Plattform" DO deutsche Office AG for commercial real estate, Cologne
2005 until 2007	DIC Asset AG, Frankfurt am Main, Chief Operating Officer (COO)
1999 until 2005	Corpus Sireo Immobiliengruppe, Cologne Managing Director of the commercial real estate division (asset-management, acquisition and divestments)
1992 until 1999	Founding of Overath & Partner GmbH, Hennef, conception, leasing and development of nationwide retail parks and shopping centers and construction of single-family and semi-detached houses
1990 until 1992	Gemini Area Gruppe, Hennef, Partner

Education

- Apprenticeship as mechanic
- Apprenticeship as office clerk
- Degree in Business Administration (IHK) in Cologne

Membership of other statutory Supervisory Boards

- BRANICKS Group AG, Frankfurt am Main (Member of Supervisory Board)
- DIC Real Estate Investments GmbH & Co. KGaA (Member of Supervisory Board)
- Noratis AG, Frankfurt am Main (Vice Chair of the Supervisory Board)

Membership of other comparable domestic or foreign Supervisory Bodies of Commercial Enterprises

- None

2. Stefan Schnurbusch

<u>Curriculum Vitae/Professional Background</u>

Personal Information

Place of residence:	Altendiez
Year of birth:	1967
Nationality:	German

Current Position

Employee (Head of Controlling) of BRANICKS Group AG
Managing Director of DIC Real Estate Investments Beteiligungs GmbH

Professional Career

Since December 2023	Managing Director of DIC Real Estate Investments Beteiligungs GmbH
Sine June 2007	Head of Controlling of BRANICKS Group AG
2001 until 2007	Head of Controlling, Leifheit AG, Nassau/Lahn
2000 until 2001	Project Manager Controlling, Leifheit AG
1997 until 2000	Production and Logistics Controlling, Leifheit AG
1996 until 1997	Central Controlling, Leifheit AG
1993 until 1996	Service as Officer, German Armed Forces

Education

1989 until 1993	Degree in Business Administration, Helmut-Schmidt-Universitiy, Hamburg (formerly University of the German Armed Forces)
1987 bis 1989	Officer Training, German Armed Forces
1987	High School Graduation

Membership of other statutory Supervisory Boards

- None

Membership of other comparable domestic or foreign Supervisory Bodies of Commercial Enterprises

- None

3. Markus Schürmann

Curriculum Vitae/Professional Background

Personal Information

Place of residence:	Burgebrach
Year of birth:	1965
Nationality:	German

Current Position

Employee (Head of Corporate Finance) of BRANICKS Group AG
Managing Director of DIC Real Estate Investments Beteiligungs GmbH

Professional Career

Since July 2026	Managing Director of DIC Real Estate Investments Beteiligungs GmbH
Since April 2026	Head of Corporate Finance of BRANICKS Group AG
Since 2024	MS Advising and Interim Management Advising on finance matters and serving in interim finance management roles
2016 until 2023	PROJECT Beteiligungen AG, Bamberg, Chief Financial Officer (CFO)
2018 until 2020	PROJECT Real Estate AG, Nürnberg, Member of Supervisory Board
2018 until 2022	PROJECT Investment AG (KVG), Bamberg, Member of Supervisory Board
2018 until 2021	PROJECT Real Estate Institutional GmbH, Advisory Board
2018 until 2021	PROJECT Fondsverwaltung GmbH, Advisory Board
2018 until 2021	PROJECT Vermittlungs GmbH, Advisory Board
2015 until 2016	Head of Corporate Finance, DIC Asset AG
2011 until 2015	Unibail-Rodamco-Westfield Germany GmbH, Düsseldorf Deputy Chief Financial Officer (CFO)
1996 until 2011	Commerz Real AG, Düsseldorf / Wiesbaden, Head of Debt Finance
1994 until 1995	LHI Leasing für Handel und Industrie GmbH, Munich Projektreferent

Educations

- Degree in Business Administration, University Cologne
  Bachelor of Business Administration

Membership of other statutory Supervisory Boards

- None

Membership of other comparable domestic or foreign Supervisory Bodies of Commercial Enterprises

- None

The curriculum vitae of Mr. Overath, Mr. Schnurbusch, and Mr. Schürmann are also available on the Company's website at

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

The Supervisory Board has verified that the proposed candidates are 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 considering 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 previous virtual Annual General Meetings.

