



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

24th Annual General Meeting

to be held on **Tuesday, 6 June 2023, 10 a.m.**

at the **Hilton Vienna Park Hotel**, Am Stadtpark 1, 1030 Vienna

The 24th Annual General Meeting of UNIQA Insurance Group AG, FN 92933t ("**UNIQA**" or the "**Company**"), will be convened as a meeting with physical attendance of the shareholders. It will take place at the Hilton Vienna Park Hotel, Am Stadtpark 1, 1030 Vienna, at 10:00 a.m.

A G E N D A

1. Presentation of the approved and officially adopted non-consolidated financial statements and the consolidated financial statements of UNIQA Insurance Group AG for the year ending 31 December 2022, the management report, the corporate governance report of the Management Board, the separate consolidated non-financial 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 2022.
2. Resolution on the distribution of net profit shown in the Company's financial statements for the year ending 31 December 2022.
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 2022.
4. Election of the auditor of the non-consolidated and consolidated financial statements for the fiscal year 2024.
5. Resolution on the remuneration report including the remuneration of the Management Board and the Supervisory Board for the 2022 business year.
6. Resolution on the daily allowances and the remuneration of the members of the Supervisory Board.
7. Resolution on the renewal of the authorization of the Management Board to purchase own shares pursuant to section 65 (1.8), (1a) and (1)b of the Stock Corporation Act, subject to ap-

proval 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 to purchase 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.

8. Election of ten members of the Supervisory Board

Documents

The following documents are available on the Company's website registered in the Companies Register (www.uniqagroup.com) as of the 21st day prior to the Annual General Meeting, i.e. not later than on 16 May 2023, under Investor Relations / Annual General Meeting:

- (i) Non-consolidated financial statements for the year ending 31 December 2022, including the management report
- (ii) Consolidated financial statements for the year ending 31 December 2022, including the consolidated management report
- (iii) Consolidated corporate governance report for the fiscal year 2022
- (iv) Separate consolidated non-financial report for the fiscal year 2022
- (v) Proposal of the Management Board for the distribution of net profit shown in the Company's financial statements for the year ending 31 December 2022
- (vi) Report of the Supervisory Board pursuant to section 96 of the Stock Corporation Act for the 2022 financial year
- (vii) Report of the Management Board pursuant to section 65 (1b) of the Stock Corporation Act in conjunction with section 170 (2) of the Stock Corporation Act and section 153 (4) of the Stock Corporation Act
- (viii) Remuneration report including the remuneration of the Management Board and the Supervisory Board for the 2022 financial year
- (ix) Proposed resolutions of the Management Board and/or the Supervisory Board regarding items 2 to 8 of the agenda

- (x) Further information on the shareholders' rights pursuant to sections 109, 110, 118 and 119 of the Stock Corporation Act
- (xi) Convocation of the shareholders of the Company to the 24th Annual General Meeting
- (xii) Declarations by the candidates proposed for election to the Supervisory Board pursuant to section 87 (2) of the Stock Corporation Act, i.e. statements regarding their professional qualification, professional or similar positions, and confirmation that there are no grounds for bias.

From the date of publication, this convocation to the 24th Annual General Meeting of the Company, and as of 16 May 2023, at the latest, the documents indicated in paragraphs (i) to (x) and (xii) above are available at no charge at the Company's premises in A-1029 Vienna, Untere Donaustrasse 21, UNIQA Tower, Investor Relations. For reasons of sustainability, the company will not make the aforementioned documents available to all shareholders participating in the Annual General Meeting in printed form.

Moreover, forms for the granting and revocation of proxies pursuant to section 114 of the Stock Corporation Act, as well as the relevant security provisions and organizational information regarding participation in the Annual General Meeting, are available on the Company's website as of 16 May 2023, at the latest.

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. Such request must be received by the Company no later than on the 21st day prior to the Annual General Meeting, hence on or before 16 May 2023. Such 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 motivation of 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 or in text form to the Company's address at A-1029 Vienna, Untere Donaustrasse 21, UNIQA Tower, Investor Relations, or by fax (in text form) at +43 1 211 75 79 3773 or e-mail to hauptversammlung@uniqa.at. The request will be considered receivable if received by the Company on or before the 7th working day prior to the Annual General Meeting, i.e. on or before 25 May 2023.

If a candidate for election to the Supervisory Board is proposed, the motivation of the request is replaced by a declaration by the candidate proposed pursuant to section 87 (2) of the Stock Corporation Act. Section 86 (7) of the Stock Corporation Act applies to the Company, i.e. the Supervisory Board must comprise at least 30% women and at least 30% men. In its current composition, the Supervisory Board must include at least five women and at least five men (calculated on the basis of a total number of fifteen Supervisory Board members, i.e. ten capital representatives and five employee representatives) in order to meet the minimum quota pursuant to section 86 (7) of the Stock Corporation Act. For the proposed election, the minimum quota of women and men on the Supervisory Board must be met in its entirety (no objection pursuant to section 86 (9) of the Stock Corporation Act). Currently,

the minimum quota is met, given that the Supervisory Board of the Company comprises five women and ten men.

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 at a certain point in time or during a certain period of time may be exercised only if the shareholders submit a deposit certificate pursuant to Section 10a of the Stock Corporation Act to prove their shareholder status during the relevant period.

Further information about shareholder rights pursuant to sections 109, 110, 118 and 119 of the Stock Corporation Act is available on the Company's website (www.uniqagroup.com) at Investor Relations/Annual General Meeting as of 04 May 2023.

