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UNIQA Insurance Group AG

ISIN AT0000821103

C O N V O C A T I O N

of the shareholders of UNIQA Insurance Group AG, with its registered office in Vienna,
to the

19th Annual General Meeting

to be held on **Monday, 28 May 2018, 10 a.m.**,

at the UNIQA Tower, A-1029 Vienna, Untere Donaustrasse 21, ground floor, Platinum

A G E N D A

1. Presentation of the adopted non-consolidated financial statements and the consolidated financial statements of UNIQA Insurance Group AG for the year ending 31 December 2017, the management report, the corporate governance report of the Management Board, and the Management Board's proposal for the distribution of profits, as well as the report of the Supervisory Board pursuant to Section 96 Stock Corporation Act for the fiscal year 2017.
2. Resolution on the distribution of net profits shown in the Company's financial statements for the year ending 31 December 2017.
3. 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 2017.
4. Resolution on daily allowances and remuneration for the members of the Supervisory Board.
5. Election of the auditor of the non-consolidated and consolidated financial statements for the fiscal year 2019.
6. Resolution to renew the authorization granted to the Management Board to purchase own shares pursuant to Sect. 65 para.1 (8) and para.1a and para.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 allowed pursuant to Sect. 65 para.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, also excluding the shareholders' proportional tender option. The authorization can be exercised from 29 May 2018 up to and including 29 November 2020, i.e. over a period of 30 months, for the purchase of own shares at a minimum price of EUR 1.00 and a maximum price of EUR 15.00 per share. The authorization granted to purchase own shares also includes the purchase of shares of the Company by subsidiaries of the Company (Sect. 66 Stock Corporation Act). The Company's own shares can be sold, subject approval by the Supervisory Board, within a period of five years from the date of authorization other than on

the stock exchange or by public offering, (i) for the purpose of setting up an employee participation program, either including members of the Management Board and/or senior employees or exclusively for members of the Management Board and/or senior employees, or for a stock option plan for employees, either including members of the Management Board and/or senior employees or exclusively for members of the Management Board and/or senior employees of the Company and, if so decided, of affiliated companies, including, if applicable, through transfer to an employee participation foundation in the meaning of Sect. 4d para.4 of the Income Tax Act, or (ii) as transaction currency for the acquisition of companies, establishments, parts of establishments or participating interests in one or several companies in Austria or abroad, or (iii) for an over-allotment option (greenshoe option) or (iv) for the rounding of fractional amounts. The Management Board is authorized to withdraw own shares bought back with the approval of the Supervisory Board but without further authorization to be granted by the Annual General Meeting, and the Supervisory Board is authorized to adopt amendments to the Articles of Association required as a result of the withdrawal of shares.

6. Election of two members of the Supervisory Board.

Documents

The following documents can be inspected at the Company's registered office at A-1029 Vienna, Untere Donaustrasse 21, UNIQA Tower:

- (i) Non-consolidated financial statements for the year ending 31 December 2017, including the management report
- (ii) Consolidated financial statements for the year ending 31 December 2017, including the consolidated management report
- (iii) Corporate governance report for the fiscal year 2017
- (iv) Proposal of the Management Board for the distribution of net profits shown in the Company's financial statements for the year ending 31 December 2017
- (v) Report of the Supervisory Board pursuant to Section 96 of the Stock Corporation Act for the fiscal year 2017
- (vi) Declaration by the candidates proposed as members of the Supervisory Board pursuant to Section 87 (2) of the Stock Corporation Act, i.e. statement regarding their professional qualifications, professional roles or similar positions, and confirmation that there are no ground for bias
- (vii) 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
- (viii) Proposed resolutions of the Management Board and/or the Supervisory Board regarding items 2 to 7 of the agenda
- (ix) Further information on the shareholders' rights pursuant to Sections 109, 110 and 118 of the Stock Corporation Act
- (x) Convocation of the shareholders of the Company to the 19th Annual General Meeting

From the date of publication, this convocation to the 19th Annual General Meeting of the Company, and as of 7 May 2018, at the latest, the documents described in paragraphs (i) to (ix) above are available at no charge at the Company's premises in A-1029 Vienna, Untere Donaustrasse 21, UNIQA Tower, Investor Relations, and are published as of the aforementioned dates on the Company's website (www.uniqagroup.com) at "Investor Relations/Annual General Meeting". Forms for the granting and revocation of proxies pursuant to Section 114 of the Stock Corporation Act are also available on the Company's website.

