

Consolidated **CORPORATE GOVERNANCE** Report

UNIQA has been committed to compliance with the Austrian Code of Corporate Governance since 2004 and publishes the declaration of conformity both in the Group report and on www.uniqagroup.com in the Investor Relations section. The Austrian Code of Corporate Governance is also publicly available at www.uniqagroup.com and www.corporate-governance.at.

The Corporate Governance Report and the Consolidated Corporate Governance Report of UNIQA Insurance Group AG are summarised in this report in accordance with Section 267b in conjunction with Section 251(3) of the Austrian Commercial Code.

Implementation and compliance with the individual rules in the Austrian Code of Corporate Governance, with the exception of Rules 77 to 83, are evaluated annually by PwC Wirtschaftsprüfung GmbH. Rules 77 to 83 of the Austrian Code of Corporate Governance are evaluated by the law firm Schönherr Rechtsanwälte GmbH. The evaluation is carried out based mainly on the questionnaire, published by the Austrian Working Group for Corporate Governance, for the evaluation of compliance with the Code. The reports on the external evaluation in accordance with Rule 62 of the Austrian Code of Corporate Governance can also be found at www.uniqagroup.com.

The Supervisory Board is supported by Vienna Strategy HUB GmbH with self-assessments of the Supervisory Board regarding the efficiency of its activities (Rule 36 of the Austrian Code of Corporate Governance).

UNIQA also declares its continued willingness to comply with the Austrian Code of Corporate Governance as currently amended. However, UNIQA deviates from the provisions of the Code as amended with regard to the following C rules (comply or explain rules), and the explanations are set out below.

Rule 49 of the Austrian Code of Corporate Governance

Due to the growth of UNIQA's shareholder structure and the special nature of the insurance business with regard to the investment of assets, there are a number of contracts with companies related to individual members of the Supervisory Board in which these Supervisory Board members discharge duties as members of governing bodies. If such contracts require approval by the Supervisory Board in accordance with Section 95(5)(12) of the Austrian Stock Corporation Act (Rule 48 of the Austrian Code of Corporate Governance), the details of these contracts cannot be made public for reasons of company policy and competition law. All transactions are in any case entered into and processed on an arm's length basis.

Members of the Management Board

Name	Responsible for	Supervisory Board appointments or comparable functions in other domestic and foreign companies not included in the consolidated financial statements
Andreas Brandstetter , Chief Executive Officer (CEO) * 1969, appointed 1 January 2002 until 30 June 2024	Strategy & Transformation, UNIQA Ventures, New Business Areas (Health), Group General Secretary, Auditing, Art Insurance (until 31 July 2020)	<ul style="list-style-type: none"> ▪ Member of the Supervisory Board of STRABAG SE, Villach ▪ Member of the Advisory Board of the KHM Association of Museums, Vienna
Peter Eichler , Personal Insurance * 1961, appointed 1 July 2020 until 30 June 2024	Product Development – Health, Life & Casualty, Health Inpatient Benefits, Asset Management (UCM/UREM)	
Wolf-Christoph Gerlach , Operations * 1979, appointed 1 July 2020 until 30 June 2023	Applications, Contracts & Customer Service, Property–Motor Vehicle/Property/Casualty Insurance, Life & Health Outpatient Benefits, Business Organisation (incl. OPEX & GPO), Purchasing & Administration, Group Service Centre (Nitra)	
Peter Humer , Customers & Markets Austria * 1971, appointed 1 July 2020 until 30 June 2024	Regional offices, Retail (Product Development & Pricing for Motor Vehicle and Standard Property Business, Sales Service, Sales Management), Corporate (Product Development & Risk Engineering for Corporate Property Insurance, Affinity Business, Art Insurance (since 1 August 2020)), Digitalisation	<ul style="list-style-type: none"> ▪ Member of the Supervisory Board of Salzburg Wohnbau GmbH, Salzburg
Wolfgang Kindl , Customers & Markets International * 1966, appointed 1 July 2020 until 30 June 2024	Retail (Product Development & Pricing for Motor Vehicles and Standard Property Business, Sales Service, Sales Management), Corporate (Product Development & Risk Engineering for Corporate Property Insurance, Major/International Brokers, Affinity Business), Bank International (Product Service, Sales Service, Sales Management), New Insurance Solutions, Mergers & Acquisitions, Performance & Change Management International, General Secretariat International	
René Knapp , HR & Brand * 1983, appointed 1 July 2020 until 30 June 2023	Strategic Personnel Management, Operating Personnel Management, Brand & Communication, Ethics, Sustainability & Public Affairs, Works Council	
Erik Leyers , Data & IT * 1969, appointed 1 June 2016 until 30 June 2024	Data Management, UITS, UIP Project	<ul style="list-style-type: none"> ▪ Member of the Supervisory Board of Raiffeisen Informatik Geschäftsführungs GmbH, Vienna

