

# Consolidated Corporate Governance Report

UNIQA has been committed to compliance with the Austrian Code of Corporate Governance since 2004 and publishes the declaration of conformity both in the Group report and on [www.uniqagroup.com](http://www.uniqagroup.com) in the Investor Relations section. The Austrian Code of Corporate Governance is also publicly available at [www.uniqagroup.com](http://www.uniqagroup.com) and [www.corporate-governance.at](http://www.corporate-governance.at).

The Corporate Governance Report and the Consolidated Corporate Governance Report of UNIQA Insurance Group AG are summarised in this report in accordance with Section 267b in conjunction with Section 251(3) of the Austrian Commercial Code.

Implementation and compliance with the individual rules in the Austrian Code of Corporate Governance, with the exception of Rules 77 to 83, are evaluated annually by PwC Wirtschaftsprüfung GmbH. Rules 77 to 83 of the Austrian Code of Corporate Governance are evaluated by the law firm Schönherr Rechtsanwälte GmbH. The evaluation is carried out based mainly on the questionnaire, published by the Austrian Working Group for Corporate Governance, for the evaluation of compliance with the Code. The reports on the external evaluation in accordance with Rule 62 of the Austrian Code of Corporate Governance can also be found at [www.uniqagroup.com](http://www.uniqagroup.com).

UNIQA also declares its continued willingness to comply with the Austrian Code of Corporate Governance as currently amended. However, UNIQA deviates from the provisions of the Code as amended with regard to the following C rules (comply or explain rules), and the explanations are set out below.

#### **Rule 49 of the Austrian Code of Corporate Governance**

Due to the growth of UNIQA's shareholder structure and the special nature of the insurance business with regard to the investment of assets, there are a number of contracts with companies related to individual members of the Supervisory Board in which these Supervisory Board members discharge duties as members of governing bodies. If such contracts require approval by the Supervisory Board in accordance with Section 95(5)(12) of the Austrian Stock Corporation Act (Rule 48 of the Austrian Code of Corporate Governance), the details of these contracts cannot be made public for reasons of company policy and competition law. All transactions are in any case entered into and processed on an arm's length basis.

## Members of the Management Board

Name	Responsible for	Supervisory Board appointments or comparable functions in other domestic and foreign companies not included in the consolidated financial statements
<b>Andreas Brandstetter</b> , Chief Executive Officer (CEO) * 1969, appointed 1 January 2002 until 30 June 2024	Strategy & Transformation, UNIQA Ventures, New Business Areas (Health), Group General Secretary, Auditing, Art Insurance, Strategic Personnel Management, Operating Personnel Management, Brand & Communication, Ethics & Sustainability, Works Council, Asset Management (UCM/UREM), Digitalisation	<ul style="list-style-type: none"> <li>▪ Member of the Supervisory Board of STRABAG SE, Villach</li> </ul>
<b>Erik Leyers</b> , Data & IT * 1969, appointed 1 June 2016 until 30 June 2024	Data Management, UITS, UIP project, Group Service Centre (Nitra)	<ul style="list-style-type: none"> <li>▪ Member of the Supervisory Board of Raiffeisen Informatik GmbH, Vienna (until 26 September 2019)</li> <li>▪ Member of the Supervisory Board of Raiffeisen Informatik Geschäftsführungs GmbH, Vienna (since 26 September 2019)</li> </ul>
<b>Kurt Svoboda</b> , Finance & Risk Management * 1967, appointed 1 July 2011 until 30 June 2024	Legal & Compliance, Investor Relations, Controlling, Finance & Accounting, Actuarial Services, Risk Management, Regulatory Affairs, Reinsurance, Auditing	<ul style="list-style-type: none"> <li>▪ Member of the Supervisory Board of CEESEG Aktiengesellschaft, Vienna</li> <li>▪ Member of the Supervisory Board of Wiener Börse AG, Vienna</li> </ul>

## The work of the Management Board

The work of the members of the Management Board of UNIQA Insurance Group AG is regulated by the rules of procedure. The division of the business responsibilities as decided by the Group Executive Board is approved by the Supervisory Board. The rules of procedure govern the obligations of the members of the Management Board to provide the Supervisory Board and each other with information and approve each other's activities. The rules of procedure also specify a list of activities that require consent from the Supervisory Board. The Management Board generally holds meetings every two weeks in which the members of the Management Board report on the current course of business, determine what steps should be taken and make strategic corporate decisions. The meetings of the Management Boards for UNIQA Österreich Versicherungen AG and UNIQA International AG are usually scheduled in between the meetings of UNIQA Insurance Group AG. In addition, there is a continuous exchange of information between the members of the Management Board regarding relevant activities and events.

