

Welcome

15th Ordinary Annual General Meeting
UNIQA Insurance Group AG

Monday, 26 May 2014, 10 a.m.

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 2013, of the management report, the corporate governance report of the management board, and of the management board's proposal for the allocation of profits along with the supervisory board's report pursuant to Section 96 Stock Corporation Act (hereinafter "AktG") for the fiscal year 2013.
2. Resolution on the distribution of net profits shown in the Company's financial statements for the year ending 31 December 2013.
3. Resolution on the discharge of the members of the Company's management board and the supervisory board for the fiscal year 2013.
4. Resolution on daily allowances and remunerations to the members of the supervisory board.
5. Election of the auditor of the non-consolidated and consolidated financial statements for the fiscal year 2015.
6. Election of three members of the supervisory board
7. Revocation of the authorization to increase the share capital (authorized capital) granted by the 14th ordinary Annual General Meeting on 27 May 2013 and resolution on the authorization of the management board to increase until 30 June 2019 inclusive
 - (a) the share capital once or several times with the consent of the supervisory board by a total of not more than EUR 81,000,000 by issuing up to 81,000,000 bearer share units or registered share units with voting rights against settlement in cash or contribution in kind,
 - (b) to exclude the shareholders' subscription rights with the consent of the supervisory board, if the share capital is so increased

- (b.a.) to implement an employee participation program, including a program for members of the management board and/or executives or exclusively for members of the management board and/or executives or a stock option plan for employees, including a plan for members of the management board and/or executives or exclusively for members of the management board and/or executives of the Company and of its affiliates, or
 - (b.b.) against contribution in kind, including, without limitation, undertakings, businesses, parts of businesses or shares in one or several companies in Austria or abroad, or
 - (b.c.) to implement a greenshoe option or
 - (b.d.) to offset fractional amounts, and
 - (c) with the consent of the supervisory board, to determine the type of newly issued shares (bearer shares or registered shares), the issue price and the other terms of issue (authorized capital)
- and to adopt a resolution on amending Section 4 (3) of the Company's articles of association according to the resolution on authorized capital.
8. Amendment of Section 7 (9) of the Company's articles of association as follows: Members of the supervisory board may be present via video conference at meetings of the supervisory board and may exercise their voting rights via that video conference.

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 2013, of the management report, the corporate governance report of the management board, and of the management board's proposal for the allocation of profits along with the supervisory board's report pursuant to Section 96 Stock Corporation Act (hereinafter "AktG") for the fiscal year 2013.

Andreas Brandstetter

Presentation

Annual General Meeting UNIQA Insurance Group AG

26 May 2014

We are dedicated to people.

We inspire.

We continuously develop.

We shape.



We want to succeed.

We deliver.

We are honest and direct.

We are straightforward.

Report of the Fiscal Year 2013, Andreas Brandstetter

- 1. Long-term growth strategy UNIQA 2.0**
- 2. Annual results 2013**
- 3. Results first quarter 2014**

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Our long-term growth strategy (as per May 2011)

1. <u>What</u> is our target?	2. <u>How</u> do we achieve this?	3. <u>Where</u> do we want to be better in our core business?	4. <u>What</u> do we need for this?	5. <u>Why</u> is this attractive for our shareholders?
<ul style="list-style-type: none"> • Doubling the number of customers from 7.5 million to 15 million by 2020. • Thus by 2020 being number 1 on the Austrian and number 3 on the CEE markets. 	<ul style="list-style-type: none"> • We focus on our core business as a primary insurer on our core markets in Austria and CEE 	<ul style="list-style-type: none"> a) <u>UNIQA Austria</u> x Increase profitability. b) <u>Raiffeisen Insurance</u> x Increase productivity c) <u>UNIQA International</u> x Growth and earnings in CEE d) <u>Risk/Return</u> x Value-driven corporate governance. 	<ul style="list-style-type: none"> • Strengthening of equity. • Depending on the capital market environment a Re-IPO that increases our free float up to 49 per cent. • A capital market orientated group structure. 	<ul style="list-style-type: none"> • Since we want to improve our EBT by up to 400 million euros as against 2010 by 2015.

Our long-term growth strategy

Where do we stand at 26 May 2014?