Management and monitoring functions in significant subsidiaries	Number of UNIQA shares held
<ul style="list-style-type: none"> ▪ Chairman of the Management Board of UNIQA Österreich Versicherungen AG, Vienna (since 1 July 2020) ▪ Chairman of the Supervisory Board of SIGAL UNIQA Group AUSTRIA sh.a., Tirana ▪ Chairman of the Supervisory Board of SIGAL LIFE UNIQA Group AUSTRIA sh.a., Tirana ▪ Chairman of the Board of Directors of UNIQA Re AG, Zurich 	as at 31 December 2020: 124,479 shares
<ul style="list-style-type: none"> ▪ Member of the Management Board of UNIQA Österreich Versicherungen AG, Vienna ▪ Member of the Management Board of UNIQA International AG, Vienna (until 8 December 2020) ▪ Chairman of the Supervisory Board of PremiQaMed Holding GmbH, Vienna ▪ Member of the Supervisory Board of Valida Holding AG, Vienna ▪ Member of the Supervisory Board of UNIQA Biztosító Zrt., Budapest ▪ Member of the Board of Directors of UNIQA Versicherung AG, Vaduz ▪ Member of the Supervisory Board of UNIQA Towarzystwo Ubezpieczeń na Życie S.A., Warsaw ▪ Member of the Supervisory Board of UNIQA LIFE Private Joint Stock Company, Kiev (until 31 December 2020) ▪ Member of the Supervisory Board of UNIQA poisťovňa a.s., Bratislava (since 15 January 2021) ▪ Member of the Supervisory Board of AXA Życie Towarzystwo Ubezpieczeń S.A., Warsaw (since 15 October 2020) ▪ Chairman of the Board of Directors of UNIQA GlobalCare SA, Geneva (Member of the Board of Directors until 19 March 2021) 	as at 31 December 2020: 9,669 shares
<ul style="list-style-type: none"> ▪ Member of the Management Board of UNIQA Österreich Versicherungen AG, Vienna (since 1 January 2020) ▪ Member of the Supervisory Board of UNIQA Asigurari de Viata SA, Bucharest (since 3 March 2021) ▪ Member of the Supervisory Board of CherryHUB BSC Korlátolt Felelősségű Társaság, Budapest ▪ Member of the Supervisory Board of UNIQA pojišťovna, a.s., Prague (since 15 March 2021) ▪ Member of the Supervisory Board of AXA životní pojišťovna a.s., Prague (since 15 March 2021) ▪ Member of the Supervisory Board of AXA pojišťovna a.s., Prague (since 15 March 2021) 	as at 31 December 2020: 6,570 shares
<ul style="list-style-type: none"> ▪ Member of the Management Board of UNIQA Österreich Versicherungen AG, Vienna ▪ Vice Chairman of the Supervisory Board of UNIQA International AG, Vienna (until 8 December 2020) 	as at 31 December 2020: 7,937 shares
<ul style="list-style-type: none"> ▪ Member of the Management Board of UNIQA Österreich Versicherungen AG, Vienna (since 1 July 2020) ▪ Chairman of the Management Board of UNIQA International AG, Vienna (until 8 December 2020) ▪ Vice Chairman of the Board of Directors of UNIQA Versicherung AG, Vaduz (until 22 January 2021) ▪ Chairman of the Supervisory Board of UNIQA Asigurari SA, Bucharest ▪ Chairman of the Supervisory Board of UNIQA Asigurari de Viata SA, Bucharest ▪ Chairman of the Supervisory Board of UNIQA Insurance plc, Sofia ▪ Member of the Supervisory Board of SIGAL UNIQA Group AUSTRIA sh.a., Tirana ▪ Member of the Supervisory Board of SIGAL LIFE UNIQA Group AUSTRIA sh.a., Tirana ▪ Chairman of the Supervisory Board of UNIQA Biztosító Zrt., Budapest (until 31 December 2020) ▪ Chairman of the Supervisory Board of UNIQA poisťovňa a.s., Bratislava (until 15 January 2021) ▪ Chairman of the Supervisory Board of UNIQA pojišťovna, a.s., Prague (until 15 March 2021) ▪ Chairman of the Supervisory Board of UNIQA Towarzystwo Ubezpieczeń na Życie S.A., Warsaw ▪ Chairman of the Supervisory Board of UNIQA Towarzystwo Ubezpieczeń S.A., Warsaw ▪ Member of the Board of Directors of UNIQA GlobalCare SA, Geneva (Chairman of the Board of Directors until 19 March 2021) ▪ Chairman of the Supervisory Board of UNIQA Insurance Company Private Joint Stock Company, Kiev (until 31 December 2020) ▪ Chairman of the Supervisory Board of UNIQA LIFE Private Joint Stock Company, Kiev (until 31 December 2020) 	as at 31 December 2020: 17,848 shares
<ul style="list-style-type: none"> ▪ Member of the Management Board of UNIQA Österreich Versicherungen AG, Vienna (since 1 January 2020) ▪ Member of the Supervisory Board of UNIQA pojišťovna, a.s., Prague (until 15 March 2021) ▪ Member of the Supervisory Board of UNIQA osiguranje d.d., Zagreb (until 4 March 2021) ▪ Member of the Supervisory Board of UNIQA poisťovňa a.s., Bratislava (until 15 January 2021) 	as at 31 December 2020: 5,000 shares
<ul style="list-style-type: none"> ▪ Member of the Management Board of UNIQA Österreich Versicherungen AG, Vienna ▪ Member of the Management Board of UNIQA International AG, Vienna (until 8 December 2020) ▪ Member of the Supervisory Board of UNIQA Asigurari S.A., Bucharest (until 14 October 2020) ▪ Member of the Supervisory Board of UNIQA Asigurari de Viata S.A., Bucharest (until 12 October 2020) ▪ Member of the Supervisory Board of UNIQA Towarzystwo Ubezpieczeń S.A., Warsaw ▪ Member of the Supervisory Board of AXA Ubezpieczenia Towarzystwo Ubezpieczeń i Reasekuracji S.A., Warsaw (since 15 October 2020) ▪ Member of the Supervisory Board of UNIQA Biztosító Zrt., Budapest ▪ Member of the Supervisory Board of UNIQA pojišťovna, a.s., Prague ▪ Member of the Supervisory Board of AXA životní pojišťovna a.s., Prague (since 15 March 2021) ▪ Member of the Supervisory Board of AXA pojišťovna a.s., Prague (since 15 March 2021) ▪ Chairman of the Supervisory Board of UNIQA Group Service Center Slovakia, spol. s r.o., Nitra ▪ Chairman of the Supervisory Board of sTech d.o.o., Belgrade 	as at 31 December 2020: 9,371 shares