The Management Board of UNIQA Insurance Group AG meets, whenever possible, every 14 days as the Group Executive Board together with the respective chairmen of the Management Boards of UNIQA Österreich Versicherungen AG (acting concurrently as CFO/CRO of UNIQA Insurance Group AG) and UNIQA International AG, along with the member of the Management Board of UNIQA Österreich Versicherungen AG responsible for Raiffeisen bank sales in Austria and, until 31 January 2019, with Mark-Alexander Bockelmann, member of the Management Board of UNIQA Österreich Versicherungen AG and UNIQA International AG responsible for digitalisation, each of whom has an advisory vote. From 1 January 2020, all members of the Management Boards of UNIQA Österreich Versicherungen AG and UNIQA International AG will participate in the meetings of UNIQA Insurance Group AG with an advisory vote (Group Executive Board). The Management Boards of UNIQA Insurance Group AG, UNIQA Österreich Versicherungen AG and UNIQA International AG represent in their entirety the future Management Board of the company emerging from the planned new Group structure as of 1 January 2020.

Management and monitoring functions in significant subsidiaries	Number of UNIQA shares held
<ul style="list-style-type: none"> <li>▪ Chairman of the Supervisory Board of SIGAL UNIQA Group AUSTRIA sh.a., Tirana</li> <li>▪ Chairman of the Supervisory Board of SIGAL Life UNIQA Group AUSTRIA sh.a., Tirana</li> <li>▪ President of the Board of Directors of UNIQA Re AG, Zurich</li> </ul>	as at 31 December 2019: 50,219 shares
<ul style="list-style-type: none"> <li>▪ Member of the Management Board of UNIQA Österreich Versicherungen AG, Vienna</li> <li>▪ Member of the Management Board of UNIQA International AG, Vienna</li> <li>▪ Member of the Executive Management of UNIQA internationale Beteiligungs-Verwaltungs GmbH, Vienna (until 18 December 2019)</li> <li>▪ Member of the Supervisory Board of UNIQA Asigurari S.A., Bucharest</li> <li>▪ Member of the Supervisory Board of UNIQA Asigurari de Viata S.A., Bucharest</li> <li>▪ Member of the Supervisory Board of UNIQA Towarzystwo Ubezpieczeń S.A., Lodz</li> <li>▪ Member of the Supervisory Board of UNIQA Biztosító Zrt., Budapest</li> <li>▪ Member of the Supervisory Board of UNIQA pojišťovna, a.s., Prague</li> <li>▪ Chairman of the Supervisory Board of UNIQA Group Service Center Slovakia, spol. s r.o., Nitra</li> <li>▪ Chairman of the Supervisory Board of sTech d.o.o., Belgrade</li> </ul>	as at 31 December 2019: 6,885 shares
<ul style="list-style-type: none"> <li>▪ Chairman of the Management Board of UNIQA Österreich Versicherungen AG, Vienna</li> <li>▪ Member of the Management Board of UNIQA International AG, Vienna</li> <li>▪ Member of the Executive Management of UNIQA internationale Beteiligungs-Verwaltungs GmbH, Vienna (until 18 December 2019)</li> <li>▪ Member of the Supervisory Board of UNIQA Asigurari S.A., Bucharest (until 24 July 2019)</li> <li>▪ Member of the Supervisory Board of UNIQA Asigurari de Viata S.A., Bucharest (until 24 July 2019)</li> <li>▪ President of the Board of Directors of UNIQA Versicherung AG, Vaduz</li> <li>▪ Vice President of the Board of Directors of UNIQA Re AG, Zurich</li> </ul>	as at 31 December 2019: 16,097 shares

The Management Board informs the Supervisory Board at regular intervals, in a timely and comprehensive manner, about all relevant questions of business development, including the risk situation and the risk management of the Group. In addition, the Chairman of the Supervisory Board is in regular contact with the CEO to discuss the company's strategy, business performance and risk management.