1. What ist our target?

2. How do we achieve this?

3. Where do we want to be better in our core business?

4. What do we need for this?

5. Why is this attractive for our shareholders?

Target:
million

Doubling the number of customers from 7.5 million to 15 by 2020

Status quo:

With the end of 2013 we have serviced 9.34 million customers.

Austria

Customers: 3,32 Mio
Premium: €3.719 Mio
Customer share: 35,48 %

Western Europe

Customers: 0,46 Mio
Premium: €781 Mio
Customer share: 4,96%



Central Europe

Customers: 2,69 Mio
Premium: €888 Mio
Customer share: 28,82%

Russia

Customers: 0,26 Mio
Premium: €65 Mio
Customer share: 2,82%

Eastern Europe

Customers: 1,07 Mio
Premium: €219 Mio
Customer share: 11,47%

South Eastern Europe

Customers: 1,54 Mio
Premium: €212 Mio
Customer share: 16,45%

1. How do we want to achieve this?

2. How do we achieve this?

3. Where do we want to be better in our core business?

4. What do we need for this?

5. Why is this attractive for our shareholders?

Target: We focus on our core business as a primary insurer on our core markets in Austria and CEE.

Status Quo:

Sold

- German Mannheimer Group.
- Media and Hotel group investments

Acquisition:

- Buy-out of EBRD minorities in Croatia, Poland and Hungary completed.
- Increase of stake in private hospitals in Austria to 100 per cent
- 100% of Basler Insurance in Serbia and Croatia in October 2013.

Our long-term growth strategy

Where do we stand at 26 May 2014?

1. How do we want to achieve this?

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Target:

UNIQA Austria:

Increase **profitability**.

Raiffeisen Versicherung:

Increase **productivity**.

UNIQA International:

Growth and earnings in CEE.

Status Quo:

UNIQA Austria

- Reorganisation of regional structure in Austria completed.

Raiffeisen Insurance

- High acceptance of our positioning by Raiffeisen Bank Group.

UNIQA International

- Expanded market share in 13 of 15 CEE countries.

Risk/Return

- UNIQA implemented a consistent risk/return approach.

Our long-term growth strategy

Where do we stand at 26 May 2014?

1. How do we want to achieve this?

2. How do we achieve this?

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Target:

- Strengthening of equity basis.
- Depending on the capital market environment a Re-IPO that increases our free float up to 49 per cent.
- A capital-market-oriented group structure.

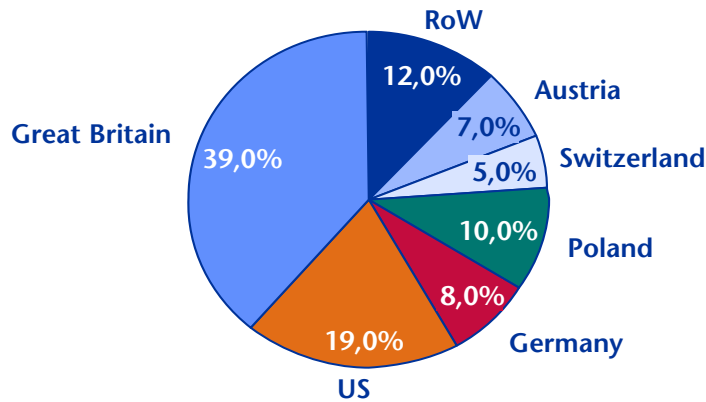
Status Quo:

- Capital increase of 757 million Euros completed in October 2013.
- Increased interest of the market participants on UNIQA.
- Since March 2014 the share has been listed on the ATX.

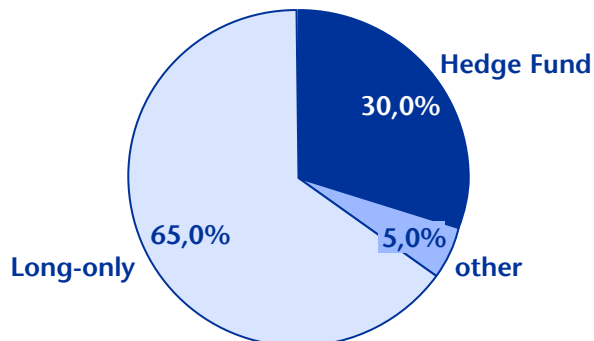
Re-IPO: Composition of Investors

High share of international investors from UK/US (58%) and longterm investors (65%)

