

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



UNIQA Insurance Group AG

ISIN AT0000821103

CONVOCAATION

of the shareholders of UNIQA Insurance Group AG, with its registered office in Vienna,
to the

22nd Annual General Meeting

to be conducted as a virtual meeting on **Monday, 31 May 2021, 10 a.m.**,

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>

and by telephone at +43 12 535 501 or +43 12 535 502 or
+43 670 309 0165 or +43 72 011 5988 (Austrian dial-in numbers; for alternative international dial-in
numbers, please refer to the list on the website indicated above)

Meeting-ID German: 928 2267 5693

Meeting-ID English: 913 0690 0963

Participation of special proxies: UNIQA Tower, A-1029 Vienna, Untere Donaustrasse 21, ground
floor, Platinum

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 FN 92933t (“**UNIQA**” or the “**Company**”) on 31 May 2021 (the **Annual General Meeting**) 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 (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. We therefore explicitly draw attention to the fact that the **physical presence** (i.e. presence at the UNIQA Tower) of shareholders or their representatives (except for the special independent proxies) at the Annual General Meeting **will not be possible**.

The shareholders will be able to participate in the Annual General Meeting from any location via livestream (see above) with sound and image transmission in real time and exercise their **shareholder rights** themselves in accordance with the provisions of the Regulation by either submitting their **questions/comments** by a date and time yet to be determined before and during the Annual General Meeting, and by authorizing one of four special **independent proxies** to submit motions, cast votes or challenge a resolution in their name. We explicitly point out that, for the purpose of limiting the number of persons physically present at the meeting venue, **shareholders can give their proxies exclusively to one of the four special independent proxies, but not to any other person** (see Section 3 (4) of the Regulation).

Detailed information on the **modalities** of the virtual AGM, including the **organizational and technical prerequisites**, such as the names of the four persons proposed by the Company to act as special **independent proxies**, will be provided pursuant to Section 108 (3-5) of the Stock Corporation Act, the complete set of information will be available for download on the **website** of the Company (www.uniqagroup.com) under Investor Relations/Annual General Meeting.

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.

A G E N D A

1. Presentation of the approved Non-consolidated Annual Financial Statements and the Consolidated Annual Financial Statements of UNIQA Insurance Group AG for the year ended 31 December 2020, the Management Report and the Group Management Report, the consolidated Corporate Governance Report and the separate consolidated Non-financial Report of the Management Board, the proposal of the Management Board regarding profit distribution, together with the report of the Supervisory Board pursuant to Section 96 of the Stock Corporation Act for the fiscal year 2020.
2. Resolution on the distribution of the net profit reported in the financial statements of the Company for the year ended 31 December 2020.
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 2020.
4. Election of the statutory auditor of the non-consolidated and consolidated financial statements for the fiscal year 2022
5. Resolution on the Remuneration Report indicating the remuneration of the Management Board and the Supervisory Board for the fiscal year 2020.
6. Resolution on the daily allowances and the remuneration for the members of the Supervisory Board.

Documents

The following documents are available at the latest as of the 21st day prior to the Annual General Meeting, i.e. from 10 May 2021, at the latest, on the Company's website, as registered in the Companies Register (www.uniqagroup.com) under Investor Relations/Annual General Meeting:

- (i) Non-consolidated annual financial statements for the year ended 31 December 2020, including the Management Report
- (ii) Consolidated annual financial statements for the year ended 31 December 2020, including the consolidated Management Report
- (iii) Consolidated corporate governance report for the fiscal year 2020
- (iv) Separate consolidated non-financial report for the fiscal year 2020
- (v) Profit distribution proposal of the Management Board for the distribution of the net profit reported in the annual financial statements of the Company as at 31/12/2020
- (vi) Report of the Supervisory Board pursuant to Section 96 of the Stock Corporation Act for the business year 2020
- (vii) Remuneration Report on the remuneration of the Management Board and the Supervisory Board for the fiscal year 2020
- (viii) Proposed resolutions of the Management Board and/or the Supervisory Board regarding items 2 to 6 of the agenda
- (ix) Further information on shareholder rights pursuant to Sections 109, 110, 118 and 119 of the Stock Corporation Act and further information on shareholder rights in the event of a virtual Annual General Meeting in accordance with the COVID-19 Company Law Regulation as well as the conduct of the virtual meeting
- (x) 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 Company Law Regulation
- (xi) Convocation of the shareholders of the Company to the 22nd Annual General Meeting

This convocation of the shareholders to the 22nd Annual General Meeting of the Company, available from the day of publication, and the documents specified in (i) to (x) above, available from 10 May 2021, at the latest, can be obtained at no charge from the Company at A-1029 Vienna, Untere Donaustrasse 21, UNIQA Tower, Investor Relations.

