



UNIQA Insurance Group AG

**Further information on the rights of shareholders
pursuant to Sections 109, 110, 118 and 119 of the Stock Corporation Act
and additional information on the rights of shareholders in the case of a virtual meeting
pursuant to the COVID-19 Company Law Regulation (Federal Law Gazette II
2020/140 as amended in Federal Law Gazette 2020/616) and the conduct of the virtual
Annual General Meeting**

1. Preliminary remarks

In the interest of protecting the health of the shareholders and other participants, the 22nd Annual General Meeting of UNIQA Insurance Group AG, Companies Register number 92933t ("UNIQA" or the "Company") on 31 May 2021 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 2020/156 (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 Regulations*), Federal Law Gazette II 2020/140 as amended in Federal Law Gazette II 2020/616 (the "Regulation"). 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).

A virtual meeting means that, for reasons of health protection, shareholders and their representatives (except for the special independent proxies) cannot and must not be physically present. UNIQA therefore explicitly draws 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 proxies) in the Annual General Meeting will **not be possible**.

This further information is made available on the website of the Company (www.uniqagroup.com) under Investor Relations/Annual General Meeting pursuant to Section 3 (3) in conjunction with Section 2 (4) of the COVID-19 Company Law Regulation (Federal Law Gazette II 2020/140 as amended in Federal Law Gazette II 2020/616) **in addition to** the convocation to the Annual General Meeting published on 29/04/2021 and in addition to separate *Information on the organizational and technical prerequisites for participation in the virtual meeting*, and is therefore to be read and understood together with the aforementioned documents. References to the rights of the shareholders pursuant to Sections 109, 110 and 118 of the Stock Corporation Act and information on the points in time by which such shareholder rights can be exercised, contained in the convocation to the Annual General Meeting, are not repeated in this

additional information on shareholder rights (see Section 106 point 5 of the Stock Corporation Act). The convocation to the Annual General Meeting contains, *inter alia*, all the necessary information on the proof of shareholder status to be submitted in the form of a deposit certificate pursuant to Section 10a of the Stock Corporation Act.

2. Request for additional agenda items (Section 109 Stock Corporation Act)

- "(1) *Shareholders who together hold 5% of the share capital have the right to demand in writing that additional items be put on the agenda of the next annual general meeting and notified accordingly. Each agenda item must be accompanied by a proposed resolution, including its motivation. The articles of association may permit the exercise of this right under less stringent conditions or a lower percentage of the share capital held. The applicants must have been shareholders for at least three months prior to their request.*
- (2) *A request pursuant to para. 1 is admissible if it is received by the company not later than on the 21st day prior to the annual general meeting (Section 104), otherwise no later than on the 19th day prior to the Annual General Meeting. If such request is not received by the company in time to be included in the original agenda, it is sufficient for the amended agenda to be notified no later than on the 14th day prior to the annual general meeting in the same way as the original agenda. However, a listed company has to issue the notification pursuant to Section 107 (3) no later than on the second working day after the deadline indicated in the first sentence and make the amended agenda, including the motivation, available on its website, as entered in the Companies Register, from this day onward. Moreover, Section 108 (3-5) applies mutatis mutandis.*"

Explanatory note:

The right to request additions to the agenda is exclusively reserved to shareholders who (i) acquired their shares at least three months prior to the submission of the request and (ii) together hold at least 5% of the share capital. Each additional agenda item requested must be accompanied by a proposed resolution, including its motivation.

The request must be received by the Company no later than on the 21st day prior to the Annual General Meeting, i.e. no later than on 10/05/2021 for the 22nd Annual General Meeting of the Company to be held on 31/05/2021.

These provisions equally apply to the Annual General Meeting to be conducted as a virtual meeting (see Section 1 (1) of the Regulation).

3. Resolutions proposed by shareholders (Section 110 Stock Corporation Act)

- "(1) *Shareholders of a listed company who together hold one percent of the share capital may submit to the company proposals for resolutions in text form in respect of each item on the agenda and request that such proposals, including the names of the requesting shareholders, the motivation for the request, and a statement, if any, by the Management Board or the Supervisory Board be made available on the company's website as registered in the Companies Register. The articles of association may permit a lower percentage held in the share capital. The request is deemed admissible if it is received by the company no later than on the seventh working day prior to the annual general meeting. The company is required to meet that request no later than on the second working day after receipt, unless*

any of the cases referred to in para. 4 applies. Section 108 (4) last sentence applies mutatis mutandis.

