



UNIQA Insurance Group AG

24th Annual General Meeting on 6 June 2023

Resolutions proposed by the Management Board

1. Item 1 of the Agenda

Presentation of the approved and officially adopted Non-consolidated Financial Statements and the Consolidated Financial Statements of UNIQA Insurance Group AG for the year ended 31 December 2022, the Management Report and the Group Management Report, the Consolidated Corporate Governance Report of the Management Board, the separate Consolidated Non-financial Report of the Management Board, and the profit distribution proposal of the Management Board together with the report of the Supervisory Board for the 2022 financial year pursuant to Section 96 of the Stock Corporation Act

No motion or resolution to be adopted in respect of this agenda item

2. Item 2 of the Agenda

Resolution on the appropriation of the net profit shown in the Company's Annual Financial Statements for the year ended 31 December 2022

Pursuant to section 108 (1) of the Stock Corporation Act, the Management Board of the Company proposes that the Annual General Meeting adopt the following resolution:

"The net profit for the 2022 financial year in the amount of EUR 171,804,370.90 shall be appropriated as follows: Distribution of a dividend of EUR 0.55 for each no-par-value share carrying dividend rights (309,000,000 no-par-value shares in circulation as of 31 December 2022, less treasury shares held directly by the Company on the day the resolution is adopted), each representing a pro-rata share of EUR 1.00 in the share capital. The residual amount shall be carried forward to new account."

3. Item 3 of the Agenda

Resolution on the approval of the actions of the members of the Management Board and the Supervisory Board of the Company for the 2022 financial year

Pursuant to section 108 (1) of the Stock Corporation Act, the Management Board of the Company proposes that the Annual General Meeting adopt the following resolution:

"The actions of the members of the Management Board of the Company (in the 2022 financial year) shall be approved for the 2022 financial year."

Pursuant to section 108 (1) of the Stock Corporation Act, the Management Board of the Company further proposes that the Annual General Meeting adopt the following resolution:

"The actions of the members of the Supervisory Board of the Company (in the 2022 financial year) shall be approved for the 2022 financial year."

4. Item 4 of the Agenda

No resolution proposed by the Management Board

5. Item 5 of the Agenda

Resolution on the Remuneration Report indicating the remuneration of the Management Board and the Supervisory Board for the 2022 financial year

The Management Board and the Supervisory Board of a listed company have to draw up a clear and comprehensible remuneration report indicating the remuneration of the members of the Management Board and the Supervisory Board pursuant to section 78c and section 98a of the Stock Corporation Act.

The remuneration report for the financial year under review is to be submitted to a vote by the Annual General Meeting. The vote is deemed to be a recommendation. The resolution cannot be challenged (section 78d (1) of the Stock Corporation Act).

On 12 April 2023, the Management Board and the Supervisory Board of the Company adopted the Remuneration Report for the 2022 financial year. The Remuneration Report is available on the website of the Company, as entered in the Companies Register (and is attached to this proposed resolution).

The Management Board of the Company proposes pursuant to section 108 (1) of the Stock Corporation Act that the Annual General Meeting adopt the following resolution:

"The Remuneration Report indicating the remuneration of the Managing Board and the Supervisory Board for the 2022 financial year, as attached to this proposed resolution as Enclosure 1 (and available on the website of the Company entered in the Companies Register), shall be adopted."

6. Item 6 of the Agenda

Resolution on the daily allowances and the remuneration of the members of the Supervisory Board

The Management Board of the Company proposes pursuant to section 108 (1) of the Stock Corporation Act that the Annual General Meeting adopt the following resolution:

“The remuneration of the members of the Supervisory Board shall amount to a total of EUR 1,151,667.00 for the 2022 financial year. The distribution among the individual members of the Supervisory Board is subject to a resolution by the Supervisory Board. The daily allowances for members of the Supervisory Board shall be set at EUR 1000.00 per meeting day of the Supervisory Board and per participating member of the Supervisory Board.”

7. Item 7 of the Agenda

Resolution on the renewal of the authorization of the Management Board to purchase own shares pursuant to section 65 (1.8), (1a) and (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 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 for the purchase of 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.

In view of the expiry of the authorization to purchase own shares on 30/05/2023 and with reference of the 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, published on the Company's website, the Management Board of the Company proposes, pursuant to Section 108 (1) of the Stock Corporation Act, that the Annual General Meeting adopt the following resolution:

"The Management Board shall be authorized to purchase own shares pursuant to section 65 (1.8), (1a) and (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 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 in 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 shall be 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 shall be authorized to resolve on any amendments to the Articles of Association required as a result of shares being cancelled."

8. Item 8 of the agenda

Election of ten members of the Supervisory Board

No resolution proposed by the Management Board.

Enclosures

Enclosure .1 ad Agenda item 5: Remuneration Report indicating the remuneration of the Management Board and the Supervisory Board for the 2022 financial year