Moreover, forms for the granting and revocation of proxies pursuant to Section 114 of the Stock Corporation Act to/from the four special independent proxies proposed pursuant to Section 3 (4) of the Regulation will be available on the Company's website from 29 April 2021.

Notice concerning shareholder rights (Section 106 (5) Stock Corporation Act)

Pursuant to Section 109 of the Stock Corporation Act, shareholders who together hold 5% of the share capital may request in writing that items be put on the agenda and published. Any such item so requested must be accompanied by a proposal for a resolution and an explanatory statement. The respective shareholders must have held their shares for at least three months prior to their request. Any such request must be received by the Company no later than on the 21st day prior to the Annual General Meeting, hence on or before 10 May 2021. Such request must be made in writing and sent to the Company's address at A-1029 Vienna, Untere Donaustrasse 21, UNIQA Tower, Investor Relations.

Pursuant to Section 110 of the Stock Corporation Act, shareholders who together hold 1% of the share capital may send 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 reasons to be given 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 entered in the Companies Register. The request must be sent in writing to the Company's address at A-1029 Vienna, Untere Donaustrasse 21, UNIQA Tower, Investor Relations, or by fax at +43 1 211 75 79 3773 or e-mail to hauptversammlung@uniqa.at. The request will be considered receivable if received by the Company on or before the 7th working day prior to the Annual General Meeting, i.e. on or before 19 May 2021. The independent proxy authorized by the respective shareholder to introduce such a motion or such motions at the Annual General Meeting (Section 119 (2) Stock Corporation Act) is to be instructed accordingly in due time.

Pursuant to Section 118 of the Stock Corporation Act, every shareholder has the right to be informed about the Company's affairs at the Annual General Meeting upon his or her request, provided such information is necessary to properly assess an item on the agenda. Information may be withheld if, based on sound business judgment, it is likely to cause the Company or any of its affiliates a significant disadvantage, or if the disclosure of such information would constitute a criminal offence.

Shareholder rights which are linked to the holding of shares at a certain point in time or during a certain period of time may be exercised only if the shareholder submits a deposit certificate pursuant to Section 10a of the Stock Corporation Act as proof of shareholder status during the relevant period.

Additional information about shareholder rights pursuant to Sections 109, 110 and 118 of the Stock Corporation Act as well as further information on the organizational and technical prerequisites and the modalities of the Annual General Meeting as a virtual meeting as well as the exercise of shareholder rights pursuant to Sections 109, 110, 118 and 119 of the Stock Corporation Act in this context (including requests for the floor and the right to demand information) will be provided on and after 29 April 2021 on the Company's website (www.uniqagroup.com) under Investor Relations/Annual General Meeting.

Right to attend, deposit certificate, record date, and proxy (Section 106 points 6, 7 and 8 Stock Corporation Act)

Pursuant to Section 111 (1) of the Stock Corporation Act, the right to attend the Annual General Meeting – including an Annual General Meeting conducted as a virtual meeting – and to exercise shareholder rights depends on the shares held at the end of the tenth day prior to the Annual General Meeting (record date). Only shareholders who were shareholders at the end of the tenth day prior to the Annual General Meeting (record date) have the right to participate in the Annual General Meeting conducted as a virtual meeting (without physical presence) and exercise their shareholder rights. The record date is 21 May 2021, 24:00 hours (Vienna time).

For bearer shares deposited with a custodian (all shares issued by the Company are bearer shares), proof of shareholder status on the record date is furnished by producing to the Company a deposit certificate pursuant to Section 10a of the Stock Corporation Act, which must be issued in writing and received by the Company on the third working day prior to the Annual General Meeting at the latest, hence on or before 26 May 2021, at A-1029 Vienna, Untere Donaustrasse 21, UNIQA Tower, Investor Relations, or by fax (fax unsigned is allowed) at +43 (0)1 8900 500 95 or by e-mail to anmeldung.uniqa@hauptversammlung.at or by SWIFT message type MT598 or MT599 to GIBAATWGGMS with reference to ISIN AT0000821103. The deposit certificate pursuant to Section

10a of the Stock Corporation Act must be issued by the custodian bank domiciled in a Member State of the European Economic Area or in a full Member State of the OECD. If the deposit certificate is to prove current shareholder status, it must not be older than seven days when presented to the Company. The Company accepts deposit certificates in German and in English.