## Members of the Supervisory Board

Name	Supervisory Board appointments in domestic and foreign listed companies	Management and monitoring tasks in significant subsidiaries	Number of UNIQA shares held
<b>Walter Rothensteiner</b> , Chairman * 1953, appointed 3 July 1995 until the 24th AGM (2023)			
<b>Christian Kuhn</b> , 1st Vice-Chairman * 1954, appointed 15 May 2006 until the 24th AGM (2023)			
<b>Erwin Hameseder</b> , 2nd Vice-Chairman * 1956, appointed 21 May 2007 until the 24th AGM (2023)	<ul style="list-style-type: none"> <li>▪ Chairman of the Supervisory Board of Raiffeisen Bank International AG, Vienna</li> <li>▪ Chairman of the Supervisory Board of AGRANA Beteiligungs-Aktiengesellschaft, Vienna</li> <li>▪ Vice-Chairman of the Supervisory Board of STRABAG SE, Villach</li> <li>▪ 2nd Vice-Chairman of the Supervisory Board of Südzucker AG, Mannheim</li> </ul>		
<b>Burkhard Gantenbein</b> , 3rd Vice-Chairman * 1963, appointed 29 May 2017 until the 24th AGM (2023)		<ul style="list-style-type: none"> <li>▪ Chairman of the Supervisory Board of UNIQA Österreich Versicherungen AG, Vienna</li> <li>▪ Member of the Supervisory Board of UNIQA International AG, Vienna</li> </ul>	as at 31 December 2019: 10,250 shares
<b>Markus Andréewitch</b> , Member * 1955, appointed 26 May 2014 until the 24th AGM (2023)			
<b>Marie-Valerie Brunner</b> , Member * 1967, appointed 28 May 2018 until the 24th AGM (2023)			as at 31 December 2019: 1,750 shares
<b>Anna Maria D'Hulster (since 20 May 2019)</b> , Member * 1964, appointed 20 May 2019 until the 24th AGM (2023)			
<b>Elgar Fleisch</b> , Member * 1968, appointed 28 May 2018 until the 24th AGM (2023)			
<b>Martin Grüll (since 20 May 2019)</b> , Member * 1959, appointed 20 May 2019 until the 24th AGM (2023)			
<b>Jutta Kath</b> , Member * 1960, appointed 30 May 2016 until the 24th AGM (2023)		<ul style="list-style-type: none"> <li>▪ Member of the Board of Directors of UNIQA Re AG, Zurich</li> </ul>	
<b>Rudolf Könighofer (until 20 May 2019)</b> , Member * 1962, appointed 30 May 2016 until 20 May 2019	<ul style="list-style-type: none"> <li>▪ Member of the Supervisory Board of Raiffeisen International AG, Vienna</li> </ul>		
<b>Kory Sorenson (until 20 May 2019)</b> , Member * 1968, appointed 26 May 2014 until 20 May 2019	<ul style="list-style-type: none"> <li>▪ Member of the Board of Directors of SCOR SE, Paris</li> <li>▪ Member of the Board of Directors of Phoenix Group Holdings, Cayman Islands</li> <li>▪ Member of the Board of Directors of Pernod Ricard, Paris</li> <li>▪ Member of the Board of Directors of Prometic Life Sciences Inc., Québec (until 31 March 2019)</li> </ul>		as at 20 May 2019: 10,000 shares