Notice concerning shareholders' rights (Section 106 (5) Stock Corporation Act)

Pursuant to Section 109 of the Stock Corporation Act, shareholders who together hold 5% of the share capital may request in writing that items be put on the agenda and published. Any such item so requested must be accompanied by a proposal for a resolution and an explanatory statement. The applicants must have held their shares for at least three months prior to their request. A request must be received by the Company no later than on the 21st day prior to the Annual General Meeting, hence on or before 7 May 2018. Such a request must be made in writing and sent to the Company's address at A-1029 Vienna, Untere Donaustrasse 21, UNIQA Tower, Investor Relations.

Pursuant to Section 110 of the Stock Corporation Act, shareholders who together hold 1% 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 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, as entered in the Companies Register. The request must be sent in writing to the Company's address at A-1029 Vienna, Untere Donaustrasse 21, UNIQA Tower, Investor Relations, or by fax at +43 1 211 75 79 3773 or e-mail to hauptversammlung@uniga.at (if sent by e-mail, the request must be attached to the e-mail message in text form (e.g. as pdf file)). The request will be considered receivable if received by the Company on or before the 7th business day prior to the Annual General Meeting, i.e. on or before 16 May 2018. If a request concerns a proposal for election of a member of the Supervisory Board, the reasoning is replaced by a statement issued by the proposed candidate pursuant to Section 87 (2) of the Stock Corporation Act.

Pursuant to Section 118 of the Stock Corporation Act, every shareholder has the right to be informed about the Company's affairs at the Annual General Meeting upon his or her request, if such information is necessary to properly assess an item on the agenda. Information may be withheld if, based on sound business judgment, it is likely to cause the Company or any of its affiliates a significant disadvantage, or if the disclosure of such information would constitute a criminal offence.

Shareholder rights which are linked to the holding of shares during a certain period of time may be exercised only if the shareholder(s) submit(s) a deposit certificate pursuant to Section 10a of the Stock Corporation Act to prove its (their) shareholder status during the relevant period.

Further information about shareholder rights pursuant to Sections 109, 110 and 118 of the Stock Corporation Act is available on the Company's website (www.uniqagroup.com) at Investor Relations/Annual General Meeting.

Right to attend, deposit certificate, record date, and proxy (Section 106 (6), (7) and (8) Stock Corporation Act)

Pursuant to Section 111 (1) of the Stock Corporation Act, the right to attend the Annual General Meeting and to exercise shareholder rights depends on the shares held at the end of the tenth day prior to the Annual General Meeting (record date). Only shareholders who were shareholders at the end of the tenth day prior to the Annual General Meeting (record date) have the right to attend the Annual General Meeting and exercise their shareholder rights. The record date is 18 May 2018, 24:00 hours (Vienna time).

For bearer shares deposited with a custodian (all shares issued by the Company are bearer shares), proof of shareholder status on the record date is furnished by producing to the Company a deposit

certificate pursuant to Section 10a of the Stock Corporation Act, which must be issued in writing and received by the Company on the third business day prior to the Annual General Meeting at the latest, hence on or before 23 May 2018, at A-1029 Vienna, Untere Donaustrasse 21, UNIQA Tower, Investor Relations, or by fax at +43 (0)1 8900 500 95 or e-mail to anmeldung.uniqa@hauptversammlung.at (e-mail messages must be accompanied by a deposit certificate in text form (e.g. as pdf file)) or by SWIFT message type MT598 to GIBAATWGGMS with reference to ISIN AT0000821103. The deposit certificate pursuant to Section 10a of the Stock Corporation Act must be issued by the custodian bank domiciled in a Member State of the European Economic Area or in a full Member State of the OECD. If the deposit certificate is to prove current shareholder status, it must not be older than seven days when presented to the Company. The Company accepts deposit certificates in German and in English.

The deposit certificate must be issued by the shareholder's custodian bank and must contain at least the following information:

- Information about the issuer: name/company name and address or a code commonly used in transactions between banks (SWIFT code),
- Information about the shareholder: name/company name, address, date of birth of individuals, register and register number (Companies Register number) of legal entities,
- Securities account number or other identifier,
- Information about the shares: number of the shareholder's no-par-value shares,
- Date or period to which the deposit certificate refers.

