

**Unofficial translation from the German language –
only the German language version is legally binding**



UNIQA Insurance Group AG

(Companies Register number 92933t)

ISIN AT0000821103

21st Annual General Meeting

to be conducted as a virtual meeting on Monday, 25 May 2020, 10 a.m.,

Information on the organizational and technical prerequisites for participation in the virtual Annual General Meeting pursuant to Section 3 (3) in conjunction with Section 2 (4) of the COVID-19 Corporate Law Regulation (Federal Law Gazette II 2020/140)

Participation in the virtual Annual General Meeting:

Via internet livestream at

<https://www.uniqagroup.com/gruppe/versicherung/investor-relations/hauptversammlung/Annual-General-Meeting.en.html>

as well as connection via telephone under +43 12 535 501 or +43 12 535 502 or +43 670 309 0165 or +43 72 011 5988

[in each case Austria; Listing of alternative worldwide dial-in numbers see the website above]

Meeting-ID german: 929 0131 6535

Meeting-ID english: 937 3977 6642

Participation of special shareholder representatives:

UNIQA Tower, A-1029 Vienna, Untere Donaustrasse 21, ground floor, Platinum

Annual General Meeting conducted as a virtual meeting

In the interest of protecting the health of the shareholders and other participants, the 21st Annual General Meeting of UNIQA Insurance Group AG, Companies Register number 92933t (“**UNIQA**” or the “**Company**”) will be conducted on the basis of Section 1 of the Federal Act on Special Corporate Law Measures due to COVID-19 (COVID-19 Corporate Law Act), Federal Law Gazette I 2020/16 as amended in Federal Law Gazette I 2020/24 (the “**Act**”) and, as specified therein, in accordance with the Regulation issued by the Federal Minister of Justice regarding the organization of corporate meetings without the physical presence of the participants and the adoption of resolutions by other means (COVID-19 Corporate Law Regulation), promulgated on 8 April 2020 in Federal Law Gazette II 2020/140 (the “**Regulation**”).

The Management Board announced the conduct of the Annual General Meeting as a virtual meeting (see Section 1 (1) of the Regulation) in the convocation to the Annual General Meeting, which was published in the Official Journal of Wiener Zeitung on 24/04/2020 and notified pursuant to Section 107 (3) of the Stock Corporation Act via euro adhoc on the same day. Pursuant to Section 3 (3) of the Regulation, in the

convocation the Management Board explicitly reserved the right to notify **detailed information on and the modalities** of the virtual meeting, including the **organizational and technical prerequisites**, such as the names of the four persons proposed by the Company as special **independent shareholder representatives**, from the 21st day prior to the Annual General Meeting. Pursuant to Section 108 (3-5) of the Stock Corporation Act, all such information will be made available on the website of the Company (www.uniqagroup.com) under Investor Relations/Annual General Meeting from 04/05/2020 onward.

After thorough consideration, the Management Board decided to convene and conduct the Annual General Meeting as a virtual meeting (see Section 1 (1) of the Regulation). In the Management Board's opinion, given the current circumstances, this is in the best interest of the Company and its shareholders, as these interests are better served by conducting the Annual General Meeting as a virtual meeting than by postponing it to an indefinite point in time.

A virtual meeting means that, for reasons of health protection, shareholders and their representatives (except for the special independent shareholder representatives) cannot and must not be physically present. We therefore explicitly draw attention to the fact that the **physical participation** (i.e. presence at the UNIQA Tower) of shareholders or their representatives (except for the special independent shareholder representatives) in the Annual General Meeting **will not be possible**.

Irrespective of the above, the Management Board of the Company reserves the right to cancel the Annual General Meeting, even at short notice, should the Management Board come to the conclusion that the reliable conduct of the Annual General Meeting as a virtual meeting cannot be guaranteed, e.g. for organizational or technical reasons.

Independent shareholder representatives

To introduce motions, cast votes and challenge a resolution, every shareholder can authorize any of the four special **independent shareholder representatives** indicated below. We explicitly point out that, for the purpose of limiting the number of participants physically present at the venue of the meeting, shareholders can give their proxies **exclusively** to one of the four special independent **shareholder representatives, but not to any other person** (see Section 3(4) of the Regulation).

