

# Report of the Supervisory Board

Dear shareholders,  
ladies and gentlemen,

No sooner had we felt relief at effectively managing the two years of the coronavirus in 2020 and 2021 when 24 February 2022 arrived and with it the Russian Federation's attack on neighbouring Ukraine. As a result, we are facing a humanitarian catastrophe that is staggering, with the dramatic economic consequences of this almost paling into insignificance – even if the latter will continue to leave their mark globally for several years to come.

In this particularly difficult year, it was important for us as the Supervisory Board to provide the **best possible support** to the management team at UNIQA in implementation of our "UNIQA 3.0 – Seeding The Future" strategic programme and to accompany them closely in our role as a supervisory body. In order to give you a good overview of the work of the Supervisory Board in this extremely profitable year, I am dividing my report into three short chapters, as I have in the past:

## 1. What was particularly important to us in 2022

As in the previous year, the focus of our meetings was clearly on the **implementation of our strategic programme**. We did not concentrate solely on key financial figures but also looked intensively at the most important strategic initiatives and projects.

The range of topics discussed by the Supervisory Board remains broad. While regulatory and supervisory issues are taking up more and more space in addition to the almost standard evaluation of business development, we are also dealing much more intensively with **three topics that are of particular importance for UNIQA's long-term development**: human development, i.e. the fight for the best talent in difficult labour markets; the concept of ESG with all its effects on product design, asset management, socio-political responsibility and governance; and finally digital trends related to data, artificial intelligence and IT.

We have responded to this on the one hand by introducing an **additional Human Resources and General Remuneration Committee (HR Committee)**. We also expanded the remit of the IT Committee in November, and the range of topics dealt with in the "Committee for Digital Transformation" has also once again become broader. I am pleased to see more external guest speakers being invited, particularly to the committees, providing us with the opportunity for further development and reflection through their expertise from other industries.

The keyword here is reflection: as I reported to you last year, we are very happy with the continuous improvement in our **cooperation within the Supervisory Board** and also with the Management Board. In 2021, we therefore appointed Werner H. Hoffmann, who is Director of the Institute for Strategic Management at the Vienna University of Economics and Business, to provide us with professional support with the structured optimisation of cooperation within the Supervisory Board. We have continued this work intensively in the 2022 financial year, with one staff-related change: Martin Grüll, whom I would like to thank once again at this point for his work on the Supervisory Board and as Chairman of the Investment Committee, has left UNIQA's governing bodies. I am pleased that Klaus Buchleitner was elected to the Supervisory Board in his place at the last Annual General Meeting and will also contribute his many years of extensive experience in various business sectors to a variety of committees.

## 2. Timeline and details of our main areas of focus

In the course of 2022, the Supervisory Board was regularly informed by the Management Board about the business performance and position of UNIQA Insurance Group AG and the Group as a whole. It also supervised the Management Board's management of the business and fulfilled all the tasks assigned to the Supervisory Board by law and the Articles of Association. At the Supervisory Board meetings, the Management Board presented detailed quarterly reports and provided additional oral as well as written reports. The Supervisory Board was given timely and comprehensive information about measures requiring our approval.

Four informational events and special seminars were held for the Supervisory Board in 2022, providing information on the topics of strategic country portfolio management, sustainable finance and IFRS 9/17.

### Focus of our deliberations

The Supervisory Board held five meetings in 2022. Our meetings focused on the Group's respective current earnings situation and the Group's further strategic development. In addition, we made two decisions by way of circular resolution: on 23 May to appoint the newly elected Supervisory Board member Klaus Buchleitner to the Investment Committee to succeed Martin Grüll, who left the Supervisory Board, and to elect Marie-Valerie Brunner as Chairwoman of the Investment Committee; and on 20 December to appoint Sabine Pfeffer as successor to Klaus Pekarek for the Management Board department Customers & Markets Bancassurance Austria as of 1 April 2023.

- At our meeting held on **23 February**, we mainly discussed the Group's preliminary results for the 2021 financial year. In particular, the modified governance and organisational structure of our international companies in the Southeastern Europe region was presented and approved.