Members of the Management Board

Name	Responsible for	Supervisory Board appointments or comparable functions in other domestic and foreign companies not included in the consolidated financial statements
Klaus Pekarek , Customers & Markets Bancassurance Austria * 1956, appointed 1 July 2020 until 30 June 2022	Product Service, Sales Service, Sales Management	<ul style="list-style-type: none"> ▪ Member of the Supervisory Board of Wiener Börse AG, Vienna
Kurt Svoboda , Finance & Risk Management * 1967, appointed 1 July 2011 until 30 June 2024	Legal & Compliance, Investor Relations, Controlling, Finance & Accounting, Actuarial Services, Risk Management, Regulatory Affairs, Reinsurance, Auditing	

The work of the Management Board

The work of the members of the Management Board of UNIQA Insurance Group AG is regulated by the rules of procedure. The allocation of the business responsibilities as decided by the Group Management Board is approved by the Supervisory Board. The rules of procedure govern the obligations of the members of the Management Board to provide the Supervisory Board and each other with information and approve each other's activities. The rules of procedure also specify a list of activities that require consent from the Supervisory Board. The Management Board generally holds weekly meetings in which the members of the Management Board report on the current course of business, determine what steps should be taken and make strategic corporate decisions. In addition, there is a continuous exchange of information between the members of the Management Board regarding relevant activities and events.