The four special independent shareholder representatives proposed by the Company are:

- (i) Dr. Michael Knap
c/o IVA – Interessenverband für Anleger
A-1130 Vienna, Feldmühlgasse 22
Phone: +43 664 213 87 40
e-mail: michael.knap@iva.or.at

- (ii) Dr. Christoph Nauer, LL.M.
Lawyer
c/o bpv Hügel Rechtsanwälte GmbH,
A-1220 Vienna, ARES-Tower, Donau-City-Straße 11
Phone: +43 2236 89 33 77
Fax: +43 2236 89 33 77-40
e-mail: proxy.uniqa@bpv-huegel.com

- (iii) Mag. Ewald Oberhammer, LL.M.
Lawyer
c/o Oberhammer Rechtsanwälte GmbH
A-1010 Vienna, Karlsplatz 3/1
Phone: +43 1 503 30 00
Fax: +43 1 503 30 00 33
e-mail: e.oberhammer@oberhammer.co.at
- (iv) Mag. Gernot Wilfling
Lawyer
c/o Müller Partner Rechtsanwälte GmbH
A-1010 Vienna, Rockhgasse 6
Phone: +43 1 535 80 08
Fax: +43 1 535 80 08 50
e-mail: g.wilfling@mplaw.at

(each of them a “**shareholder representative**”).

Each shareholder representative is suitable, independent of the Company, and has provided confirmation of his independence to the Company.

Every shareholder who has the right to participate in the Annual General Meeting – without being physically present – in accordance with the provisions of the Stock Corporation Act and as described in detail in the convocation to the Annual General Meeting (in particular, shareholder status on the record date and timely submission of a deposit certificate), may appoint one of the four special independent shareholder representatives as his/her proxy. The appointment of other persons as proxies for this Annual General Meeting is not possible. If a shareholder wishes to take the floor once or several times, introduce one or several motions, exercise his/her voting right at the Annual General Meeting or challenge a resolution, a shareholder representative must be appointed.

Only those shareholders who have given proxy to one of the four proxyholders are deemed to participate in the Annual General Meeting (listed in the list of participants).

The proxy must be transmitted to one of the shareholder representatives in text form. The power of attorney must contain the name / company name of the shareholder granting the power of attorney. The name / company name must match the deposit confirmation. Furthermore, an e-mail address should be given wherever possible, which makes it easier to compare any questions from shareholders received by e-mail or to assess the admissibility of such questions. Shareholders are free to use the **proxy forms** prepared for **each of the shareholder representatives** and made available by the Company on its website (www.uniqagroup.com) under Investor Relations/Annual General Meeting. Use of these forms is not obligatory.

The costs of the shareholder representatives are borne by the Company.

Shareholders are advised to **contact their authorized shareholder representatives in due time**, if orders to introduce motions or to challenge a resolution at the Annual General Meeting are to be given to the respective shareholder representative.

Please read the proxy form carefully and take note of *Further Information on the rights of shareholders pursuant to Sections 109, 110, 118 and 119 of the Stock Corporation Act* as well as *Additional information on*

shareholder rights in the case of a virtual meeting pursuant to the COVID-19 Company Law Regulation (Federal Law Gazette II 2020/140) and Conduct of the virtual meeting published on the Company's website (www.uniqagroup.com) under Investor Relations/Annual General Meeting.

It is in your own interest that proxies are received by your shareholder representative **no later than Friday, 22/05/2020, 16:00 hrs**, CEST, Vienna time (last working day before the Annual General Meeting) at the email address of your shareholder representative indicated below:

- (i) knap.uniqa@hauptversammlung.at
- (ii) nauer.uniqa@hauptversammlung.at
- (iii) oberhammer.uniqa@hauptversammlung.at
- (iv) wilfling.uniqa@hauptversammlung.at

Through this mode of transmission, the shareholder representative chosen by you, but not any of the other shareholder representatives, will have direct access to your proxy.

Nevertheless, every shareholder may transmit the proxy form issued by him/her **no later than Friday, 22 May 2020, 16:00 hrs**. CEST, Vienna time (last working day prior to the Annual General Meeting) in writing to the Company's address at A-1029 Vienna, Untere Donaustrasse 21, UNIQA Tower, Investor Relations, or by fax at +43 (0)1 8900 500 95 or email at anmeldung.uniqa@hauptversammlung.at (email messages must be accompanied by the proxy in text form, e.g. as a pdf file) or by SWIFT message type MT598 or MT599 to GIBAAWGGMS with reference to ISIN AT0000821103.