**Delegated by the Central Works Council****Sabine Andre (since 20 May 2019)**

\* 1966, since 20 May 2019

**Peter Gattinger**

\* 1976, from 10 April 2013 until 26 May 2015

and since 30 May 2016

**Heinrich Kames**

\* 1962, since 10 April 2013

as at 31 December 2019:  
56 shares**Harald Kindermann**

\* 1969, since 26 May 2015

as at 31 December 2019:  
750 shares**Franz-Michael Koller**

\* 1956, since 17 September 1999

as at 31 December 2019:  
912 shares**Friedrich Lehner (until 20 May 2019)**

\* 1952, from 31 May 2000 until 1 September 2008

and from 15 April 2009 until 20 May 2019

as at 31 December 2019:  
1,162 shares**Committees of the Supervisory Board**

<b>Committee</b>	<b>Chairpeople</b>	<b>Vice Chairman</b>	<b>Members</b>	<b>Delegated by the Central Works Council</b>
<b>Committee for Board Affairs</b>	Walter Rothensteiner	Christian Kuhn	Burkhard Gantenbein, Erwin Hameseder	
<b>Working Committee</b>	Walter Rothensteiner	Christian Kuhn	Marie-Valerie Brunner (until 20 May 2019), Elgar Fleisch, Burkhard Gantenbein, Martin Grüll (since 20 May 2019), Erwin Hameseder	Peter Gattinger, Heinrich Kames, Franz-Michael Koller
<b>Audit Committee</b>	Walter Rothensteiner	Christian Kuhn	Anna Maria D'Hulster (since 20 May 2019), Burkhard Gantenbein, Erwin Hameseder, Jutta Kath, Kory Sorenson (until 20 May 2019)	Peter Gattinger, Heinrich Kames, Franz-Michael Koller
<b>Investment Committee</b>	Martin Grüll (since 20 May 2019) Kory Sorenson (until 20 May 2019)	Christian Kuhn	Marie-Valerie Brunner, Anna Maria D'Hulster (since 20 May 2019), Burkhard Gantenbein, Jutta Kath, Rudolf Könighofer (until 20 May 2019)	Peter Gattinger, Heinrich Kames, Franz-Michael Koller
<b>IT Committee</b>	Markus Andréewitch	Jutta Kath	Marie-Valerie Brunner (since 20 May 2019), Elgar Fleisch, Rudolf Könighofer (until 20 May 2019)	Heinrich Kames, Franz-Michael Koller

## The work of the Supervisory Board and its committees

The Supervisory Board advises the Management Board in its strategic planning and projects. It decides on the matters assigned to it by law, the Articles of Association and its rules of procedure. The Supervisory Board is responsible for supervising the management of the company by the Management Board. It is comprised of ten shareholder representatives and five employee representatives, and it convened for seven meetings in 2019. One decision was made by way of circular resolution. All members of the Supervisory Board attended more than half of the meetings of the Supervisory Board in the 2019 financial year in person.

A **Committee for Board Affairs** has been appointed to handle the relationship between the company and the members of its Management Board relating to employment and salary; this committee also acts as the **Nominating and Remuneration Committee** and is composed of the members of the Executive Committee of the Supervisory Board. In the seven meetings which took place in 2019, the Committee dealt intensively with the development of the UNIQA 3.0 strategy programme, interviewing candidates for management positions in the Group, filling Management Board positions, the remuneration strategy and succession planning.

The **Working Committee** of the Supervisory Board is only called upon to make decisions if the urgency of the matter means that the decision cannot wait until the next meeting of the Supervisory Board. It is the Chairman's responsibility to assess the urgency of the matter. The resolutions passed must be reported in the next meeting of the Supervisory Board. Generally, the Working Committee can make decisions on any issue that is the responsibility of the Supervisory Board, but this does not include issues of particular importance or matters that must be decided upon by the full Supervisory Board by law. The Working Committee did not convene for any meetings in 2019. One decision was made by way of circular resolution.

The **Audit Committee** of the Supervisory Board performs the duties assigned to it by law. The Audit Committee convened for three meetings, which were also attended by the auditor of the (consolidated) financial statements. The meetings dealt with all the documents relating to the financial statements, the Corporate Governance Report and the appropriation of profit proposed by the Management Board (each for the 2018 financial year). Furthermore, the audit of the 2019 financial statements of the companies of the

consolidated group was planned, and the auditor reported on the results of preliminary audits. In particular, the Audit Committee received quarterly reports from Internal Auditing concerning audit areas and material findings based on the audits conducted.

The **Investment Committee** advises the Management Board with regard to its investment policy; it has no decision-making authority. 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 (new core system) over the course of five meetings.

The chairmen of the respective committees informed the full Supervisory Board about the meetings and their committees' work.

For information concerning the activities of the Supervisory Board and its committees, please also refer to the details in the Report of the Supervisory Board.

## Independence of the Supervisory Board

All members of the Supervisory Board elected during the Annual General Meeting have declared their independence under Rule 53 of the Austrian Code of Corporate Governance. Anna Maria D'Hulster (since 20 May 2019), Kory Sorenson (until 20 May 2019) and Jutta Kath also satisfy the criteria of Rule 54 of the Austrian Code of Corporate Governance in that they are neither shareholders with a participation of more than 10 per cent nor do they represent the interests of such shareholders.

A Supervisory Board member is considered independent if he or she is not in any business or personal relationship with the company or its Management Board that represents a material conflict of interest and is therefore capable of influencing the behaviour of the member concerned.

UNIQA has established the following additional criteria for determining the independence of a Supervisory Board member:

- The Supervisory Board member should not have been a member of the Management Board or a senior executive

of the company or a subsidiary of the company in the past five years.