From 1 January 2020, all members of the Management Boards of UNIQA Österreich Versicherungen AG and UNIQA International AG participated in the meetings of UNIQA Insurance Group AG with an advisory vote (Group Executive Board). Since 1 July 2020, the meetings of the Management Boards of UNIQA Insurance Group AG and UNIQA Österreich Versicherungen AG, which are composed of the same people, have been held as joint sessions.

The Management Board informs the Supervisory Board at regular intervals, in a timely and comprehensive manner, about all relevant questions of business development, including the risk situation and the risk management of the Group. In addition, the Chairman of the Supervisory Board is in regular contact with the CEO to discuss the company's strategy, business performance and risk management.

Management and monitoring functions in significant subsidiaries	Number of UNIQA shares held
<ul style="list-style-type: none"> ▪ Member of the Management Board of UNIQA Österreich Versicherungen AG, Vienna ▪ Chairman of the Supervisory Board of UNIQA International AG, Vienna (until 8 December 2020) ▪ Vice Chairman of the Supervisory Board of Valida Holding AG, Vienna 	as at 31 December 2020: 13,178 shares
<ul style="list-style-type: none"> ▪ Member of the Management Board of UNIQA Österreich Versicherungen AG, Vienna (Chairman of the Management Board until 30 June 2020) ▪ Member of the Management Board of UNIQA International AG, Vienna (until 8 December 2020) ▪ Chairman of the Board of Directors of UNIQA Versicherung AG, Vaduz (until 22 January 2021) ▪ Vice Chairman of the Board of Directors of UNIQA Re AG, Zurich ▪ Member of the Supervisory Board of UNIQA pojišťovna, a.s., Prague (since 15 March 2021) ▪ Member of the Supervisory Board of AXA životní pojišťovna a.s., Prague (since 15 March 2021) ▪ Member of the Supervisory Board of AXA pojišťovna a.s., Prague (since 15 March 2021) 	as at 31 December 2020: 17,797 shares