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 27 May 2023, 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 1 June 2023, at A-1029 Vienna, Untere Donaustrasse 21, UNIQA Tower, Investor Relations, or by fax (signature not required) at +43 (0)1 8900 500 50 or e-mail to anmeldung.uniqa@hauptversammlung.at or by SWIFT message type MT598 or MT599 to GIBAAT-WGGMS 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 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 natural persons, register and register number (Companies Register number) of legal persons,
- 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. The 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 Meeting. Shareholders are not obliged to use these forms.

If shareholders so wish, they may appoint Mr. Michael Knap, Honorary 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 Mr. Michael Knap at +43 664 213 87 40 or by email at knap.uniqua@hauptversammlung.at. If a proxy is granted to the independent IVA proxy holder, it must nevertheless be sent to the Company as described below. The Company will provide the authorized proxy with copies of the proxies. Any instructions on the exercise of voting rights must be issued directly to Mr. Michael Knap. Please note that Mr. 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 form must be sent to and retained by the Company. A proxy form must be received by the Company no later than on 2 June 2023, 4 p.m. Vienna time, in writing by surface mail at A-1029 Vienna, Untere Donaustraße 21, UNIQA Tower, Investor Relations, or by fax (in text form) at +43 (0)1 8900 500 50 or e-mail at anmeldung.uniqua@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 or MT599 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 of the 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.

To ensure a smooth conduct of entrance checks, shareholders and other participants are requested to present in due time before the beginning of the Annual General Meeting. The Company reserves the right to demand that participants present an official photo ID upon registration. If these requirements are not met, shareholders may be denied entrance. If you are participating in the Annual General Meeting as an authorized proxy, please also present the proxy made out to your name. If the original

of the proxy was sent to the Company in advance, presentation of a copy of the proxy will accelerate registration. Shareholders will be **admitted** to collect their voting cards from **8:30 a.m. (CET)**.

Information for shareholders regarding data processing

For the purposes of the Annual General Meeting, UNIQA Insurance Group AG processes the shareholders' personal data (in particular data pursuant to section 10a (2) of the Stock Corporation Act, i.e. name, address, date of birth, number of the securities deposit account, number of shares held by the shareholder, type of shares, where applicable, number of the voting card and, where applicable, the name and date of birth of the proxy-holder) on the basis of the data protection provisions in effect, especially the European General Data Protection Regulation (GDPR), as well as the Austrian Data Protection Act and the Stock Corporation Act, in order to enable the shareholders to exercise their rights within the framework of the Annual General Meeting.

Pursuant to the Stock Corporation Act, the processing of personal data of shareholders is a mandatory prerequisite for the participation of shareholders in the Stock Corporation Act. The legal basis for data processing is Article 6 (1.c) of the GDPR.

UNIQA Insurance Group AG is the controller responsible for the processing of personal data. For the purpose of organizing the Annual General Meeting, UNIQA Insurance Group AG uses the services of external service providers, such as public notaries, lawyers, banks and IT providers. These receive from UNIQA Insurance Group AG only such personal data as are required for the performance of the contractually agreed services and process such data exclusively in accordance with instructions received from UNIQA Insurance Group AG. As far as required by law, UNIQA Insurance Group AG has concluded privacy agreements with these service providers.

Shareholders, proxies, the members of the Managing Board and the Supervisory Board, the public notary and all other persons entitled to participate in the Annual General Meeting have the right to view the legally required list of attendance (section 117 of the Stock Corporation Act) and thus view the personal data specified therein (such as name, place of residence, number of shares). Moreover, UNIQA Insurance Group AG is obliged by law to submit personal shareholder data (in particular the list of attendance) as part of the minutes prepared by the public notary to the Companies Register (section 120 of the Stock Corporation Act).

The shareholder data are anonymized and/or deleted as soon as they are no longer required for the purposes for which they were collected or processed, provided further storage is not required by other legal provisions. Duties of documentation and retention arise, in particular, from company law, stock corporation law and the law on mergers and acquisitions, inter alia section 128 (4) of the Stock Corporation Act (obligation of the company to issue, upon a shareholder's request, a confirmation of the correct recording and counting of the votes cast by the respective shareholder within 14 days of the vote), as well as tax law and the provisions on the prevention of money laundering and the financing of terrorism. If legal claims are raised by shareholders against UNIQA Insurance Group AG or vice versa by UNIQA Insurance Group AG against shareholders, the storage of personal data serves to clarify and enforce such claims in individual cases. In connection with civil court proceedings, this may result in the storage of data during the period of limitations and, additionally, for the duration of court proceedings until a final decision is rendered.

In the absence of legal or official provisions to the contrary, every shareholder has at any time the right to information, rectification, erasure or restriction of processing of their personal data, as well as the

right to object to processing and the right to data portability in accordance with the provisions of Chapter III of the GDPR. Shareholders can invoke these rights free of charge vis-à-vis UNIQA Insurance Group AG by email datenschutz@uniqua.at or at the following contact data: UNIQA Insurance Group AG, Untere Donaustraße 21, 1029 Wien, fax no. +43 50677 676 (UNIQA Kundenservice).

Moreover, shareholders have the right to lodge a complaint with the Austrian data protection authority pursuant to Article 77 of the General Data Protection Regulation.

For further information on data protection, please refer to the Privacy Policy published on the website of UNIQA Insurance Group AG (www.uniqagroup.com) under Services/Data Protection.

Information on Webcasting of the Annual General Meeting

Notice pursuant to section 106 (2b) 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 120 (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, May 2023

The Management Board of UNIQA Insurance Group AG