

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

<b>Information on the shareholder / the shareholders (if more than one deposit account holder)</b>	
Name/Company name	
Address (ZIP code, city, street, number)	
Natural persons: Date of birth / Legal persons: Register and number under which the legal person is registered in its country of origin	
For enquiries: Email address (or telephone number)	
Name of the credit institution issuing the deposit certificate	
BIC	Deposit account number

**P R O X Y**

**for the special independent shareholder representative pursuant to Section 3 (4) of 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), Federal Law Gazette II 2020/140 (the "Regulation")**

**for the 21<sup>st</sup> Annual General Meeting of UNIQA Insurance Group AG  
(Companies Register number 92933t) held on 25/05/2020**

As a shareholder of UNIQA Insurance Group AG, Companies Register number 92933t ("UNIQA" or the "Company"), I (we) herewith authorize

**Mr. Dr. Christoph Nauer, LL.M., Lawyer,**

**pA bpv Hügel Rechtsanwälte GmbH,**

A-1220 Vienna, ARES-Tower, Donau-City-Strasse 11

(the "shareholder representative")

to represent me/us at the 21<sup>st</sup> Annual General Meeting of the Company held on 25/05/2020 (the "**Annual General Meeting**") to be conducted as a virtual meeting (Section 1 (1) of the Regulation) and to exercise all my rights as a shareholder pursuant to Section 3 (4) of the Regulation, i.e. to introduce motions, cast votes and challenge resolutions at the Annual General Meeting in my name/our name with legal effect.

I/we order and authorize the shareholder representative, in particular, to vote as my/our authorized representative on the items on the agenda of the Annual General Meeting and to adopt resolutions as follows:

I/we order, instruct and authorize the shareholder representative to vote on the items on the agenda of the Annual General Meeting (as summarized below) in accordance with the resolutions proposed by the Management Board and/or the Supervisory Board, as made available on the Company's website at [www.uniqagroup.com](http://www.uniqagroup.com) under Investor Relations/Annual General Meeting, as follows (**please tick the appropriate box; in the absence of an explicit instruction on an agenda item, the shareholder representative will not cast a vote on this agenda item**):

Should individual votes be taken on an item on the agenda of the Annual General Meeting, the instruction given for this agenda item applies to each individual vote.

- Item 2 Resolution on the distribution of the net profit reported in the annual financial statements of the Company for the year ended 31 December 2019**

YES	NO	ABSTENTION
<input type="radio"/>	<input type="radio"/>	<input type="radio"/>

- Item 3 Resolution on the approval of the acts of the members of the Management Board and the members of the Supervisory Board for the fiscal year 2019**

- (i) Approval of the actions of the members of the Management Board**

YES	NO	ABSTENTION
<input type="radio"/>	<input type="radio"/>	<input type="radio"/>

- (ii) Approval of the actions of the members of the Supervisory Board**

YES	NO	ABSTENTION
<input type="radio"/>	<input type="radio"/>	<input type="radio"/>

- Item 4 Resolution on the daily allowances and the remuneration of the members of the Supervisory Board**

YES	NO	ABSTENTION
<input type="radio"/>	<input type="radio"/>	<input type="radio"/>

- Item 5 Resolution on the remuneration policy of the Group**

YES	NO	ABSTENTION
<input type="radio"/>	<input type="radio"/>	<input type="radio"/>

**Item 6 Election of the statutory auditor of the non-consolidated and consolidated annual financial statements for the fiscal year 2021**

YES	NO	ABSTENTION
<input type="radio"/>	<input type="radio"/>	<input type="radio"/>

**Item 7 Resolution on the renewal of the authorization of the Management Board to purchase own shares, subject to approval by the Supervisory Board, from 30/11/2020 up to and including 30/05/2023 (including the authorization to sell purchased own shares other than on the stock exchange or by public offering)**

YES	NO	ABSTENTION
<input type="radio"/>	<input type="radio"/>	<input type="radio"/>

**TOP 8 Resolution on the amendment to the Articles of Association of the Company in Art. 6 (1) regarding the membership of the Management Board to comprise two or more members, but not more than ten members**

YES	NO	ABSTENTION
<input type="radio"/>	<input type="radio"/>	<input type="radio"/>

**Item 9 Election of a member of the Supervisory Board**

YES	NO	ABSTENTION
<input type="radio"/>	<input type="radio"/>	<input type="radio"/>

This proxy refers to \_\_\_\_\_ of my shares in the Company (if this field is left blank, the proxy refers to all shares for which a deposit certificate was issued by the custodian bank as of the record date).