Members of the Supervisory Board

Name	Supervisory Board appointments in domestic and foreign listed companies	Management and monitoring tasks in significant subsidiaries	Number of UNIQA shares held
Walter Rothensteiner , Chairman * 1953, appointed 3 July 1995 until the 24th AGM (2023)		<ul style="list-style-type: none"> ▪ Chairman of the Supervisory Board of UNIQA Österreich Versicherungen AG, Vienna (since 14 April 2020) 	
Christian Kuhn , 1st Vice Chairman * 1954, appointed 15 May 2006 until the 24th AGM (2023)		<ul style="list-style-type: none"> ▪ Vice Chairman of the Supervisory Board of UNIQA Österreich Versicherungen AG, Vienna (since 14 April 2020) 	
Johann Strobl , 2nd Vice Chairman * 1959, appointed 25 May 2020 until the 24th AGM (2023)	<ul style="list-style-type: none"> ▪ Member of the Supervisory Board of Tatra banka, a. s., Bratislava 	<ul style="list-style-type: none"> ▪ Member of the Supervisory Board of UNIQA Österreich Versicherungen AG, Vienna (since 25 May 2020) 	
Erwin Hameseder , 2nd Vice Chairman * 1956, appointed 21 May 2007 until 25 May 2020 (resigned)	<ul style="list-style-type: none"> ▪ Chairman of the Supervisory Board of Raiffeisen Bank International AG, Vienna ▪ Chairman of the Supervisory Board of AGRANA Beteiligungs-Aktiengesellschaft, Vienna ▪ Vice Chairman of the Supervisory Board of STRABAG SE, Villach ▪ 2nd Vice Chairman of the Supervisory Board of Südzucker AG, Mannheim 	<ul style="list-style-type: none"> ▪ Member of the Supervisory Board of UNIQA Österreich Versicherungen AG, Vienna (from 14 April 2020 until 25 May 2020) 	
Burkhard Gantenbein , 3rd Vice Chairman * 1963, appointed 29 May 2017 until the 24th AGM (2023)		<ul style="list-style-type: none"> ▪ Member of the Supervisory Board of UNIQA Österreich Versicherungen AG, Vienna (Chairman of the Supervisory Board until 14 April 2020) ▪ Member of the Supervisory Board of UNIQA International AG, Vienna (until 8 December 2020) 	as at 31 December 2020: 25,250 shares
Markus Andréewitch , Member * 1955, appointed 26 May 2014 until the 24th AGM (2023)		<ul style="list-style-type: none"> ▪ Member of the Supervisory Board of UNIQA Österreich Versicherungen AG, Vienna (since 25 May 2020) 	
Marie-Valerie Brunner , Member * 1967, appointed 28 May 2018 until the 24th AGM (2023)		<ul style="list-style-type: none"> ▪ Member of the Supervisory Board of UNIQA Österreich Versicherungen AG, Vienna (since 25 May 2020) 	as at 31 December 2019: 1,750 shares
Anna Maria D´Hulster , Member * 1964, appointed 20 May 2019 until the 24th AGM (2023)		<ul style="list-style-type: none"> ▪ Member of the Supervisory Board of UNIQA Österreich Versicherungen AG, Vienna (since 25 May 2020) 	
Elgar Fleisch , Member * 1968, appointed 28 May 2018 until the 24th AGM (2023)		<ul style="list-style-type: none"> ▪ Member of the Supervisory Board of UNIQA Österreich Versicherungen AG, Vienna (since 25 May 2020) 	
Martin Grüll , Member * 1959, appointed 20 May 2019 until the 24th AGM (2023)		<ul style="list-style-type: none"> ▪ Member of the Supervisory Board of UNIQA Österreich Versicherungen AG, Vienna (since 25 May 2020) 	
Jutta Kath , Member * 1960, appointed 30 May 2016 until the 24th AGM (2023)	<ul style="list-style-type: none"> ▪ Member of the Supervisory Board of UNIQA Österreich Versicherungen AG, Vienna (since 25 May 2020) ▪ Member of the Board of Directors of UNIQA Re AG, Zurich 		

Delegated by the Central Works Council

Sabine Andre

* 1966, since 20 May 2019

Peter Gattinger

* 1976, from 10 April 2013 until
26 May 2015 and since 30 May 2016

Heinrich Kames

* 1962, since 10 April 2013

as at 31 December
2020: 56 shares

Harald Kindermann

* 1969, since 26 May 2015

as at 31 December
2020: 750 shares

Franz-Michael Koller (until 20 May 2020)

* 1956, from 17 September 1999 until
20 May 2020

as at 20 May
2020: 912 shares

Irene Scheiber

* 1965, since 20 May 2020

Committees of the Supervisory Board

Committee	Chairpeople	Vice Chairman	Members	Delegated by the Central Works Council
Committee for Board Affairs	Walter Rothensteiner	Christian Kuhn	Burkhard Gantenbein, Erwin Hameseder (until 25 May 2020), Johann Strobl (since 25 May 2020)	
Working Committee	Walter Rothensteiner	Christian Kuhn	Elgar Fleisch, Burkhard Gantenbein, Martin Grüll, Erwin Hameseder (until 25 May 2020), Johann Strobl (since 25 May 2020)	Sabine Andre (since 20 May 2020), Peter Gattinger, Heinrich Kames, Franz-Michael Koller (until 20 May 2020)
Audit Committee	Walter Rothensteiner	Christian Kuhn	Anna Maria D'Hulster, Burkhard Gantenbein, Erwin Hameseder (until 25 May 2020), Jutta Kath, Johann Strobl (since 25 May 2020)	Sabine Andre (since 20 May 2020), Peter Gattinger, Heinrich Kames, Franz-Michael Koller (until 20 May 2020)
Investment Committee	Martin Grüll	Christian Kuhn	Marie-Valerie Brunner, Anna Maria D'Hulster, Burkhard Gantenbein, Jutta Kath	Sabine Andre (since 19 May 2020), Peter Gattinger, Heinrich Kames, Franz-Michael Koller (until 19 May 2020)
IT Committee	Markus Andréewitch	Jutta Kath	Marie-Valerie Brunner, Elgar Fleisch	Peter Gattinger (since 19 May 2020), Heinrich Kames, Franz-Michael Koller (until 19 May 2020)
Digital Transformation Committee (since 23 June 2020)	Elgar Fleisch (since 23 June 2020)	Burkhard Gantenbein (since 23 June 2020)	Markus Andréewitch (since 23 June 2020), Marie-Valerie Brunner (since 23 June 2020), Anna Maria D'Hulster (since 23 June 2020), Walter Rothensteiner (since 23 June 2020)	Sabine Andre (since 23 June 2020), Peter Gattinger (since 23 June 2020), Heinrich Kames (since 23 June 2020)