- The Supervisory Board member should not maintain or have maintained within the last year any business relationship with the company or a subsidiary of the company that is material for the Supervisory Board member concerned. This also applies to business relationships with companies in which the Supervisory Board member has a significant economic interest, but does not apply to functions performed on decision-making bodies in the Group.
- The Supervisory Board member should not have been an auditor of the company or a shareholder or salaried employee of the auditing company within the last three years.
- The Supervisory Board member should not be a member of the Management Board of another company in which a Management Board member of the company is a member of the other company's Supervisory Board unless one of the companies is a member of the other company's group or holds an investment in the other company.
- The Supervisory Board member should not be a member of the Supervisory Board for longer than 15 years. This does not apply to Supervisory Board members who are shareholders with a business investment or who are representing the interests of such a shareholder.
- The Supervisory Board member should not be a close family relative (direct descendant, spouse, life partner, parent, uncle, aunt, sibling, niece or nephew) of a Management Board member or of persons who are in one of the positions described in the above points.

### Measures to promote women on the Management Board, the Supervisory Board and in executive positions

UNIQA is convinced that a high degree of diversity can enhance its success on a sustainable basis. Diversity makes us successful together and has a positive influence on corporate culture. In this context, diversity means different nationalities, cultures and a collective of men and women, especially in executive positions. Together, they contribute to "Diversity of Thought".

With Marie-Valerie Brunner, Anna Maria D'Hulster and Jutta Kath, three women have been elected to join the Supervisory Board of UNIQA Insurance Group AG. The proportion of female Supervisory Board members among the elected

members (capital representatives) therefore amounts to the legally required 30 per cent. Sabine Andre was appointed to the group of employee representatives on the Supervisory Board on 20 May 2019. A total of eleven members of the Management Board, including one woman, were appointed to the Management Boards of UNIQA Insurance Group AG, UNIQA Österreich Versicherungen AG and UNIQA International AG in Austria in 2019.

Of a total of 549 managers at the Austrian location, 163 are women, which corresponds to a share of 29.7 per cent. In the UNIQA International AG companies outside Austria, 329 of a total of 699 managers are currently female, which amounts to 47.1 per cent. In the entire UNIQA Group, the average number of female managers is 39.4 per cent (492 of a total of 1,248 persons).

### Diversity concept

A comprehensive diversity concept is currently being developed at UNIQA. Over the next few years, it is planned to concentrate on four selected priorities:

1. Women in management – more women in management positions
2. Compensation fairness – equal pay for work of equal value
3. Generation management – old and young contribute together to the success of the company
4. People with disabilities – integrate, promote and offer positions where they can use their strengths

UNIQA has launched a new initiative called "Get ready" in 2019. Within this framework, a dialogue was opened with regard to the selected diversity priorities, in order to raise awareness of these important topics throughout UNIQA. The first two events in 2019 focused on the promotion of women and were dedicated to the topics "Pension gap – needs and reality" and "Women & careers at UNIQA".

### 1. Women in management

In May 2019 the Group HR department, in cooperation with 14 female managers from Austria and abroad, worked out and prioritised the most important focus areas relating to the promotion of women. Measures that will be elaborated further for achieving these goals include the promotion of



a mindset open to diversity and inclusion, the continuous development of models for flexible working time and transparent career paths.

In October 2019 the first workshop on the topic of unconscious bias was held with the members of the Management Board. In the course of the workshop, it was shown how organisations can benefit from diverse teams. Top managers could also reflect on their unconscious thinking patterns and perception filters.

Eighty senior managers and experts across the Group completed a one-week comprehensive leadership development programme at the Harvard Business School with the title “Leading Transformation at UNIQA” in 2019. The proportion of women in this programme in the context of the strategic transformation UNIQA 3.0 was 20 per cent.

The NEXT AT management programme for all Austrian managers ended in mid-2019. By that time, 547 people had participated in it since 2017. The overall share of female participants in this programme was 25 per cent. The most frequently chosen training courses were “Motivation 3.0”, “Conflict Management” and “Leading in dynamic working environments”. Accompanying individual coaching was taken up by 80 participants.

Thanks to the cooperation with the Female Founders, which has been in place since 2017, four female executives were able to participate in the three-month digital leadership programme Lead F in 2019. Since 2019 UNIQA has also been a partner of the women’s platform Business Riots, which aims to break up traditional forms of work and living environments from the perspective of women. Female employees can attend events and further their professional and personal development.

Enabling employees to achieve a work-life balance and providing them with easy access to services that make everyday life easier, especially for mothers, are key factors in promoting women. UNIQA offers a comprehensive range of services known as “Freiraum” (Latitude) that addresses these needs. Within the scope of the mental health hotline KEEP BALANCE, a cooperation with Hilfswerk Austria, completely anonymous advice and support is offered for all professional and personal problems.

