



## **UNIQA Insurance Group AG**

**24th Annual General Meeting on 6 June 2023**

### **Resolutions proposed by the Supervisory Board**

#### **1. Item 1 of the Agenda**

**Presentation of the approved and officially adopted Non-consolidated Financial Statements and the Consolidated Financial Statements of UNIQA Insurance Group AG for the year ended 31 December 2022, the Management Report and the Group Management Report, the Consolidated Corporate Governance Report of the Management Board, the separate Consolidated Non-financial Report of the Management Board, and the profit distribution proposal of the Management Board together with the report of the Supervisory Board for the 2022 financial year pursuant to Section 96 of the Stock Corporation Act**

*No motion or resolution to be adopted in respect of this agenda item.*

#### **2. Item 2 of the Agenda**

**Resolution on the appropriation of the net profit shown in the Company's Annual Financial Statements for the year ended 31 December 2022**

Pursuant to section 108 (1) of the Stock Corporation Act, the Supervisory Board of the Company proposes that the Annual General Meeting adopt the following resolution:

*"The net profit for the 2022 financial year in the amount of EUR 171,804,370.90 shall be appropriated as follows: Distribution of a dividend of EUR 0.55 for each no-par-value share carrying dividend rights (309,000,000 no-par-value shares in circulation as of 31 December 2022, less treasury shares held directly by the Company on the day the resolution is adopted), each representing a pro-rata share of EUR 1.00 in the share capital. The residual amount shall be carried forward to new account."*

### 3. Item 3 of the Agenda

#### **Resolution on the approval of the actions of the members of the Management Board and the Supervisory Board of the Company for the fiscal year 2022**

Pursuant to section 108 (1) of the Stock Corporation Act, the Supervisory Board of the Company proposes that the Annual General Meeting adopt the following resolution:

*"The actions of the members of the Management Board of the Company (in the 2022 financial year) shall be approved for the 2022 financial year."*

Pursuant to section 108 (1) of the Stock Corporation Act, the Supervisory Board of the Company further proposes that the Annual General Meeting adopt the following resolution:

*"The actions of the members of the Supervisory Board of the Company (in the 2022 financial year) shall be approved for the 2022 financial year."*

### 4. Item 4 of the Agenda

#### **Election of the auditor of the Non-consolidated and Consolidated Financial Statements for the 2024 financial year**

The Audit Committee of the Supervisory Board recommended to the Supervisory Board that PwC Wirtschaftsprüfung GmbH be elected auditor of the non-consolidated and consolidated financial statements for the year ending 31 December 2024. The auditor proposed for election provided the information specified in section 270 of the Austrian Company Code and Rule 80 of the Corporate Governance Code, confirming its authority to audit a stock corporation and the absence of reasons for exclusion. It provided a statement of the total fee received from the Company in the previous financial year, broken down by type of service, confirmed that it participates in the external quality assurance system established on the basis of the Auditor Oversight Act (including its registration in the public register of the Auditor Oversight Authority), and disclosed and documented all circumstances that could give rise to a concern of bias or lead to exclusion (such circumstances do not exist), and has taken all the necessary measures to ensure an independent and unbiased audit.

Based on the proposal of the Audit Committee of the Supervisory Board, the Supervisory Board of the Company proposes pursuant to section 108 (1) of the Stock Corporation Act that the Annual General Meeting adopt the following resolution:

*"PwC Wirtschaftsprüfung GmbH shall be elected auditor of the Non-consolidated and Consolidated Financial Statements for the year ending 31 December 2024."*

### 5. Item 5 of the Agenda

#### **Resolution on the Remuneration Report indicating the remuneration of the Management Board and the Supervisory Board for the 2022 financial year**

The Management Board and the Supervisory Board of a listed company have to draw up a clear and comprehensible remuneration report indicating the remuneration of the

members of the Management Board and the Supervisory Board pursuant to section 78c and section 98a of the Stock Corporation Act.