Shares are not blocked as a result of shareholders registering for the Annual General Meeting and/or presenting a deposit certificate. Shareholders may continue to freely dispose of their shares even after registration and/or presentation of a deposit certificate.

Every shareholder who has the right to attend the Annual General Meeting may appoint an individual or a legal entity as proxy. The Company itself or a member of the Management Board or of the Supervisory Board may exercise the voting right as proxy holder only if a shareholder issued express instructions as to how to vote on the individual items on the agenda. Proxy must be granted to a specified person in text form. Every shareholder may use the forms the Company provides on its website (www.uniqagroup.com) at Investor Relations/Annual General Meetings. Shareholders are not obliged to use these forms.

If shareholders so wish, they may appoint Dr. Michael Knap, Vice-President of Interessenverband für Anleger (IVA), at A-1130 Vienna, Feldmühlgasse 22, as independent proxy who will exercise their voting rights at the Annual General Meeting. Special forms for the granting and revocation of proxies are available on the Company's website (www.uniqagroup.com) at Investor Relations/Annual General Meeting. Any proxy-related costs are borne by the Company. All other costs, including but not limited to bank charges for the deposit certificate or postage, must be borne by the shareholder. Furthermore, shareholders may directly contact Dr. Michael Knap at +43 664 2138740 or e-mail [at michael.knap@iva.or.at](mailto:michael.knap@iva.or.at). Even if a proxy is granted to the independent IVA proxy holder, it must be sent to the Company as described below. The Company will provide the proxy with copies of the proxies. Any instructions on the exercise of voting rights must be issued directly to Dr. Michael Knap. Please note that Dr. Michael Knap does not accept any instructions to speak, to ask questions, to file motions or to raise objections against resolutions of the Annual General Meeting.

A shareholder's proxy must be sent to and retained by the Company. A proxy must be received by the Company no later than on 25 May 2018, 4 p.m. (last business day prior to the Annual General Meeting), in writing by surface mail at A-1029 Vienna, Untere Donaustraße 21, UNIQA Tower,

Investor Relations, or by fax at +43 (0)1 8900 500 95 or e-mail at anmeldung.uniq@hauptversammlung.at (if sent by e-mail, the proxy must be attached to the e-mail message in text form (e.g. as pdf file)), or via SWIFT message type MT598 to GIBAATWGGMS with the reference ISIN AT0000821103.

On the day of the Annual General Meeting, the proxy can only be handed over personally upon registration for the Annual General Meeting at the venue of the meeting.

Upon request, the proxy form provided on the Company's website will be sent by surface mail.

If a shareholder has granted a proxy to his/her custodian bank (Section 10a Stock Corporation Act), the custodian bank, besides issuing a deposit certificate, need only state that proxy was granted to it.

The above provisions governing the granting of proxies also apply, mutatis mutandis, to the revocation of proxies.

The distribution of voting cards for the Annual General Meeting starts at 9 a.m. on the day of the Annual General Meeting. Shareholders and their representatives are asked to bring an official photo ID for identification. The Company reserves the right to verify the identities of the individuals (shareholders and their representatives) attending the Annual General Meeting. If their identity cannot be determined, shareholders and shareholder representatives may be denied admission to and presence at the Annual General Meeting.

Information on Webcasting of the Annual General Meeting

Notice pursuant to Section 106 (2) (b) of the Stock Corporation Act: The Annual General Meeting will be webcast from its commencement until the end of the CEO's presentation under Item 1 of the agenda.

Total number of shares and voting rights at the time of convocation (Section 106 (9) Stock Corporation Act and Section 83 (2.1) Austrian Stock Exchange Act

At the time of convocation of the Annual General Meeting, the share capital of the Company amounts to EUR 309,000,000.00 divided into 309,000,000 no-par-value shares. Each no-par-value share carries one vote. At the time of convocation of the Annual General Meeting, the Company and its subsidiaries hold 2,034,739 treasury shares, of which 1,215,089 treasury shares are held by UNIQA Österreich Versicherungen AG. At the time of convocation of the Annual General Meeting, the number of participating and voting shares comes to a total of 306,965,261. The Company does not have different classes of shares.

Vienna, April 2018

The Management Board of UNIQA Insurance Group AG