

# Report of the Supervisory Board

Dear shareholders,  
ladies and gentlemen,

After the difficult transformation year 2020, it was particularly important for the Supervisory Board 2021 to support the Management Board as best as possible in the first year of our new strategy programme “UNIQA 3.0 - Seeding the Future” and to accompany it closely in our function as a supervisory body. In order to give you a good overview of the work of the Supervisory Board in this economically successful year, I am dividing my report – similar to last year – into three parts:

## 1. What was particularly important to us in 2021

The focus of our meetings was clearly on the implementation of our new strategy programme. We did not focus solely on the key financial figures, but looked intensively at the underlying projects and work programmes. Very soon it was gratifyingly apparent that we were not only making progress in the **development of the existing core business**, but that the expected contribution to earnings from the integration of the **AXA companies in Poland, the Czech Republic and Slovakia** was also materialising as planned.

The **operational functioning of our Supervisory Board** and its committees remained flexible, in line with the legal measures around Covid-19 that are currently in force: some of our meetings took place physically, with many more taking place virtually. As the Supervisory Board of the listed UNIQA Insurance Group AG is also the Supervisory Board of UNIQA Österreich Versicherungen AG, the range of topics is naturally very wide, from purely strategic ones to those that are particularly customer- and business-related. This represents an exciting challenge for our Supervisory Board, requiring precise preparation of the meetings and – especially with digital meeting formats – particularly disciplined time management, as our meetings lasted around six hours on average in the 2021 financial year. The decision to hold the **Annual General Meeting** virtually once again was particularly difficult for us – following the capital increase in October 2013, the “Re-IPO”, active and timely capital market communication and therefore personal discussions with you as our shareholders are a key concern of the Management Board and Supervisory Board. There is no doubt that this would work better at a physical meeting rather than virtually.

Reflections on the **quality of our cooperation within the Supervisory Board** and with the Management Board have become much more important. We therefore appointed Werner H. Hoffmann, Director of the Institute for Strategic Management at the Vienna University of Economics and Business, to provide us with professional support with the structured optimisation of cooperation within the Supervisory Board and to work with us in developing proposals for improvement. It is important for us to constantly put the quality of our working methods to the test and consistently develop them further, especially in fast-moving and volatile times.

## 2. Timeline and details of our main areas of focus

In the course of 2021, the Supervisory Board was regularly informed by the Management Board about the business performance and position of UNIQA Insurance Group AG and the Group as a whole. It also supervised the Management Board's management of the business and fulfilled all the tasks assigned to the Supervisory Board by law and the Articles of Association. At the Supervisory Board meetings, the Management Board presented detailed quarterly reports and provided additional oral as well as written reports. The Supervisory Board was given timely and comprehensive information about measures requiring our approval.

Four informational events or special seminars on the topics of diversity, IFRS 9 and IFRS 17, IT security, risk management and compliance were held for the Supervisory Board in 2021. An informational event on agile transformation was held for the IT Committee.

### Focus of our deliberations

The Supervisory Board held five meetings in 2021. Our meetings focused on the respective earnings situation within our Group and its further strategic development. We also made one decision by way of circular resolution.

- At our meeting held on **17 February**, we mainly discussed the Group's preliminary results for the 2020 financial year. In addition, a resolution was passed to amend the rules of procedure for the Management Board and the Supervisory Board (increase in the amount limits for the Supervisory Board's approval requirement) and rules of procedure were adopted for all committees appointed from now on.
- The Supervisory Board meeting on **7 April** focused on the audit of the annual financial statements and consolidated financial statements for the year ended 31 December 2020 and on the reports from the Management Board with up-to-date information on the performance of the Group in the first quarter of 2021. We also discussed the agenda for the 22nd Annual General Meeting held on 31 May 2021, in particular the proposed appropriation of profits and the proposal to the Annual General Meeting to elect PwC Wirtschaftsprüfung GmbH as statutory auditors for the 2022 financial year. The report by auditors PwC Wirtschaftsprüfung GmbH and lawyers Schönherr Rechtsanwälte GmbH regarding compliance with the provisions of the Austrian Code of Corporate Governance (ÖCGK) in the 2020 financial year was also acknowledged.
- At the meeting on **19 May**, we looked in detail at the Group's earnings in the first quarter of 2021 and development in the current ongoing second quarter of 2021. Furthermore, the results of the "Board Excellence" programme to evaluate and further develop the efficiency and effectiveness of the Supervisory Board, which was carried out with the support of Werner H. Hoffmann, Director of the Institute for Strategic Management at the Vienna University of Economics and Business, were presented and discussed.
- On **18 August**, we discussed the Group's earnings in the first half of 2021 and developments in the third quarter of 2021. The Supervisory Board was informed by the Management Board of the need for investments in the infrastructure of the Confraternität and Goldenes Kreuz private hospitals in Vienna. The Management Board was asked to give further consideration to this issue in view of these needs.
- In addition to reporting on the Group's profits in the first three quarters of 2021 and ongoing developments in the fourth quarter of 2021, our meeting on **17 November** also covered the updated forecast for the 2021 financial year. The 2022 budget and medium-term planning up to 2026 presented by the Management Board were adopted by the Supervisory Board. An investment project for the new construction and merger of the Confraternität and Goldenes Kreuz private hospitals at the Confraternität private hospital site in Vienna was approved by the Supervisory Board. Finally, we looked at the efficiency of our activities.
- On **25 November**, we passed a circular resolution for the partial buy-back of the 2023 and 2026 Tier 2 issues valued at up to €375 million and approved the issuance of a new subordinated Tier 2 bond ("Green Bond") at the same nominal amount.