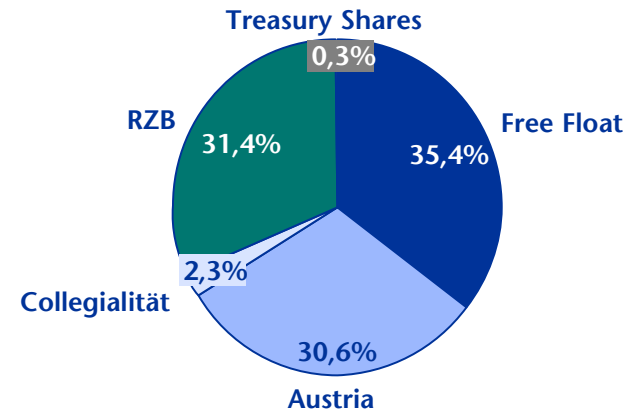
Allocation by geography



Allocation by type of investor



New shareholding structure



1. How do we want to achieve this?

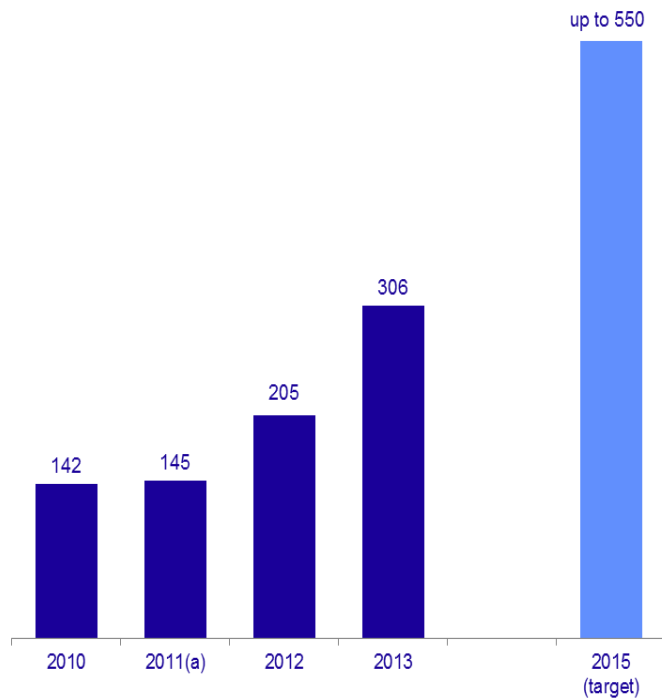
2. How do we achieve this?

3. Where do we want to be better in our core business?

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Development of EBT



(a) Adjusted for one-off items

Target: Since we want to improve our EBT by up to 400 million Euros as against 2010 by 2015.

Status Quo:

- UNIQA achieved a profit of ordinary activities of 305,6 million Euros in FY 2013 (+49,7%).
- The Embedded Value increased from 2.9 billion Euros by 45% to 4.2 billion Euros.

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million €	2013	2012	▲%
Gross written premiums (a)	5,886	5,543	6.2 %
Recurring gross written premiums ^(a)	5,203	5,010	3.9 %
Profit on ordinary activities	306	204	+49.7 %
Net profit	283	127	+123.0 %
Combined Ratio (net)	99.9 %	101.3 %	-1.4 ppts
RoS (Return on Sales)	5.4 %	3.9 %	+1.5 ppts
RoE (after taxes and minorities)	11.9 %	8.8 %	+3.1 ppts
Solvency ratio (Solvency I)	287.1 %	225.4 %	+61.7 ppts
ECR (Economic capital requirement Quote)	160,8 %	108,0 %	+48,9 ppts

