



## UNIQA Insurance Group AG

### Further Information About the Rights of Shareholders Pursuant to Sections 109, 110 and 118 Stock Corporation Act

#### 1. Request to Put Items on the Agenda (Section 109 AktG)

- "(1) Shareholders who collectively hold five percent of the share capital may request in writing that items be put on the agenda of the next Annual General Meeting and be circularized. Any agenda item must be accompanied by a proposal for a resolution and an explanatory statement. The articles of association may lay down less stringent form requirements or permit a lower interest in the share capital. The applicants must have held their shares for at least three months prior to their request.*
- (2) A request pursuant to paragraph 1 will be considered if it is received by the Company no later than on the 21<sup>st</sup> day prior to an ordinary Annual General Meeting (Section 104) or no later than on the 19<sup>th</sup> day prior to the Annual General Meeting. If the Company does not receive such a request in good time to allow the inclusion of items into the agenda, it is then sufficient if the supplemented agenda is notified in the same manner as the original agenda no later than on the 14<sup>th</sup> day prior to the Annual General Meeting. However, a listed corporation shall issue the notice pursuant to Section 107 (3) no later than on the second business day after the expiration of the time limit referred to in the first sentence, and it shall publish the supplemented agenda along with a statement of reasons from that day onwards on its website. In all other respects, Section 108 (3) through (5) shall apply by analogy."*

#### **Explanatory note:**

Only shareholders that (i) have acquired their shares at least three months prior to a request and (ii) collectively hold at least 5% of the share capital may put additional items on the agenda. Every agenda item must be accompanied by a proposal for a resolution and an explanatory statement.

The request must be received by the Company on or prior to the 21<sup>st</sup> day prior to the Annual General Meeting; for the 16<sup>th</sup> ordinary Annual General Meeting on 26 May 2015, this is 5 May 2015.

## 2. Shareholders' Proposals for Resolutions (Section 110 AktG)

- "(1) In a listed corporation, shareholders who together hold one percent of the share capital may send the Company proposals for resolutions in text form in respect of each item on the agenda and request that such proposals, including the names of the requesting shareholders, the reasons for the request, and a statement, if any, by the management board or the supervisory board be made available on the Company's website. The articles of association may permit a lower interest in the share capital. A request will be considered if it is received by the Company no later than on the seventh business day prior to the Annual General Meeting. The Company is required to meet that request no later than on the second business day after receipt, unless in cases referred to in paragraph 4. Section 108 (4) last sentence applies by analogy.*
- (2) If a request concerns a proposal for the election of a member of the supervisory board, the reasoning is replaced by a statement issued by the proposed individual pursuant to Section 87 (2).*
- (3) The Company must open at least one form of electronic communication for the submission of proposals for resolutions. That form of communication must be subject only to such form requirements as are necessary for and conducive to identifying shareholders and determining the content of proposals. Unless the articles of association provide for any other such form of communication, proposals for resolutions may be submitted by fax.*
- (4) A proposal for a resolution need not be published on the Company's website if*
- 1. it does not contain a statement of reasons or the declaration pursuant to Section 87 (2),*
  - 2. it would lead to a resolution of the Annual General Meeting that would be incompatible with the law or the terms of the articles of association,*
  - 3. a proposal which is based on the same circumstances has already been published pursuant to paragraph 1,*
  - 4. it objectively qualifies as libel (Section 111 Criminal Code) or insult (Section 115 Criminal Code) or if its publication by the Management Board would constitute a criminal offense, or*
  - 5. the shareholders declare that they will not participate in and will not be represented at the Annual General Meeting.*

*The statement of reasons need not be published if it comprises more than 5,000 characters and if it gives rise to an offense described in paragraph 4. If several shareholders submit proposals for resolutions on the same agenda item, the Management Board may combine their proposals and statements of reason.*

- (5) *The articles of association of an unlisted company may provide that proposals for resolutions by the shareholders be published prior to the Annual General Meeting. Unless provided otherwise, paragraphs 1 through 4 apply by analogy.*
- (6) *The Company is not liable for any damage arising simply from the fact of publishing proposals for resolutions made by shareholders."*

**Explanatory note:**

Pursuant to Section 110 AktG, shareholders who together hold 1% of the share capital may send the Company prior to the Annual General Meeting proposals for resolutions in text form (no signature necessary) in respect of each item on the agenda and request that such proposals, including the names of the requesting shareholders, the reasons to be given for the request, and a statement, if any, by the Management Board or the Supervisory Board be made available on the Company's website.

A request will be considered only if it is received by the Company no later than on the seventh business day prior to the Annual General Meeting; for the 16<sup>th</sup> ordinary Annual General Meeting on 26 May 2015, this is 13 May 2015.

The proposal for a resolution must be accompanied by a statement of reasons, may not lead to a resolution which is incompatible with the law or the terms of the articles of association, and may not contain any insults (Section 115 Criminal Code). The Management Board may combine several similar requests.

For the avoidance of doubt: Since the Stock Corporation Amendment Act 2009 (*AktRÄG 2009*), the Stock Corporation Act distinguishes between written form and text form. Written form means that a legally binding signature must be subscribed to the document. Text form means that a document must contain the name, but need not contain the signature of an individual.

**3. Right to Information (Section 118 AktG)**

- "(1) *Every shareholder must receive information about the Company's affairs at the Annual General Meeting upon his or her request, if that information is necessary to properly evaluate an item on the agenda. That right to information includes also the legal and business relations of the Company to an affiliated company. Whenever the consolidated accounts and the consolidated management report are presented in the Annual General Meeting of a parent company (Section 244 Companies Act), that right to information concerns also the affairs and conditions of the group and of the consolidated entities.*
- (2) *Information shall be provided pursuant to the principles of conscientious and accurate reporting.*

- (3) *Information may be withheld if and when*
1. *based on sound business judgment, it is likely to cause the Company or any of its affiliates a significant drawback, or*
  2. *if the provision of such information would constitute a criminal offense.*
- (4) *Information may also be withheld if it was available on the Company's website for at least seven consecutive days prior to the commencement of the Annual General Meeting in the form of questions and answers; Section 108 (4), last sentence applies by analogy. The reason why certain information is withheld must be given."*

**Explanatory note:**

Every shareholder must receive information about the Company's affairs at the Annual General Meeting upon his or her request, if that information is necessary to properly evaluate an item on the agenda.

Every shareholder who attends the Annual General Meeting is entitled to that information. Not only the shareholders themselves, but also their legal or authorized representatives are entitled to that information. Shareholders whose membership rights are dormant (Sections 51 (3), 65 (5) AktG) are not entitled to information.

Except for the cases described in Section 118 (4), information shall be provided at the Annual General Meeting pursuant to the principles of conscientious and truthful reporting.