- The Supervisory Board meeting on **7 April** focused on the audit of the annual financial statements and consolidated financial statements for the year ended 31 December 2021 and on the reports from the Management Board with up-to-date information on the performance of the Group in the first quarter of 2022. We also discussed the items on the agenda of the 23rd Annual General Meeting on 23 May, in particular the proposal for the appropriation of profits and the proposal to the Annual General Meeting to re-elect PwC Wirtschaftsprüfung GmbH as auditor for the 2023 financial year after the completion of a tender process and following a recommendation by the Audit Committee. The report by auditors PwC Wirtschaftsprüfung GmbH and lawyers Schönherr Rechtsanwälte GmbH regarding compliance with the provisions of the Austrian Code of Corporate Governance (ÖCGK) in the 2021 financial year was also acknowledged. A new Supervisory Board Committee was also appointed, namely for human resources and general remuneration matters (the HR Committee). Finally, the Supervisory Board extended the Management Board mandate of Klaus Pekarek beyond 30 June 2022 by six months until the end of 2022.
- At the meeting on **18 May**, we looked in detail at the Group's earnings in the first quarter and development in the ongoing second quarter. In addition, the acquisition of a property in Poland by UNIQA Österreich Versicherungen AG was approved and rules of procedure for the HR Committee previously mentioned were adopted.
- On **18 August**, the Supervisory Board met for the first time in the domestic market of one of our international Group companies. At the meeting held in Prague, we discussed the Group's earnings situation in the first half of the year as well as the development in the ongoing third quarter. The conclusion of a new syndicate agreement with Haselsteiner Familien-Privatstiftung and Raiffeisen-Holding as core shareholders of STRABAG SE and the associated participation of UNIQA Österreich Versicherungen AG in a mandatory offer directed at the free float was approved.

- In addition to reporting on the Group's profits in the first three quarters of 2022 and ongoing developments in the fourth quarter, our meeting on **16 November** also covered the updated forecast for the 2022 financial year. With regard to the allocation of responsibilities within the Management Board, it was decided that Andreas Brandstetter would take over responsibility for the function Customers & Markets Bancassurance Austria on an interim basis from January 2023 in place of the departing Management Board member Klaus Pekarek. Finally, we dealt with the details of the efficiency review of our activities as the Supervisory Board.

### **Committees of the Supervisory Board**

In order to ensure that the work of our Supervisory Board is structured effectively, we have set up and appointed six committees in addition to the Audit Committee required by law, with one of these, the HR Committee, established for the first time on 7 April (see further below):

- The **Committee for Board Affairs** (Personnel Committee) corresponds with the **Executive Committee of the Supervisory Board** in terms of its composition. The Committee also performs the tasks of a **Nominating and Remuneration Committee** (for the Management Board) in parallel. The Executive Committee and/or the other committees dealt intensively with the economic implications associated with the war in Ukraine and the progress with development of the UNIQA 3.0 strategic programme over the course of several meetings. The meetings also dealt with the preparation of the remuneration reports for the Management Board and the Supervisory Board in accordance with the respective existing remuneration policies. The Committee has made both short- and long-term succession planning for the Management Board and the Supervisory Board an explicit priority. The Committee also discussed a programme developed by the Management Board for the further development and promotion of top internal talent.

- The **Audit Committee** held four meetings in the 2022 financial year with representatives of the (Group) auditor PwC Wirtschaftsprüfung GmbH also present, with discussions also held with these without the Management Board present. On 23 February, the Audit Committee discussed the status of the public tender for the audit of the consolidated and separate financial statements of UNIQA Insurance Group AG for 2023. The meeting on 7 April addressed all financial statement documents, the proposed appropriation of profit and the report on the audit of the company's risk management. In addition, the 2021 annual report of the Internal Audit department, including the audit plan for the current year and the 2021 annual activity report of the compliance officers, was presented and acknowledged. Furthermore, based on the results of the tender, PwC Wirtschaftsprüfung GmbH was once again proposed for election as auditor for the 2023 financial year. At the meeting held on 18 May, the auditor's representatives presented the planning for the audit of the 2022 financial statements prepared by the companies in the UNIQA Group and coordinated this planning and strategy with the Committee. At the meeting held on 16 November, representatives of the auditor informed the Committee of the findings from its preliminary audits. In addition, the Committee received quarterly reports from Internal Audit on the areas audited by this department and any material findings that arose from these audit actions, and the Compliance Officer reported on her activities on an ongoing basis. The Committee fulfilled its remit of monitoring the accounting process.