### Committees of the Supervisory Board

In addition to the Audit Committee required by law, we have set up a further five committees in order to ensure that the work of our Supervisory Board is structured effectively.

- The work of the **Executive Committee** of the Supervisory Board, which consists of the same individuals as the **Committee for Board Affairs** and the **Nominating and Remuneration Committee** for the Management Board, was also of particular significance in 2021. The Committee dealt intensively with the progress of the UNIQA 3.0 strategic programme as well as the remuneration strategy of the extended Management Board and succession planning in several meetings.
- The **Audit Committee** held three meetings in the 2021 financial year in the presence of the (Group) auditor, with whom discussions also took place without the presence of the Management Board. The meeting on 7 April discussed all financial statement documents, the proposed appropriation of profit and the report on the audit of the company's risk management. In addition, the 2020 annual report of the Internal Audit department, including the audit plan for the current year and the 2020 annual activity report of the compliance officers, was presented and acknowledged. At the meeting held on 19 May, the statutory auditor presented the planning for the audit of the 2021 financial statements prepared by the companies in the UNIQA Group and coordinated this planning and strategy with the Committee. At the meeting held on 17 November, the statutory auditor informed the Committee about the findings from its preliminary audits. A public tender was launched for the audit of the financial statements for the 2023 financial year. The committee also looked at the company's accounting process on the basis of specific case studies. In addition, the Committee received quarterly reports from Internal Audit on the areas audited by this department and any material findings that arose from these audits, and the Compliance Officer reported on her activities on an ongoing basis.
- The **Investment Committee** held four meetings during which the members discussed the capital investment strategy, questions concerning capital structure and the focus of risk management and asset liability management.
- The **IT Committee** dealt with the ongoing monitoring of the progress of the project implementing the UNIQA Insurance Platform over the course of four meetings. In agreement with the full Supervisory Board, the Committee's scope of duties was expanded to include the auditing and monitoring of all IT projects due to the connection with the UNIQA Insurance Platform.
- The **Digital Transformation Committee** held four meetings dedicated to the digitalisation of core processes, the reduction of complexities in the product portfolio and the consolidation of digital working processes related to customers and employees.
- The **Working Committee** did not hold any meetings in the past financial year. A decision was taken by way of circular resolution to sell a property.

The various chairs of the committees then informed the members of the Supervisory Board in detail about the meetings and their committee's work.

### 3. Separate and consolidated financial statements

The separate financial statements prepared by the Management Board, the Management Report of UNIQA Insurance Group AG, the consolidated financial statements prepared in accordance with International Financial Reporting Standards (IFRSs) and the Group Management Report for 2021 were audited by PwC Wirtschaftsprüfung GmbH. The statutory auditor also verified that a separate consolidated non-financial report and a consolidated corporate governance report had each been prepared for the 2021 financial year. The audit raised no objections. The separate and consolidated financial statements were each awarded an unqualified audit opinion for 2021.

The Supervisory Board acknowledged and approved the findings of the audit.

The evaluation of UNIQA's compliance with the rules of the Austrian Code of Corporate Governance in the 2021 financial year was carried out by PwC Wirtschaftsprüfung GmbH, whereas compliance with Rules 77 to 83 of the Austrian Code of Corporate Governance was assessed by Schönherr Rechtsanwälte GmbH. The assessments found that UNIQA had complied with the rules of the Austrian Code of Corporate Governance in the 2021 financial year – to the extent that they were included in UNIQA's declaration of conformity.

The Supervisory Board acknowledged the consolidated financial statements for 2021 and approved the 2021 annual financial statements of UNIQA Insurance Group AG. It also endorsed both the Management Report and the Group Management Report. The 2021 annual financial statements were thereby adopted in accordance with Section 96(4) of the Austrian Stock Corporation Act.

The Supervisory Board reviewed and approved the proposal for the appropriation of profit submitted by the Management Board. Accordingly, a dividend distribution of €0.55 per share will be proposed to the Annual General Meeting on 23 May 2022.

Once again this year on behalf of the entire Supervisory Board, I would like to thank all employees of UNIQA Insurance Group AG and its Group companies for their major personal commitment in the 2021 financial year and wish them every continued success.

Vienna, April 2022

On behalf of the Supervisory Board



Walter Rothensteiner  
Chairman of the Supervisory Board