- (2) *If a request concerns a proposal for the election of a member of the Supervisory Board, the motivation is replaced by a declaration issued by the proposed individual pursuant to Section 87 (2). In companies to which Section 86 (7) applies, the company also has to indicate how many seats on the Supervisory Board must be held by women and men in order to meet the minimum quota required pursuant to Section 86 (7) and if objections pursuant to Section 86 (9) have been raised.*
- (3) *The Company must open at least one electronic communication channel for the submission of resolutions proposed by shareholders, which must not be subject to formal requirements other than those necessary and appropriate for the identification of the shareholders concerned and the content of their proposals. Unless the articles of association provide for any other such communication channel, the transmission of proposed resolutions by fax is permitted.*
- (4) *A proposed resolution need not be published on the Company's website if*
 1. *it does not contain a motivation or if the declaration pursuant to Section 87 (2) is missing,*
 2. *it would lead to a resolution of the annual general meeting that is unlawful or in violation of the articles of association,*
 3. *a proposal to the same effect has already been published pursuant to para. 1,*
 4. *it objectively qualifies as libel (Section 111 Criminal Code) or insult (Section 115 Criminal Code) or its publication by the Management Board would constitute a criminal offense, or*
 5. *the shareholders state their intention to neither participate in the annual general meeting nor be represented there by proxies.*

The company is under no obligation to publish the motivation if it comprises more than 5,000 characters or meets any of the conditions for non-publication listed in point 4. If several shareholders submit proposals for resolutions on the same agenda item, the Management Board may combine their proposals and the respective motivations.

- (5) *The articles of association of a non-listed company may provide that resolutions proposed by shareholders be published prior to the annual general meeting. Unless provided otherwise, paragraphs 1 through 4 apply mutatis mutandis.*
- (6) *The Company is not liable for any damage arising from the mere fact of publication of resolutions proposed by shareholders."*

Explanatory note:

Pursuant to Section 110 of the Stock Corporation Act, shareholders of the Company who together hold at least 1% of the share capital may, prior to the Annual General Meeting, submit proposals for resolutions in text form (no signature required) in respect of each item on the agenda and request that such proposals, including the names of the requesting shareholders, the motivation for the request, and a statement, if any, by the Management Board or the Supervisory Board, be notified on the Company's website.

A request is admissible only if it is received by the Company no later than on the seventh working day prior to the 22nd Annual General Meeting, i.e. by 19/05/2021 for the 22nd Annual General Meeting to be held on 31/05/2021.

The proposed resolution must be accompanied by a motivation; it must not lead to a resolution that is unlawful or in violation of Articles of Association, and it must not contain any insult (Section 115 Criminal Code) or be of a defamatory nature (libel or slander, Section 111 Criminal Code). The Management Board may combine several requests with the same content.

Such proposed resolution is to be submitted to a vote at the Annual General Meeting only if the respective proposed resolution is repeated at the Annual General Meeting as a motion (in the case of a virtual meeting: repeated by the respective shareholder's special proxy). (Section 119 (2) Stock Corporation Act).

These provisions equally apply to the Annual General Meeting conducted as a virtual meeting (see Section 1 (1) of the Regulation). For the introduction of motions at the Annual General Meeting, see point 5 below.

For clarification: Since the entry into force of the 2009 Stock Corporation Amendment Act, the Stock Corporation Act has distinguished between written form and text form. Written form means that the document must bear a legally binding signature. Text form means that the document must contain the name, but does not require a signature.

4. Right to information (Section 118 Stock Corporation Act)

- "(1) Every shareholder has the right to demand and receive information about the company's affairs at the annual general meeting upon his or her request, provided such information is necessary for the appropriate assessment of an agenda item. The right to information also covers the legal and business relations of the company with an affiliated company. If the consolidated financial statements and the consolidated management report of the parent company are presented at the Annual General Meeting (Section 189a point 6 Austrian Company Code), the right to information also extends to the situation of the group and the companies included in the scope of consolidation.*
- (2) Information shall be provided in accordance with the principles of conscientious and accurate reporting.*
- (3) Information may be withheld if and when*
 - 1. based on sound business judgment, it is likely to cause the Company or any of its affiliates a significant disadvantage, or*
 - 2. the provision of such information would constitute a criminal offense.*
- (4) Information may also be withheld if it was available on the company's website as registered in the Companies Register for at least seven consecutive days prior to the commencement of the annual general meeting in the form of questions and answers; Section 108 (4), last sentence, applies mutatis mutandis. The reason why such information is withheld must be indicated."*

Explanatory note:

Upon his or her request, every shareholder is to receive information about the Company's affairs at the Annual General Meeting, provided such information is necessary for an appropriate assessment of the respective agenda item.