UNIQA also relies on flexible working hours. In addition to the long-established option for teleworking, which 13.5 per cent of employees use in Austria in the administrative departments, “mobile work” has been consistently

implemented since the end of 2018. Employees are able to work up to eight days a month from home, on the road or at other suitable locations. A total of 172 employees practice the classic teleworking, and 391 employees – mobile working.

In the 2019 employee survey in Austria, the effect of the increased flexibility of working hours was clearly reflected in a very high level of agreement with the statement “I am very satisfied with my working hours model”.

## 2. Compensation fairness

UNIQA wants to bind all committed and qualified employees – no matter what gender – in the same manner to the company on a long-term basis. Therefore, equal opportunities in working conditions and equal pay are a major concern for UNIQA. The clear objective is to achieve comprehensive gender-independent compensation fairness. To this end, the valid regulations regarding remuneration at UNIQA for employees were summarised and communicated internally in the summer of 2019. In the course of salary increases at the end of 2019, a special focus was placed on female employees. In addition, a survey of internal compensation fairness is planned for 2020.

## 3. Generation management

Making use of the age diversity throughout the company in a more targeted way, optimising the transfer of knowledge and promoting intergenerational cooperation even further were some of the main questions of the future UNIQA dealt with intensively during 2019. For this purpose, the offer of a demography consultancy was also taken up, to help establish an age-appropriate working environment.

Several concrete pilot events were held for managers, teams and for employees of the 45+ generation. Topics such as intergenerational knowledge transfer, reverse mentoring and generation-sensitive leadership were developed with existing teams. The feedback on these pilot projects was very positive.

## 4. People with disabilities

In 2019 initial contacts were made with potential cooperation partners, and events were evaluated that contribute to raising awareness of this important topic and provide informal access to unusual situations in order to reduce reservations that people might have.

## Remuneration Report

### Remuneration of the Management Board and Supervisory Board

The members of the Management Board of UNIQA Insurance Group AG received remuneration of €3.2 million in 2019.

In € thousand	2019	2018
The expenses attributable to the financial year in question for the remuneration of the members of the Management Board amounted to:		
Fixed remuneration <sup>1)</sup>	1,574	1,612
Variable remuneration	1,609	1,745
Current remuneration	3,183	3,356
Termination benefit entitlements	0	0
<b>Total</b>	<b>3,183</b>	<b>3,356</b>
of which proportionately recharged to operating subsidiaries	2,249	1,663
Paid to former members of the Management Board and their surviving dependants	2,766	2,492

<sup>1)</sup> The fixed salary components include remuneration in kind equivalent to €34,787 (2018: €34,788).

The breakdown of the total Management Board remuneration among the individual members of the Management Board was as follows:

Member of the Management Board In € thousand	Fixed remuneration	Variable remuneration <sup>1)</sup>	Multi-year share-based remuneration (LTI) <sup>2)</sup>	Total current remuneration	Total for the year
Andreas Brandstetter	669	478	267	1,414	1,414
Erik Leyers	349	269	0	618	618
Kurt Svoboda	555	395	200	1,150	1,150
<b>Total 2019</b>	<b>1,574</b>	<b>1,141</b>	<b>468</b>	<b>3,183</b>	<b>3,183</b>
Total 2018	1,612	1,295	450	3,356	3,356

<sup>1)</sup> The short-term incentive (STI) comprises a variable remuneration component which is paid beginning with the 2017 financial year, partly in the following year and partly after three years (the deferred component).

<sup>2)</sup> The long-term incentive (LTI) corresponds with a share-based remuneration agreement first introduced in 2013, with the beneficiary entitled to receive a cash settlement following a four-year term. Details can be found in the notes to the consolidated financial statements.

In the past financial year, the members of the Management Board of UNIQA Insurance Group AG received variable remuneration and multi-year share-based payments amounting to €1.6 million. Payments (STI) in the amount of €0.4 million are expected to be made in subsequent years for the 2017 financial year. For the 2018 financial year, payments (STI) in the amount of €0.4 million are expected to be made in 2022. For the 2019 financial year, payments (STI) in the amount of €1.6 million are expected to be made in the years 2020 and 2023. As part of the multi-year share-based payment (LTI), payments of €0.5 million were made to the members of the Management Board

of UNIQA Insurance Group AG in 2019. For the subsequent years 2020 to 2023, a payment of €2.5 million is expected for the virtual shares allocated up to 31 December 2019.