Owing to the character of the Annual General Meeting as a virtual meeting, handing over the proxy form on the day of the Annual General Meeting at the meeting venue is not possible.

Moreover, as regards the granting of proxies or, where appropriate, the revocation of proxies, the provisions of the Stock Corporation Act and the explanations contained in the convocation under *Right to attend, deposit certificate, record date and representation (Section 106 points 6, 7 and 8 of the Stock Corporation Act)* apply.

Requests for the floor; shareholders' right to ask questions and receive information

At the virtual Annual General Meeting, the shareholders' right to information pursuant to Section 118 of the Stock Corporation Act can be exercised by the shareholders themselves before and during the Annual General Meeting in accordance with the provisions of the Regulation and as described in this document.

Irrespective of the above, the shareholders are invited to transmit all their questions or comments or any other form of exercising their legal right to information – in terms of substance subject to Section 118 of the Stock Corporation Act – in text form by email to the email address fragen.uniqa@hauptversammlung.at in time for them to be received by the Company no later than on the second working day prior to the Annual General Meeting, i.e. by Wednesday, 20/05/2020, 16:00 hrs. CEST, Vienna time.

In so doing, you will enable the Management Board to ensure timely and thorough preparation and to expeditiously reply to your questions at the Annual General Meeting. As the Annual General Meeting will be conducted as a virtual meeting, the submission of questions or comments in advance will facilitate an orderly conduct of the Annual General Meeting.

The shareholders' obligation to identify themselves equally applies to questions or comments submitted in advance of the Annual General Meeting and to questions or comments during the Annual General Meeting. See below: *Conduct of the virtual meeting*.

Please use the request-to-speak form, which can be downloaded from the Company's website (www.uniqagroup.com) under Investor Relations/Annual General Meeting, and fill it in as accurately as possible.

Webcast of the Annual General Meeting

As announced in the convocation, the entire Annual General Meeting will be webcast from beginning to end. This is explicitly permitted by Article 8 (11) of the Articles of Association of the Company and indispensable in the case of a virtual Annual General Meeting. Given the legal basis (Section 102 (4) Stock Corporation Act), webcasting is **in compliance with data protection law**.

All shareholders of the Company will be able to follow the Annual General Meeting live on the Internet on **25 May 2020, starting at 10:00 hrs.** (CEST, Vienna time) at

<https://www.uniqagroup.com/gruppe/versicherung/investor-relations/hauptversammlung/Annual-General-Meeting.en.html>

The webcast of the Annual General Meeting will allow all shareholders, who so wish, to follow the entire Annual General Meeting, including the presentation by the Management Board, the shareholders' questions (to be read out) and the answers to these questions from any location with sound and image transmission in real time. On comments and questions, see above: *Requests for the floor; shareholders' right to ask questions and receive information*, and below: *Conduct of the virtual Annual General Meeting*.

There is also the option of following the Annual General Meeting by telephone under +43 12 535 501 or +43 12 535 502 or +43 670 309 0165 or +43 72 011 5988 (in each case Austria; Listing of alternative worldwide dial-in numbers see the website above); Meeting-ID-german: 929 0131 6535; Meeting-ID-english: 937 3977 6642:

Conduct of the virtual Annual General Meeting

The shareholders entitled to participate – virtually but not physically – in the Annual General Meeting (i.e. shareholders whose deposit certificates issued by the custodian bank has been received in due time pursuant to Section 10a of the Stock Corporation Act and who have given their proxies to one of the shareholder representatives) also have the possibility of transmitting their questions and comments or exercise their legal right to ask questions in text form by electronic means during a certain time slot after the opening of the Annual General Meeting. As in the case of an annual general meeting with shareholders physically present, the exercise of the right to ask questions is subject to the requirements of Section 118 of the Stock Corporation Act.

During the Annual General Meeting, such **questions and comments** – as well as the questions and comments received prior to the Annual General Meeting in accordance with the section on *Requests for the floor; shareholders' right to ask questions and receive information* – will be read out by the chairman or a person nominated by the chairman. Should questions or comments be repetitive or not to the point, the Company reserves the right to merely read out the substantial content of the question or comment (Section 3 (1) of the Regulation).