- 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 progress in the implementation of the UNIQA Insurance Platform and other IT projects over the course of four meetings. The need to expand the Committee's remit due to the rapid advance in the importance of IT was discussed in its November meeting. Following approval from the entire Supervisory Board, areas of the company such as product and process harmonisation will be included in the future in a holistic approach, which is a prerequisite for the implementation of new IT systems.

- The **Digital Transformation Committee** held four meetings devoted to the activities of UNIQA Ventures, CHERRISK and the activities of the newly founded Mavie Holding, which develops health offerings that go beyond traditional insurance products. The progress of insurance products and services available digitally was also evaluated with new and agile ways of working also discussed. The Committee invited several guest speakers from other industries in order to gain some fresh input for its own work.
- The **Supervisory Board's Human Resources and General Remuneration Committee (HR Committee)**, which was newly appointed on 7 April, held three meetings on diversity and inclusion matters, employee development and talent management issues, as well as executive remuneration schemes and employee share ownership schemes. The Committee also dealt intensively with the progress of the HR strategy within the framework of UNIQA 3.0. The HR Committee's activities are closely coordinated with the Personnel Committee. The HR Committee also invited guest speakers from other business sectors in order to learn from other industries.
- The **Working Committee** did not hold any meetings in the past financial year.

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

### **3. Separate and consolidated financial statements**

The separate financial statements prepared by the Management Board, the Management Report of UNIQA Insurance Group AG, the consolidated financial statements prepared in accordance with International Financial Reporting Standards (IFRSs) and the Group Management Report for 2022 were audited by PwC Wirtschaftsprüfung GmbH. The auditor also verified that a combined non-financial report and a consolidated corporate governance report had each been prepared for the 2022 financial year. The audit raised no objections. The separate and consolidated financial statements were each awarded an unqualified audit opinion for 2022.

The Supervisory Board acknowledged and approved the findings of the audit.

The evaluation of UNIQA's compliance with the rules of the Austrian Code of Corporate Governance in the 2022 financial year was carried out by PwC Wirtschaftsprüfung GmbH, whereas compliance with Rules 77 to 83 of the Austrian Code of Corporate Governance was assessed by Schönherr Rechtsanwälte GmbH. The evaluations found that UNIQA had complied with the rules of the Austrian Code of Corporate Governance in the 2022 financial year – to the extent that they were included in UNIQA's declaration of conformity.

The Supervisory Board acknowledged the consolidated financial statements for 2022 and approved the 2022 annual financial statements of UNIQA Insurance Group AG. It also endorsed both the Management Report and the Group Management Report. The 2022 annual financial statements were thereby adopted in accordance with Section 96(4) of the Austrian Stock Corporation Act.

The Supervisory Board reviewed and approved the proposal for the appropriation of profit submitted by the Management Board. Accordingly, a dividend distribution of €0.55 per share will be proposed to the Annual General Meeting on 6 June 2023.

Dear shareholders, please allow me to conclude with a few personal words. It has been a pleasure and an honour for me to serve on this Supervisory Board for 28 years, including as Chairman for the last eleven years as previously from 1995 to 1999. I hope that I have also contributed towards the positive development of the UNIQA Group in your interests as well during this time. I would like to thank you most sincerely for your trust over all these years, and also thank my colleagues on the Supervisory Board for their cherished, constructive and result-oriented cooperation at all times. Just as I have in the past, I would like to take the opportunity this year to extend my warmest thanks – more so now than ever – to all employees of UNIQA Insurance Group AG and its Group companies on behalf of the Supervisory Board for their strong personal commitment in the past financial year 2022 and to wish them good health and continued success!

Vienna, April 2023

On behalf of the Supervisory Board



Walter Rothensteiner  
Chairman of the Supervisory Board