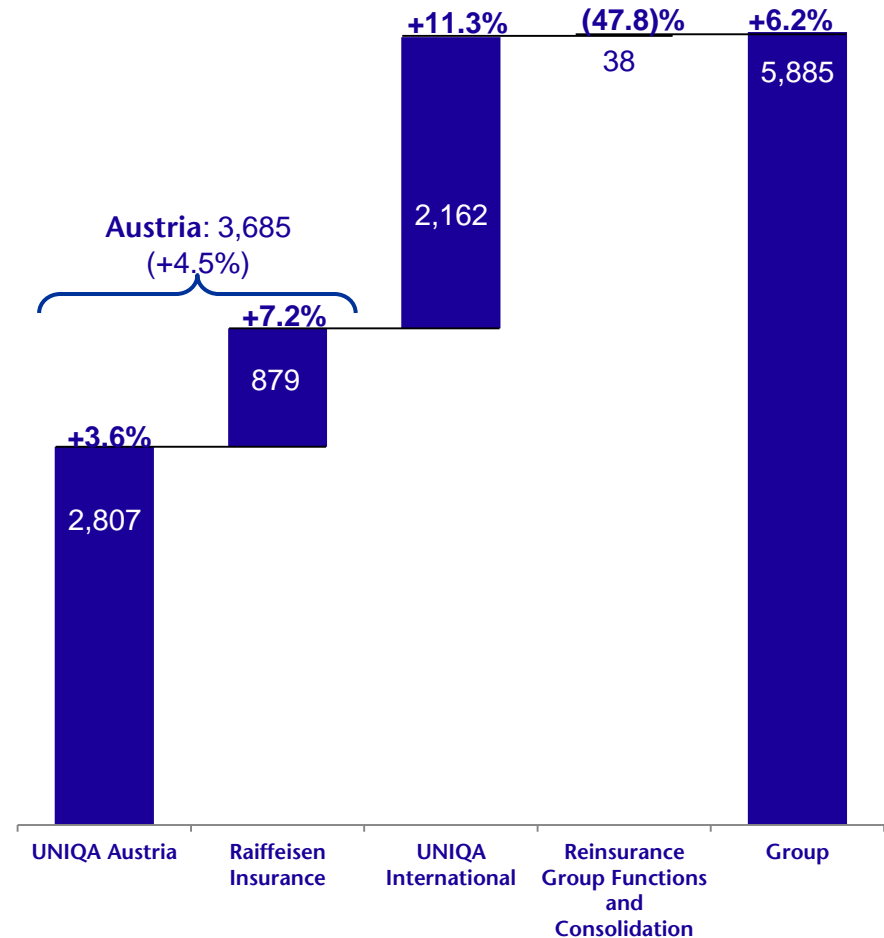
(a) Including savings position of premiums from unit- and index-linked life insurance

Premium development in operating segments

Highlights 2013

- **UNIQA Austria:** Total premiums written rose by 3.6% to 2.807 million euros.
- **Raiffeisen insurance:** Total premiums written rose by 7.2% to 879 million euros
- **UNIQA International:** Total premiums written rose by 11.3% to 2,162 million euros.
 - Central Eastern Europe: 1,385 million euros /+6.9%
 - Westen Europe: 777 million Euros/+14,6%

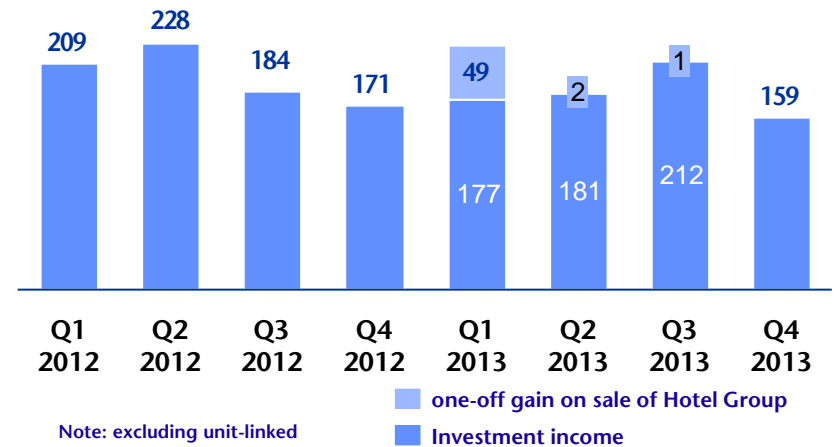
Gross Written Premium(a) per operating segment EURm ^{a)}