The shareholder representative is **not** authorized to grant sub-proxies, except to another special independent shareholder representative proposed by the Company pursuant to Section 3 (4) for the Annual General Meeting or for important reasons (e.g. absence due to illness).

On the basis of this proxy and pursuant to Section 3 (4) of the Regulation, the shareholder(s) can order the shareholder representative to introduce motions or to challenge resolutions adopted on one or several agenda items. I/we order the shareholder representative to introduce the motions specified below and/or to challenge the resolutions adopted by the Annual General Meeting specified below (provided these are adopted in accordance with the respective resolutions proposed by the Management Board and/or the Supervisory Board). If the table below is left blank, **no such orders** are given to the shareholder representative and **challenges will not be introduced**.

Agenda item	Order to introduce a motion or to challenge a resolution

Shareholders can contact their shareholder representatives by telephone (tel.: +43 2236 89 33 77) (by telephone exclusively before, but not during the Annual General Meeting) or by email [proxy.uniq@bpv-huegel.com](mailto:proxy.uniq@bpv-huegel.com). **Contacting the shareholder representative in due time** is recommended, If shareholders wish to give their shareholder representatives orders to introduce one or several motions and/or to challenge one or several agenda items.

The shareholder representative has the right to abstain from introducing one or several motions, if these are contra bonos mores, against the law, or, according to the shareholder representative's reasonable assessment, likely to cause the latter significant damage, or if the shareholder representative by doing so would be committing a criminal offense.

If **no instruction** is received on individual agenda items or if the **instruction received is unclear** (e.g. to vote FOR/YES and AGAINST/NO on the same proposed resolution), the shareholder representative will **abstain** from voting. The shareholder will **not** act on proxies **without instructions**.

The shareholder representative is explicitly exempted from the prohibition of double representation and self-contracting. He is explicitly allowed to also represent other shareholders of the Company at the Annual General Meeting.

If you sign this proxy on behalf of a shareholder or a legal person, please attach a document as proof of your power of attorney (proxy, extract from Companies Register or other register extract).

### Information on data protection for shareholders

See last page.

### Transmission of the proxy

In the interest of the shareholder, the proxy should be received at any of the addresses indicated below, preferably by email or SWIFT, **no later than Friday, 22/05/2020, 16:00 hrs.** (CEST, Vienna time) so that the shareholder representative chosen is informed in due time and by direct means.

To the shareholder representative: [nauer.uniqa@hauptversammlung.at](mailto:nauer.uniqa@hauptversammlung.at)

or

To the Company:

UNIQA Insurance Group AG  
Investor Relations  
UNIQA Tower  
Untere Donaustraße 21  
A-1029 Vienna

Fax: +43 (0)1 8900 500 95

Email: [anmeldung.uniqa@hauptversammlung.at](mailto:anmeldung.uniqa@hauptversammlung.at)

SWIFT: SWIFT Message Type MT598 or MT599 to the SWIFT address GIBAATWGGMS with reference to ISIN AT0000821103

\_\_\_\_\_, on \_\_\_\_\_  
[Place] [Date]

\_\_\_\_\_  
[Personal/Corporate signature]

END OF STATEMENT

<b>Information on the shareholder / the shareholders (if more than one deposit account holder)</b>	
Name/Company	
Address (ZIP code, city, street, number)	
Natural persons: Date of birth / Legal persons: Register and number under which the legal person is registered in its country of origin	
For enquiries: Email address (or telephone number)	
Name of the credit institution issuing the deposit certificate	
BIC	Deposit account number