The remuneration report for the financial year under review is to be submitted to a vote by the Annual General Meeting. The vote is deemed to be a recommendation. The resolution cannot be challenged (section 78d (1) of the Stock Corporation Act).

On 12 April 2023, the Management Board and the Supervisory Board of the Company adopted the Remuneration Report for the 2022 financial year. The Remuneration Report is available on the website of the Company, as entered in the Companies Register (and is attached to this proposed resolution).

The Supervisory Board of the Company proposes pursuant to section 108 (1) of the Stock Corporation Act that the Annual General Meeting adopt the following resolution:

*“The Remuneration Report indicating the remuneration of the Managing Board and the Supervisory Board for the 2022 financial year, as attached to this proposed resolution as Enclosure 1 (and available on the website of the Company entered in the Companies Register), shall be adopted.”*

## **6. Item 6 of the Agenda**

### **Resolution on the daily allowances and the remuneration of the members of the Supervisory Board**

The Supervisory Board of the Company proposes pursuant to section 108 (1) of the Stock Corporation Act that the Annual General Meeting adopt the following resolution:

*“The remuneration of the members of the Supervisory Board shall amount to a total of EUR 1,151,667.00 for the 2022 financial year. The distribution among the individual members of the Supervisory Board is subject to a resolution by the Supervisory Board. The daily allowances for members of the Supervisory Board shall be set at EUR 500.00 per meeting day of the Supervisory Board and per participating member of the Supervisory Board.”*

## **7. Item 7 of the Agenda**

Resolution on the renewal of the authorization of the Management Board to purchase own shares pursuant to section 65 (1.8), (1a) and (1b) of the Stock Corporation Act, subject to approval by the Supervisory Board, up to a maximum of 10% of the share capital, including other own shares already purchased and still held by the Company (which are to be counted toward the maximum number of own shares pursuant to section 65 (2) of the Stock Corporation Act), with the option of making repeated use of the 10% limit, on the stock exchange and over the counter, and of excluding the shareholders' right to tender proportional payment. The authorization can be exercised from 6 June 2023 up to and including 6 December 2025, i.e. for 30 months, for the purchase of own shares in accordance with this authorization for a minimum consideration of EUR 1.00 and a maximum consideration of EUR 15.00 per share. The authorization for the purchase of own shares includes the purchase of shares of

the Company by subsidiaries of the Company (section 66 of the Stock Corporation Act).

The Company's own shares can be sold, subject to approval by the Supervisory Board, within five years of the day on which the authorization was granted, other than on the stock exchange or by public offering, namely (i) for the purpose of implementing an employee participation program either including members of the Management Board and/or senior executives or exclusively for members of the Management Board and/or senior executives of the Company and, where appropriate, of affiliated companies, including, if applicable, through the transfer of shares to an employee participation foundation within the meaning of section 4d (4) of the Income Tax Act, or (ii) as transaction currency for the acquisition of businesses, establishments, parts of establishments or shares in one or several companies in Austria or abroad, or (iii) for an over-allotment option (greenshoe), or (iv) for the adjustment of fractional amounts.

The Management Board is authorized, without further resolution by the Annual General Meeting and subject to approval by the Supervisory Board, to cancel own shares purchased by the Company, and the Supervisory Board is authorized to resolve on any amendments to the Articles of Association required as a result of shares being cancelled.