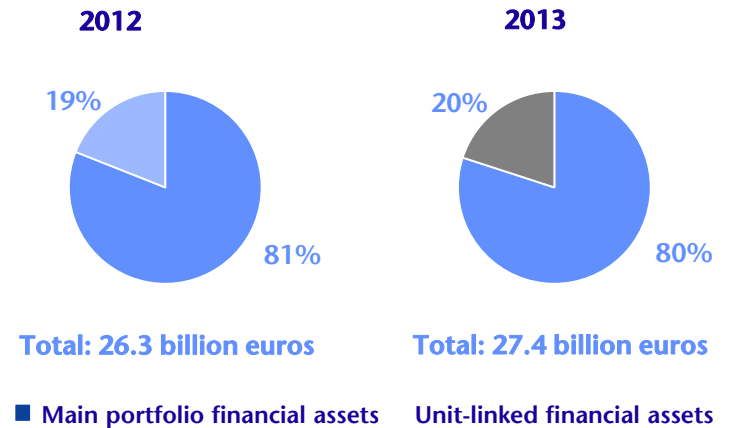
a) Note: Premiums written incl. the savings portion of premiums from unit- and index-linked life insurance

- The net investment income decreased by 1.4% to 780 million euros.
- The investment portfolio of UNIQA Group amounted to 27.4 billion euros as of 31 December 2013, an increase of 4.0% compared to 31 December 2012

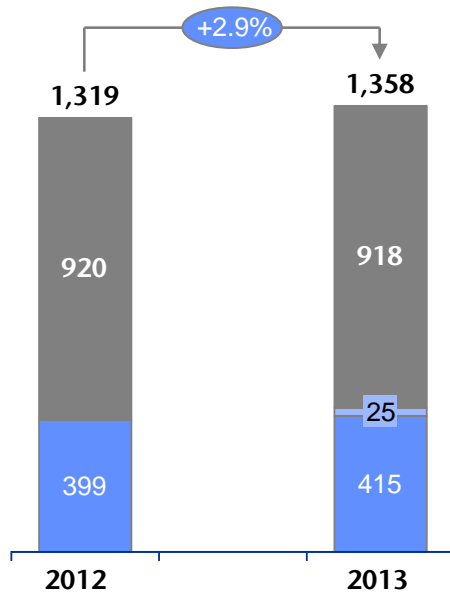
Net investment income (€m)



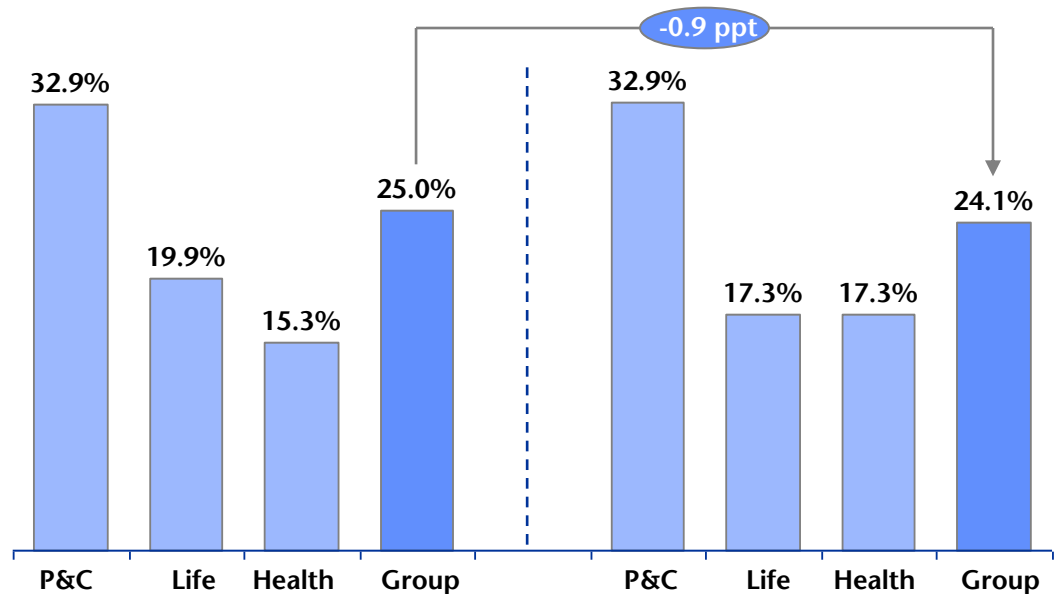
Investment portfolio



Operating expenses net (€m)



Cost ratio



■ Acquisition costs ■ Cost Provision ■ Administrative expenses

- Operating expenses (net) increased by 2.9% to 1,358 million euros.
- Acquisition costs remain stable on 918 million euros.
- Admin costs increased by 4.0% to 415 million euro.
- For further IT and Operative Excellenz projects a provision of 25 million euros was set.
- Cost ratio (net) improved to 24.1%.