During the Annual General Meeting, questions and comments can be transmitted exclusively by email in text form to the email address fragen.uniqa@hauptversammlung.at. To rule out any doubt about the identity of the person sending the email, his/her personal data (first name and surname / company name, date of birth / Companies Register number / registration number of the shareholder) must be indicated in the email, and the end of the statement must be marked by a facsimile of the shareholder's signature or by other means (Section 13 (2) of the Stock Corporation Act) in order to enable the Company to ascertain that it is identical with the signature on the deposit certificate. Every shareholder is responsible for ensuring that the email address from which the question or comment is transmitted can be traced back to the shareholder as its rightful user, i.e. to ensure that no emails with questions or comments originating from other persons are sent from this address.

The **request-to-speak form** made available on the Company's website (www.uniqagroup.com) under Investor Relations/Annual General Meeting can also be used for this purpose, filled in with the aforementioned identity data, and transmitted as a pdf file attached to an email.

It will thus be possible for shareholders to react to developments during the Annual General Meeting, for instance by requesting clarifications or asking follow-up questions.

The chairman of the Annual General Meeting will determine the timing of the Annual General Meeting, as is the case at annual general meetings with physical presence, and, in particular, announce a certain point in time before the vote by which questions and comments can be submitted. The schedule of the Annual General Meeting, as planned, provides for a general debate, i.e. the reports by the Management Board or the Supervisory Board as well as the presentation of the proposed resolutions on all agenda items to be followed – virtually – by questions and comments by shareholders on all agenda items. Finally, votes will be taken on all admissible proposed resolutions. The chairman of the Annual General Meeting has the right to impose reasonable time limits (Section 3 (1) of the Regulation).

Moreover, the shareholders have the possibility of modifying their **instructions** given to their authorized special independent shareholder representatives, in particular instructions regarding the **introduction of motions, voting instructions or changes** to their original instructions regarding the introduction of motions and/or the casting of votes on one or several agenda items, or their **challenges** in respect of one or several agenda items during the Annual General Meeting, up to a point in time to be determined and announced in advance by the chairman. To do so, please send an **email** to the email address of your authorized shareholder representative to whom you sent your proxy:

- (i) knap.uniqa@hauptversammlung.at
- (ii) nauer.uniqa@hauptversammlung.at
- (iii) oberhammer.uniqa@hauptversammlung.at
- (iv) wilfling.uniqa@hauptversammlung.at

To rule out any doubt about the identity of the sender of this email, the participant's personal data (first name and surname / company name, date of birth / Companies Register number / registration number of the shareholder) must be indicated in the email, and the end of the statement must be marked by a facsimile of the shareholder's signature or by other means (Section 13 (2) of the Stock Corporation Act) in order to enable the shareholder representative to ascertain that it is identical with the signature on the proxy form. Every shareholder is responsible for ensuring that the email address from which such order is transmitted can be traced back to the shareholder and is rightfully used by him/her, i.e. to ensure that no emails with questions or comments originating from other persons are sent from this address. Please note that **during the Annual General Meeting electronic communication** with the authorized shareholder representative will most probably be possible **exclusively by email** and that **accessibility by telephone** (including text messages or other telephone-based means of communication, e.g. WhatsApp) **cannot be guaranteed**.

The point in time up to which orders or instructions regarding motions, votes or challenges are possible will be determined and announced in advance by the chairman in the course of the Annual General Meeting.

Please note that it may be necessary to briefly interrupt the meeting to enable the shareholder representatives to order and process the instructions received during the Annual General Meeting from the shareholders they represent.

By way of the aforementioned communication channels, the Company is convinced to offer its shareholders the best available possibility of participating in the meeting and to ensure the highest possible degree of legal certainty of the decision-making procedures.

Convocation

Please note the provisions specified in the Convocation dated 24/04/2020, in particular the requirement of **timely transmission of the deposit certificate** and the **proxy** made out to a shareholder representative authorized to exercise the shareholder rights at the virtual Annual General Meeting on 25/05/2020.

Website

Please note the documents entitled *Further Information on the rights of shareholders pursuant to Sections 109, 110, 118 and 119 of the Stock Corporation Act* as well as *Additional information on shareholder rights in the case of a virtual meeting pursuant to the COVID-19 Company Law Regulation (Federal Law Gazette II 2020/140)* and *Conduct of the virtual meeting* published on the Company's website (www.uniqagroup.com) under Investor Relations/Annual General Meeting.

Vienna, 3 May 2020

The Management Board