Every shareholder participating – virtually – in the Annual General Meeting is entitled to such information. The right to information is due not only to the shareholders themselves, but also to their legal or authorized representatives (i.e. in the case of the virtual meeting, the special independent authorized by the respective shareholder). Shareholders whose membership rights are dormant (Sections 51 (3), 65 (5) Stock Corporation Act) have no right to information.

Unless any of the exceptions listed in Section 118 (4) of the Stock Corporation Act apply, information has to be provided at the Annual General Meeting pursuant to the principles of conscientious and truthful reporting.

Supplementary explanations regarding the Annual General Meeting conducted as a virtual meeting:

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 supplementary information.

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 fragen.uniqagroup@hauptversammlung.at in time for them to be received by the Company no later than on the third working day prior to the Annual General Meeting, i.e. by Wednesday, 20/05/2020, 16:00 hrs., 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 31 May 2021, starting at 10:00 hrs. (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 them 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 (Austrian dial-in numbers; for a list of alternative worldwide dial-in numbers, please refer to the website indicated above); Meeting ID German: 928 2267 5693; Meeting ID English: 913 0690 0963.

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 have been received in due time pursuant to Section 10a of the Stock Corporation Act) 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 paragraph 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, extremely long 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 in text form by email to fragen.uniq@hauptversammlung.at. To rule out any doubt about the identity of the sender of 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 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.

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 up to 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 proxies, in particular instructions regarding the **introduction of motions, voting instructions or changes** to their original instructions 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.

The four special independent proxies proposed by the Company are:

- (i) Florian Beckermann
c/o IVA – Interessenverband für Anleger
A-1130 Vienna, Feldmühlgasse 22
Phone: +43 1 876 33 43 - 30
e-mail: florian.beckermann@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.uniq@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 “**special proxy**”).

Each special proxy is appropriately qualified, independent of the Company, and has provided confirmation of his independence to the Company.

For orders or instructions, please send an **email** to the email address of the special proxy authorized by you, which you also used for transmission of the proxy:

- (i) beckermann.uniqqa@hauptversammlung.at
- (ii) nauer.uniqqa@hauptversammlung.at
- (iii) oberhammer.uniqqa@hauptversammlung.at
- (iv) willfling.uniqqa@hauptversammlung.at

To rule out any doubt about the identity of the person concerned, 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 this 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 special proxy 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 the question or comment 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 special proxy 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 special proxies 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 offers its shareholders the best available possibility of participating in the meeting and ensures the highest possible degree of legal certainty of the decision-making procedures.

5. Motions introduced during the Annual General Meeting (Section 119 Stock Corporation Act)

- "(1) *Every shareholder, the Management Board and the Supervisory Board have the right to introduce motions on each agenda item in the course of the annual general meeting. Introducing motions on subjects that have not been duly notified as agenda items is not allowed. A resolution on a motion to convene a general meeting and to conduct negotiations without adoption of a resolution is not subject to the requirement of notification.*
- (2) *Unless otherwise required by the articles of association, a proposed resolution notified pursuant to Section 110 (1) can only be voted on if it is repeated as a motion during the meeting.*

- (3) *If several motions have been introduced on one agenda item, a vote is to be taken first on motions on which votes were cast already before the beginning of the Annual General Meeting by remote voting or by post. For the other motions, the chairman decides on the order of voting in the absence of a specific provision in the articles of association."*

Explanatory note:

At the Annual General Meeting, motions can be introduced on each agenda item. Motions on subjects that have not been regularly notified as agenda items are not allowed. In the absence of a provision to the contrary in UNIQA's Articles of Association, a resolution proposed by a shareholder (or a group of shareholders) must first be repeated at the Annual General Meeting as a motion before it can be voted on pursuant to Section 110 (1) of the Stock Corporation Act. The chairman decides on the order of voting.

These provisions equally apply to the Annual General Meeting conducted as a virtual meeting (see Section 1 (1) of the Regulation).

Supplementary explanations regarding the Annual General Meeting conducted as a virtual meeting:

Every shareholder, regardless of his or her shareholding, has the right to **introduce motions** on each agenda item during the Annual General Meeting, provided that proof of the shareholder's right to participate in the meeting (virtually in the case of a virtual meeting) has been submitted in accordance with the convocation. In the case of a virtual meeting (as in the case of this Annual General Meeting of the Company), the right to introduce motions (for resolutions) can be exercised by shareholders **exclusively** through the **special proxy** authorized by the shareholder pursuant to Section 3 (4) of the Regulation, who will introduce the motion on behalf of the shareholder at the virtual meeting in accordance with the instruction received.

6. 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 special proxies) 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 special proxies, 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@uniqa.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) under Services/Data Protection.