The deposit certificate must be issued by the shareholder's custodian bank and must contain at least the following information:

- Information about the issuer: name/company name and address or a code commonly used in transactions between banks (SWIFT code),
- Information about the shareholder: name/company name, address, date of birth of natural persons, register and register number (Companies Register number) of legal persons,
- Securities account number or other identifier,
- Information about the shares: number of the shareholder's no-par-value shares,
- Date or period to which the deposit certificate refers.

Shares are not blocked as a result of shareholders registering for the Annual General Meeting and/or presenting a deposit certificate. Shareholders may continue to freely dispose of their shares even after registration and/or presentation of a deposit certificate.

Every shareholder who has the right to participate in the Annual General Meeting – without being physically present – may appoint one of the four special independent proxies as his/her proxy pursuant to Section 3 (4) of the Regulation (one “**special proxy**” each). 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 special proxy must be appointed. The proxy must be transmitted to one of the special proxies in text form. Shareholders are free to use the forms (prepared for each of the special proxies) 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 special proxies are borne by the Company. **Detailed information** on and the **modalities** of the virtual AGM, including the **organizational and technical** prerequisites, the names of the four persons proposed by the Company to act as special independent **proxies**, as well as information on giving instructions and granting proxies will be available on the **website** of the Company (www.uniqagroup.com) under Investor Relations/Annual General Meeting as of 29 April 2021.

A shareholder's proxy must be transmitted to the Company and preserved or verifiably recorded by the Company. The proxy should arrive at the email address (yet to be notified) of the shareholder representative authorized by the respective shareholder not later than Friday, **28 May 2021, 16:00 hrs.**, Vienna time. Nevertheless, every shareholder may transmit the proxy form issued by him/her not later than 28 May 2021, 16:00 hrs., Vienna time (last working day prior to the Annual General Meeting) to the Company's address at A-1029 Vienna, Untere Donaustrasse 21, UNIQA Tower, Investor Relations, or by fax (in text form) at +43 (0)1 8900 500 95 or by email at anmeldung.uniga@hauptversammlung.at, with the proxy attached to the e-mail message 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.

Upon request, the proxy form made available on the Company's website will be sent to shareholders by post.

It will not be possible for shareholders to give proxies to their custodian bank (Section 10a Stock Corporation Act) as shareholder representative for the direct exercise of shareholder rights at the Annual General Meeting in the meaning of Section 3 (4) of the Regulation, as the Company does not intend to propose a credit institution as a special proxy.

The above provisions governing the granting of proxies also apply, *mutatis mutandis*, to the revocation of proxies.

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 Insurance Group AG 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 Insurance Group AG 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 Insurance Group AG 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 Insurance Group AG. As far as required by law, UNIQA Insurance Group AG 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 Insurance Group AG 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 UNIQA Insurance Group AG or vice versa by UNIQA Insurance Group AG 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 Insurance Group AG by contacting UNIQA Insurance Group AG by email at datenschutz@uniqa.at or at the following contact data: Untere Donaustrasse 21, 1029 Wien, fax: +43 50677 676 (UNIQA Customer Service).

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.

For further information on data protection, please refer to the Privacy Policy published on the website of UNIQA Insurance Group AG (www.uniqagroup.com) under Services/Data Protection.

Information on Webcasting of the Annual General Meeting

Notice pursuant to Section 106 (2) (b) of the Stock Corporation Act: The Annual General Meeting will be webcast from beginning to end. This is explicitly permitted by Art.8 para.11 of the Articles of Association 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.

Total number of shares and voting rights at the time of convocation (Section 106 (9) Stock Corporation Act and Section 120 (2.1) Austrian Stock Exchange Act)

At the time of convocation of the Annual General Meeting, the share capital of the Company amounts to EUR 309,000,000.00 divided into 309,000,000 no-par-value bearer shares. Each no-par-value share carries one vote. At the time of convocation of the Annual General Meeting, the Company and its subsidiaries hold 2,034,739 treasury shares, of which 1,215,089 treasury shares are held by UNIQA Österreich Versicherungen AG. At the time of convocation of the Annual General Meeting, the number of participating and voting shares thus comes to a total of 306,965,261. The Company does not have several types of shares.

Vienna, April 2021

The Management Board of UNIQA Insurance Group AG