Note: Figures in charts are net of the effect of reinsurance commissions and profit shares from reinsurance business ceded amounting to 35.7 million euros.

- 1. Long-term growth strategy UNIQA 2.0**
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- Premiums written ^(a) increased by 2.3 per cent to 1,702.6 million Euros.
- Growth across all segments and regions by stable costs.
- Combined ratio improved from 98.3 per cent to 97.8 per cent.
- Reduction of absolute costs lead to a reduced cost ratio of 21.2%.
- The profit on ordinary activities increased, adjusted for the profit from the sale of hotel holdings in 1Q 2013, by 20.2 per cent to 81.4 million Euros.
- Economic Capital Quota at 161 per cent.

(a) Premiums written incl. the savings portion of premiums from unit- and index-linked life insurance

Outlook 2014

- UNIQA will consistently implement its strategy programme UNIQA 2.0 further on.
- We have set ourselves the goal of further improving our profit on ordinary activities in 2014 as against 2013.

GROUP REPORT 2013 / UNIQA GROUP

Deliver.

 UNIQA

**Thank you for your attention and
– above all –
for your trust you place in us!**

We are dedicated to people.

We inspire.

We continuously develop.

We shape.



We want to succeed.

We deliver.

We are honest and direct.

We are straightforward.



Think,
what's
STOPPING
you actually?

Think



think.uniqe.at

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2. Resolution on the distribution of net profits shown in the Company's financial statements for the year ending 31 December 2013.

Resolution Proposed by the Management Board and Supervisory Board

„Net profits for the year 2013 in the amount of EUR 108,208,827.81 shall be allocated as follows:

Distribution of a dividend of 35 cents for each share unit carrying dividend rights (309,000,000 share units issued as of 31 December 2013, less treasury shares held on the date the resolution is adopted).

The residual amount shall be carried forward.“

3. Resolution on the discharge of the members of the Company's Management Board and Supervisory Board for the fiscal year 2013.

Resolution Proposed by the Management Board and Supervisory Board

"The members of the Company's Management Board and the members of the Company's Supervisory Board (each in the fiscal year 2013) will be discharged for the fiscal year 2013 in separate votes."

4. Resolution on daily allowances and remunerations to the members of the Supervisory Board.

Resolution Proposed by the Management Board and Supervisory Board

”The remunerations to the members of the Supervisory Board shall amount in total to EUR 380,000 for the fiscal year 2013. Allocation to the individual members of the Supervisory Board will be made by resolution of the Supervisory Board. The daily allowances of the members of the Supervisory Board shall amount to EUR 300 per meeting and participating member.“

5. Election of the auditor of the non-consolidated and consolidated financial statements for the fiscal year 2015.

Resolution Proposed by the Supervisory Board

“PwC Wirtschaftsprüfung GmbH Wirtschaftsprüfungs- und Steuerberatungsgesellschaft are elected as auditors for the unconsolidated and consolidated financial statements for the year ending 31 December 2015.“

6. Election of three members of the Supervisory Board.

Resolution Proposed by the Supervisory Board

„The following individuals will be elected as members of the Supervisory Board:

Mrs. Nadine Gatzert

Mrs. Kory Sorenson

Mr. Markus Andréewitch

These individuals shall be elected for a term of office starting at the end of this Annual General Meeting and expiring at the end of the Annual General Meeting that resolves on the discharge for the fiscal year 2014. The previous number of ten members of the Supervisory Board elected by the Annual General Meeting shall remain unchanged.“