In addition to the above-mentioned employee benefits, the following pension fund contributions were made for the existing pension commitments to the members of the Management Board during the financial year. The compensation payments arise if a member of the Management Board steps down before the age of 65 because pension entitlements are generally funded in full until the age of 65 to avoid over-financing.

<b>Pension funds contributions</b> In € thousand	Current contributions	Total for the year
Andreas Brandstetter	84	84
Erik Leyers	170	170
Kurt Svoboda	105	105
<b>Total 2019</b>	<b>359</b>	<b>359</b>
Total 2018	359	359

The remuneration paid to the members of the Supervisory Board for their work in the 2018 financial year amounted to €739,375. Provisions of €745,000 have been set aside for the

remuneration to be paid for work completed in 2019. In 2019 a total of €72,100 was paid to cover attendance fees and out-of-pocket expenses (2018: €67,400).

In € thousand	2019	2018
Current financial year (provision)	745	739
Attendance fees and out-of-pocket expenses	72	67
<b>Total</b>	<b>817</b>	<b>807</b>

The breakdown of the total remuneration (including attendance fees and out-of-pocket expenses to employee

representatives) paid to the individual members of the Supervisory Board was as follows:

<b>Member of the Supervisory Board</b> In € thousand	2019 <sup>1)</sup>	2018
Walter Rothensteiner	104	104
Christian Kuhn	106	106
Erwin Hameseder	89	88
Burkhard Gantenbein	106	84
Markus Andréewitch	52	50
Marie-Valerie Brunner	65	40
Anna Maria D'Hulster	40	0
Elgar Fleisch	65	40
Martin Grüll	41	0
Jutta Kath	81	80
Rudolf Könighofer	24	65
Kory Sorenson	25	65
Klemens Breuer	0	26
Eduard Lechner	0	40
Out-of-pocket expenses to employee representatives	23	21
<b>Total</b>	<b>817</b>	<b>807</b>

<sup>1)</sup>The Management Board and Supervisory Board intend to propose the remuneration of €745,000 to the 2020 Annual General Meeting for resolution.

Burkhard Gantenbein received Supervisory Board remuneration (including attendance fees) of €17,000 for his activities on the Supervisory Boards of UNIQA Österreich Versicherungen AG and UNIQA International AG in addition to the Supervisory Board remuneration of UNIQA Insurance Group AG. Besides Supervisory Board remuneration (including attendance fees) from UNIQA

Insurance Group AG, Jutta Kath also received Supervisory Board remuneration of 18,000 Swiss francs for her work on the Supervisory Board of UNIQA Re AG.

Former members of the Supervisory Board did not receive any remuneration.

The disclosures in accordance with Section 239(1) of the Austrian Commercial Code in conjunction with Section 80b of the Austrian Insurance Supervision Act must be included in the notes to the consolidated financial statements for the financial statements to be in accordance with IFRSs and to release the company from the requirement to prepare financial statements in accordance with the Austrian Commercial Code. The disclosures are defined more broadly for the separate financial statements in accordance with the provisions of the Austrian Commercial Code. The separate financial statements include not only the remuneration for the decision-making functions (Management Board) of UNIQA Insurance Group AG, but also the remuneration paid to the Management Boards of the subsidiaries if such remuneration is based on a contract with UNIQA Insurance Group AG.

### **Principles of profit sharing for the Management Board**

A short-term incentive (STI) is offered in which a one-off payment is made based on the relevant earnings situation if the specified individual objectives for the payment of the incentive have been met. The STI comprises a variable remuneration component which is paid beginning with the 2017 financial year, partly in the following year and partly after three years (the deferred component). A long-term incentive (LTI) is also provided in parallel as a share-based payment arrangement with cash settlement, and this provides for one-off payments after a period of four years in each case based on virtual investments in UNIQA shares each year and the performance of UNIQA shares, the P&C net combined ratio, and the return on risk capital over the period. Maximum limits are agreed. This LTI is subject to an obligation on the members of the Management Board to make an annual investment in UNIQA shares with a holding period of four years in each case. The system complies with Rule 27 of the Austrian Code of Corporate Governance.

Following the Solvency II requirements for remuneration policy for board members, payment of the STI shall be made in two stages. One part will be paid out directly after the determination of earnings, and the remainder will be allocated. Upon a positive sustainability audit for the vesting period, this amount will be paid out three years later. The STI is thereby designed to ensure an appropriate balance between fixed and variable remuneration elements.