In view of the expiry of the authorization to purchase own shares on 30/05/2023 and with reference of the report of the Management Board pursuant to section 65 (1b) of the Stock Corporation Act in conjunction with section 170 (2) and section 153 (4) of the Stock Corporation Act, published on the Company's website, the Supervisory Board of the Company proposes, pursuant to Section 108 (1) of the Stock Corporation Act, that the Annual General Meeting adopt the following resolution:

*"The Management Board shall be authorized to purchase own shares pursuant to section 65 (1.8), (1a) and (1b) of the Stock Corporation Act, subject to approval by the Supervisory Board, up to a maximum of 10% of the share capital, including other own shares already purchased and still held by the Company (which are to be counted toward the maximum number of own shares pursuant to section 65 (2) of the Stock Corporation Act), with the option of making repeated use of the 10% limit, on the stock exchange and over the counter, and of excluding the shareholders' right to tender proportional payment. The authorization can be exercised from 6 June 2023 up to and including 6 December 2025, i.e. for 30 months, for the purchase of own shares in accordance with this authorization for a minimum consideration of EUR 1.00 and a maximum consideration of EUR 15.00 per share. The authorization for the purchase of own shares includes the purchase of shares of the Company by subsidiaries of the Company (section 66 of the Stock Corporation Act).*

*The Company's own shares can be sold, subject to approval by the Supervisory Board, within five years of the day on which the authorization was granted, other than on the stock exchange or by public offering, namely (i) for the purpose of implementing an employee participation program either including members of the Management Board and/or senior executives or exclusively for members of the Management Board and/or senior executives of the Company and, where appropriate, of affiliated companies, including, if applicable, through the transfer of shares to an employee participation foundation in the meaning of Section 4d (4) of the Income Tax Act, or (ii) as transaction*

*currency for the acquisition of businesses, establishments, parts of establishments or shares in one or several companies in Austria or abroad, or (iii) for an over-allotment option (greenshoe), or (iv) for the adjustment of fractional amounts.*

*The Management Board shall be authorized, without further resolution by the Annual General Meeting and subject to approval by the Supervisory Board, to cancel own shares purchased by the Company, and the Supervisory Board shall be authorized to resolve on any amendments to the Articles of Association required as a result of shares being cancelled.”*

## **8. Item 8 of the agenda**

### **Election of ten members of the Supervisory Board**

The Supervisory Board mandates of all members of the Supervisory Board elected by the Annual General Meeting expire as of the end of the 24<sup>th</sup> Annual General Meeting on 6 June 2023, as the end of the term of office for which they were elected by the Annual General Meeting has been reached.

The Supervisory Board presently consists of ten members elected by the Annual General Meeting. The number of members elected by the Annual General Meeting is to remain unchanged. On account of the expiry of the Supervisory Board mandates of all members of the Supervisory Board currently elected by the Annual General Meeting, ten members of the Supervisory Board have to be elected in order to again attain the number of ten members of the Supervisory Board elected by the Annual General Meeting.

Pursuant to section 86 (7) of the Stock Corporation Act, the supervisory board of a listed company has to comprise at least 30% women and at least 30% men, if the supervisory board consists of at least six capital representatives and the workforce consists of least 20% employees. These prerequisites are met by UNIQA Insurance Group AG. Based on its current composition, the Supervisory Board of UNIQA AG has to comprise at least five women and at least five men (calculated on the basis of fifteen Supervisory Board members, i.e. ten capital representatives and five employee representatives) in order to meet the minimum quotas required pursuant to section 86 (7) of the Stock Corporation Act. In this election to the Supervisory Board, the minimum quotas of women and men on the Supervisory Board must be met in their entirety. An objection to full compliance with the minimum quotas pursuant to Section 87 (9) of the Stock Corporation Act was not expressed. At present, the minimum quotas are fulfilled. The Supervisory Board of the Company comprises five women and ten men. The ten candidates proposed for election to the Supervisory Board at the 24<sup>th</sup> Annual General Meeting will comprise three women and seven men. The composition of the women and men delegated to the Supervisory Board as employee representatives remains unchanged. In the event of election of the candidates proposed to the Supervisory Board, the Supervisory Board of UNIQA Insurance Group AG would consist of five women and ten men, thus comprising at least 30% each of women and men.

The candidates for election to the Supervisory Board are proposed in compliance with the requirements of the Corporate Governance Code. The principles set out in section 87 (2a) of the Stock Corporation Act, in particular the requirements of professional and

personal qualification, a balanced composition of the Supervisory Board in terms of expertise represented, diversity, internationality and a clean criminal record, have been complied with.