7. Revocation of the authorization to increase the share capital (authorized capital) granted by the 14th ordinary Annual General Meeting on 27 May 2013 and resolution on the authorization of the Management Board until 30 June 2019 inclusive
 - (a) to increase the share capital once or several times with the consent of the Supervisory Board by a total of not more than EUR 81,000,000 by issuing up to 81,000,000 bearer shares or registered shares with voting rights against settlement in cash or contribution in kind,
 - (b) to exclude the shareholders' subscription rights with the consent of the Supervisory Board, if the share capital is so increased
 - (b.a.) to implement an employee participation program, including for members of the Management Board and/or executives or exclusively for members of the Management Board and/or executives or a stock option plan for employees, including for members of the Management Board and/or executives or exclusively for members of the Management Board and/or executives of the Company and of its affiliates, or

- (b.b.) against contribution in kind, including, without limitation, undertakings, businesses, parts of businesses or shares in one or several companies in Austria or abroad, or
 - (b.c.) to implement a greenshoe option or
 - (b.d.) to offset fractional amounts, and
 - (c) with the consent of the Supervisory Board, to determine the type of newly issued shares (bearer shares or registered shares), the issue price and the other terms of issue (authorized capital),
- and resolution to amend Section 4 (3) of the Company's articles of association pursuant to the resolution on authorized capital.

Resolution Proposed by the Management Board and Supervisory Board

„The Management Board's authorization which expires on 30 June 2018 to increase the share capital with the consent of the Supervisory Board once or several times by up to EUR 12,371,850 by issuing up to 12,371,850 bearer shares or registered shares with voting rights against settlement in cash or contribution in kind will be revoked.

The Management Board is authorized until 30 June 2019 inclusive

- (a) to increase the share capital once or several times with the consent of the Supervisory Board by a total of not more than EUR 81,000,000 by issuing up to 81,000,000, bearer shares or registered shares with voting rights against settlement in cash or contribution in kind,
- (b) to exclude the shareholders' subscription rights with the consent of the Supervisory Board, if the share capital

- (b.a.) is so increased to implement an employee participation program, including for members of the Management Board and/or executives or exclusively for members of the Management Board and/or executives or a stock option plan for employees, including for members of the Management Board and/or executives or exclusively for members of the Management Board and/or executives of the Company and of its affiliates, or
- (b.b.) against contribution in kind, including, without limitation, undertakings, businesses, parts of businesses or shares in one or several companies in Austria or abroad, or
- (b.c.) to implement a greenshoe option, or
- (b.d.) to offset fractional amounts, and

- (c) with the consent of the Supervisory Board, to determine the type of newly issued shares (bearer shares or registered shares), the issue price and the other terms of issue (authorized capital).

Section 4 (3) of the articles of association shall be amended to read as follows:

“The Management Board is authorized until 30 June 2019 inclusive

- (a) to increase the share capital once or several times with the consent of the Supervisory Board by a total of not more than EUR 81,000,000 by issuing up to 81,000,000, bearer shares or registered shares with voting rights against settlement in cash or contribution in kind,
- (b) to exclude the shareholders' subscription rights with the consent of the Supervisory Board, if the share capital is so increased

- (b.a.) to implement an employee participation program, including for members of the Management Board and/or executives or exclusively for members of the Management Board and/or executives or a stock option plan for employees, including for members of the Management Board and/or executives or exclusively for members of the Management Board and/or executives of the Company and of its affiliates, or
- (b.b.) against contribution in kind, including, without limitation, undertakings, businesses, parts of businesses or shares in one or several companies in Austria or abroad, or
- (b.c.) to implement a greenshoe option, or
- (b.d.) to offset fractional amounts, and

(c) with the consent of the Supervisory Board, to determine the type of newly issued shares (bearer shares or registered shares), the issue price and the other terms of issue (authorized capital).

The Supervisory Board may adopt amendments of the Company's articles of association linked to the issue of shares from authorized capital.””

8. Resolution to amend Section 7 (9) of the Company's articles of association such that members of the Supervisory Board may be present at meetings of the Supervisory Board via video conference and may exercise their voting rights in such a video conference.

Resolution Proposed by the Management Board and Supervisory Board

„Section 7 (9) of the Company's articles of association will be amended by adding a new sentence 2, to read as follows:

“Members of the Supervisory Board may be present at meetings of the Supervisory Board via video conference by video and audio real time transmission without physical presence at the place of the meeting, and may exercise their voting rights via that video conference (Section 92 (5) 4th sentence AktG); in this case as well, the Supervisory Board's quorum is governed by sentence 1.““

Think take HEART
for your
happiness!

Think



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