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 31 August 2026 (Monday), from 10:00 a.m. via the Company's password-protected InvestorPortal at the following website

https://vib-ag.de/en/investorrelations/#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/#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/#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 10 August 2026 (Monday), 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. In addition, a registration form is available at the Company's website at

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

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 24 August 2026 (Monday), 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/#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 for the Annual General Meeting, proof of eligibility, and information regarding proxies and instructions to proxies appointed by the Company, and the authorisation 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 (e.g. via SWIFT, CMDHDEMMXXX). An authorization via SWIFT Relationship Management Application (RMA) is required to use SWIFT.

Registration pursuant to section 67c AktG via an intermediary must be received by the Company no later than the last day of registration, i.e., by 24 August 2026 (Monday), at 24:00 hours (receipt). Changes to admission ticket orders, as well as the granting of powers of attorney and instructions pursuant to section 67c AktG via an intermediary, are still possible after that time and must be received by the Company by 28 August 2026 (Friday), at 18:00 hours (receipt).

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 24 August 2026 (Monday), 24:00 hours (technical record date) until the end of the day of the Annual General Meeting on 31 August 2026 (so-called transfer stop). The status of the share register on the day of the Annual General Meeting therefore corresponds to the status on 24 August 2026 (Monday), 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 24 August 2026 (Monday), 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/#general_meeting

which can also be used to exercise voting rights by electronic Postal Vote on the day of the Annual General Meeting (31 August 2026) 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. Also in this case, shareholders are requested to ensure that they register for the Annual General Meeting in due time.

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/#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/#general_meeting

on the day of the Annual General Meeting (31 August 2026) 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 28 August 2026 (Friday), 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/#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/#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 28 August 2026 (Friday), 18:00 hours (receipt).

If a shareholder authorizes more than one person, the Company may reject one or more of them. This does not affect the option of a shareholder to appoint a separate proxy for the purpose of the Annual General Meeting in respect of shares in the Company held under different shareholder account numbers.

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 6 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 2025) 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

As an unlisted company pursuant to section 121 subsection 3 AktG, the Company is only required to include in the convocation of the Annual General Meeting information regarding the Company's name and registered office, the time and place of the Annual General Meeting, and the agenda. The following information is therefore provided on a voluntary basis to facilitate shareholders' participation in the Annual General Meeting.

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 16 August 2026 (Sunday), 24:00 hours. Motions sent to any other address will not be considered. To the extent permitted by law, countermotions or election proposals to be made accessible will be published immediately on the Company's website at

https://vib-ag.de/en/investorrelations/#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 25 August 2026 (Tuesday), 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 26 August 2026 (Wednesday), 24:00 hours, stating the name of the submitting shareholder on the Company's website at

https://vib-ag.de/en/investorrelations/#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/#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 2025, the consolidated financial statements approved by the Supervisory Board and the group management report as at 31 December 2025, as well as the report of the Supervisory Board for the financial year 2025 (each under agenda item 1) and the curriculum vitae of the proposed Supervisory Board candidates (each under agenda item 6) and further documents are available and can be downloaded on the Company's website at

https://vib-ag.de/en/investorrelations/#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 31 August 2026 (the "**AGM Data Protection Policy**") are available on the Company's website at

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

or may be requested via e-mail to

hauptversammlung@vib-ag.de.

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 a.d. Donau, July 2026

VIB Vermögen AG
The Board of Management