All the candidates proposed for election (see below) submitted the declarations required pursuant to section 87 (2) of the Stock Corporation Act, listing their professional qualifications as well as professional or similar positions held and stating that there are no circumstances that might give rise to a concern of bias. The respective declarations pursuant to section 87 (2) of the Stock Corporation Act herewith referred to have been published on the website of the Company and are annexed to this proposed resolution (proposal for election) as Enclosure ./2.

Furthermore, the candidates confirmed their knowledge of the provisions of the Austrian Stock Exchange Act, the Market Abuse Regulation (Regulation (EU) No 596/2014) and UNIQA's internal compliance policy to prevent market abuse, and stated their willingness to comply with the principles of the Corporate Governance Code acknowledged by the Company. In line with the criteria of independence laid down by the Supervisory Board, the candidates proposed declared to be independent. Ms. Anna Maria D'Hulster and Ms. Jutta Kath meet the criteria of Rule 54 of the Corporate Governance Code for companies with a free float of more than 20%. The CVs of the candidates proposed have been published on the website of the Company.

The Annual General Meeting is bound by the proposal for election on the basis of the provisions referred to in the following. Candidates proposed by the Supervisory Board for election to the Supervisory Board, including their declarations pursuant to section 87 (2) of the Stock Corporation Act, must be published and made accessible on the website of the Company on or before the 21<sup>st</sup> day prior the Annual General Meeting, i.e. no later than 16 May 2023. Candidacies proposed by shareholders pursuant to section 110 of the Stock Corporation Act, which must be received by the Company in text form no later than 30 May 2023, including the declarations pursuant to section 87 (2) of the Stock Corporation Act for each person proposed, have to be published on the Company's website no later than two working days after receipt (with the exceptions provided for in section 110 (4) of the Stock Corporation Act). Pursuant to section 87 (6) of the Stock Corporation Act, candidacies for election to the Supervisory Board, including their declarations pursuant to section 87 (2) of the Stock Corporation Act for each person proposed, have to be published on the Company's website no later than on the fifth working day before the Annual General Meeting, failing which the person(s) concerned must not be included in the vote. Further details and the prerequisites for such candidacies proposed by shareholders to be taken into account pursuant to section 110 of the Stock Corporation Act are contained in the convocation to the 24th Annual General Meeting (reference to shareholder rights pursuant to section 106 (5) of the Stock Corporation Act) and the document on *Further information on shareholder rights pursuant to Sections 109, 110, 118 and 119 of the Stock Corporation Act*.

Pursuant to section 108 (1) and (2) of the Stock Corporation Act and considering section 86 (7) and (9) and section 87 (2) and (2a) of the Stock Corporation Act, the Supervisory Board of the Company proposes that the Annual General Meeting adopt the following resolution:

*"The following persons shall be elected members of the Supervisory Board:*

*Anna Maria D'Hulster*

*Jutta Kath  
Marie-Valerie Brunner  
Markus Andréewitch  
Klaus Buchleitner  
Elgar Fleisch  
Burkhard Gantenbein  
Rudolf Könighofer  
Christian Kuhn  
Johann Strobl*

*The election shall be effective as of the end of the 24th Annual General Meeting for a term of office until the end of the Annual General Meeting resolving on the approval of the actions of the Management Board and the Supervisory Board for the 2026 financial year. This in accordance with the statutory age limitations. The current number of ten members of the Supervisory Board elected by the Annual General Meeting of the Company is to remain unchanged.*

#### Enclosures

Enclosure ./1 ad Agenda item 5: Remuneration Report indicating the remuneration of the Management Board and the Supervisory Board for the 2022 financial year

Enclosure ./2 ad Agenda item 7: Declarations by the persons proposed for election to the Supervisory Board pursuant to section 87 (2) of the Stock Corporation Act