### **Principles and requirements for the company pension scheme provided for the Management Board**

UNIQA has agreed retirement pensions, occupational disability benefits and surviving dependants' pensions for

the members of the Management Board. The beneficiaries' actual pension entitlements are a contractual arrangement with Valida Pension AG, which is responsible for managing the pensions. The retirement pension generally becomes due for payment when the beneficiary reaches 65 years of age. The pension entitlement is reduced in the event of an earlier retirement, with the pension eligible for payment once the beneficiary reaches the age of 60 at the earliest. In the case of the occupational disability pension and survivor's benefits, basic amounts are provided as a minimum pension.

The pension fund at Valida Pension AG is funded by UNIQA through ongoing contributions from management board members. Compensation payments to Valida Pension AG are mandatory if members of the Management Board resign before reaching 65 years of age (calculated duration of premium payments to avoid over-financing).

### **Principles for vested rights and entitlements of the Management Board in the event of termination of their position**

Termination payments have been agreed based on the former provisions of the Austrian Salaried Employee Act. These termination payments, which are made if the employment contract of a member of the Management Board is terminated prematurely, comply with the criteria set out in Rule 27a of the Austrian Code of Corporate Governance. Generally, the pension entitlements remain in force if his or her position is terminated, but the entitlements are subject to curtailment rules.

### **Essential principles of remuneration policy for the companies included in the consolidation (UNIQA Österreich Versicherungen AG, UNIQA International AG and all international insurance subsidiaries)**

Bearing in mind the UNIQA business strategy, as well as legal and regulatory requirements, UNIQA's remuneration policy aims to create a direct connection between the company's economic goals and board member remuneration. Thus, in addition to the base salary, there is a performance-based, variable remuneration component (STI) which is regularly compared to the external market. This is a bonus payment that depends on the attainment of agreed qualitative and quantitative objectives in the relevant financial year. An essential criterion for determining and formulating the objectives is that they support UNIQA's Group strategy and are therefore in harmony with the overall strategic orientation. The structure of the total remuneration – the ratio of the basic salary to the variable salary – depends on the respective position.

In principle, the variable portion of the total remuneration increases with the size of the area of responsibility. The sustainability of the business activity and its contribution to sustainable corporate growth is an essential component. This is incentivised by delaying the payment of a portion of the STI.

The Solvency II requirements for the remuneration policy for board members are met by the above. Furthermore, the Management Boards of UNIQA Österreich Versicherungen AG and UNIQA International AG (insofar as they do not have a claim as an identical board member of UNIQA Insurance Group AG) are included in the long-term incentive programme described above.

### Supervisory Board remuneration

The remuneration paid to the Supervisory Board is approved at the Annual General Meeting as a total amount for the work in the previous financial year. The remuneration applicable to the individual Supervisory Board members is based on their position within the Supervisory Board and the number of committee positions held.

### D&O insurance, POSI insurance

UNIQA has taken out directors' & officers' (D&O) insurance for the members of the Management Board, Supervisory Board and senior executives (including Group companies). The costs are borne by UNIQA.

### Risk report, directors' dealings

A comprehensive risk report (Rules 69 and 70 of the Austrian Code of Corporate Governance) is included in the notes to the consolidated financial statements. The notifications concerning directors' dealings in the year under review (Rule 73 of the Austrian Code of Corporate Governance) can be found in the Investor Relations section of the Group website at [www.uniqagroup.com](http://www.uniqagroup.com)

### External evaluation

Implementation of, and compliance with, the individual rules in the Austrian Code of Corporate Governance were evaluated by PwC Wirtschaftsprüfung GmbH for the 2019 financial year – with the exception of Rules 77 to 83. Rules 77 to 83 of the Austrian Code of Corporate Governance are evaluated by the law firm Schönherr Rechtsanwälte GmbH. The evaluation is carried out based mainly on the questionnaire, published by the Austrian Working Group for Corporate Governance, for the evaluation of compliance with the Code.

The evaluation by PwC Wirtschaftsprüfung GmbH and Schönherr Rechtsanwälte GmbH confirming that UNIQA complied with the rules of the Austrian Code of Corporate Governance in 2019 – to the extent that these rules were covered by UNIQA's declaration of conformity – will be published simultaneously with the annual financial report for the 2019 financial year. Some of the rules were not applicable to UNIQA in the evaluation period.

Vienna, 20 March 2020



Andreas Brandstetter  
Chairman of the Management Board



Erik Leyers  
Member of the Management Board



Kurt Svoboda  
Member of the Management Board