**R E V O C A T I O N of the P R O X Y**

**for the special independent shareholder representative pursuant to Section 3 (4) of 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), Federal Law Gazette II 2020/140 (the "Regulation")**

**for the 21<sup>st</sup> Annual General Meeting of von UNIQA Insurance Group AG (Companies Register number 92933t) held on 25/05/2020**

As a shareholder of UNIQA Insurance Group AG, Companies Register number 92933t ("UNIQA" or the "Company"), I (we) authorized

**Mr. Dr. Christoph Nauer, LL.M., Lawyer,**

**pA bpv Hügel Rechtsanwälte GmbH,**

A-1220 Vienna, ARES-Tower, Donau-City-Straße 11

(the "**shareholder representative**")

to represent me/us at the 21<sup>st</sup> Annual General Meeting of the Company held on 25/05/2020 (the "**Annual General Meeting**") to be conducted as a virtual meeting (Section 1 (1) of the Regulation) and to exercise all my rights as a shareholder pursuant to Section 3 (4) of the Regulation, i.e. to introduce motions, cast votes and challenge resolutions at the Annual General Meeting in my name/our name with legal effect.

**I/we herewith revoke this proxy** given to the shareholder representative for \_\_\_\_\_ of my/our shares in the Company (if this field is left blank, the revocation of the proxy refers to all shares for which the respective proxy was issued).

If you sign this revocation of the proxy on behalf of a shareholder or a legal person, please attach a document as proof of your power of attorney (proxy, extract from Companies Register or other register extract) to the revocation of the proxy.

**Transmission of the revocation of the proxy**

The revocation is to be sent to any of the addresses indicated below, preferably by email or SWIFT, so that the shareholder representative chosen is informed in due time and by direct means.



To the shareholder representative: [nauer.uniq@hauptversammlung.at](mailto:nauer.uniq@hauptversammlung.at)

or

To the Company:

UNIQA Insurance Group AG

Investor Relations

UNIQA Tower

Untere Donaustraße 21

A-1029 Vienna

Fax: +43 (0)1 8900 500 95

Email: [anmeldung.uniq@hauptversammlung.at](mailto:anmeldung.uniq@hauptversammlung.at)

SWIFT: SWIFT Message Type MT598 or MT599 to the SWIFT Adresse GIBAATWGGMS with reference to ISIN AT0000821103

\_\_\_\_\_, on \_\_\_\_\_  
[Place]                      [Date]

\_\_\_\_\_  
[Personal/Corporate signature]

END OF STATEMENT

## Information for shareholders regarding data processing

In order to enable the shareholders to exercise their rights within the framework of the Annual General Meeting, UNIQA 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(s)) 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.

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

UNIQA 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 only such personal data as are required for the performance of the contractually agreed services and process such data exclusively on the basis of instructions received from UNIQA. As far as required by law, UNIQA has concluded privacy agreements with these service providers.

The shareholder representatives, the members of the Management Board and the Supervisory Board, the public notary and all other persons entitled by law 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 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, under company law, stock corporation law and the law on mergers and acquisitions, inter alia from Section 128 (4) of the Stock Corporation Act (duty of the company to issue a certificate, upon the shareholder's request within 14 days after the vote, confirming the correct recording and counting of the votes cast by the respective shareholder), 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 or vice versa by UNIQA 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.

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, unless legal provisions to the contrary apply. Shareholders can invoke these rights free of charge vis-à-vis UNIQA by contacting the Company by email at [datenschutz@uniqua.at](mailto:datenschutz@uniqua.at) or at the following contact data: UNIQA Insurance Group AG, Untere Donaustrasse 21, 1029 Wien, fax: +43 50677 676.

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.

As stated in the convocation, the entire Annual General Meeting will be webcast from beginning to end. This is explicitly permitted by Art.8 para.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**.

For further information on data protection, please refer to the Privacy Policy published on the Company's website ([www.uniqagroup.com](http://www.uniqagroup.com)) under Investor Relations/Annual General Meeting.