The work of the Supervisory Board and its committees

The Supervisory Board advises the Management Board in its strategic planning and projects. It decides on the matters assigned to it by law, the Articles of Association and its rules of procedure. The Supervisory Board is responsible for supervising the management of the company by the Management Board. It is comprised of ten shareholder representatives and five employee representatives, and it convened for seven meetings in 2020. Five decisions were made by way of circular resolution. All members of the Supervisory Board attended more than half of the meetings of the Supervisory Board in the 2020 financial year either in person, or virtually via telephone or video conference.

A Committee for Board Affairs has been appointed to handle the relationship between the company and the members of its Management Board relating to employment and salary; this committee also acts as the Nominating and Remuneration Committee and is composed of the members of the Executive Committee of the Supervisory Board. The Committee dealt with the remuneration strategy and succession planning in three meetings in 2020.

The Working Committee of the Supervisory Board is only called upon to make decisions if the urgency of the matter means that the decision cannot wait until the next meeting of the Supervisory Board. It is the Chairman's responsibility to assess the urgency of the matter. The resolutions passed must be reported in the next meeting of the Supervisory Board. Generally, the Working Committee can make decisions on any issue that is the responsibility of the Supervisory Board, but this does not include issues of particular importance or matters that must be decided upon by the full Supervisory Board by law. The Working Committee did not convene for any meetings in 2020. One decision was made by way of circular resolution.

The Audit Committee of the Supervisory Board performs the duties assigned to it by law. The Audit Committee convened for three meetings, which were also attended by the statutory auditor of the (consolidated) financial statements. The meetings dealt with all the documents relating to the financial statements, the Corporate Governance Report and the appropriation of profit proposed by the Management Board (each for the 2019 financial year). Furthermore, the audit of the 2020 financial statements of the companies of the consolidated group was planned, and the statutory auditor

reported on the results of preliminary audits. In particular, the Audit Committee received quarterly reports from Internal Audit concerning audit areas and material findings based on the audits conducted.

The Investment Committee advises the Management Board with regard to its investment policy; it has no decision-making authority. The Investment Committee held four meetings during which the members discussed the capital investment strategy, questions concerning capital structure and the focus of risk management and asset liability management.

The IT Committee dealt with the ongoing monitoring of the progress of the project implementing the UNIQA Insurance Platform (new core IT system) over the course of four meetings.

The newly established Digital Transformation Committee held two meetings in 2020 in which it dealt with the digitalisation of core processes, the reduction in complexities in the product portfolio and the consolidation of digital work processes related to customers and employees.

The chairmen of the respective committees informed the full Supervisory Board about the meetings and their committees' work.

For information concerning the activities of the Supervisory Board and its committees, please also refer to the details in the Report of the Supervisory Board.

As the shareholder representatives are composed of the same individuals, the Supervisory Board of UNIQA Insurance Group AG meets in a joint session with the Supervisory Board of UNIQA Österreich Versicherungen AG.

Independence of the Supervisory Board

All members of the Supervisory Board elected during the Annual General Meeting have declared their independence under Rule 53 of the Austrian Code of Corporate Governance. Both Anna Maria D'Hulster and Jutta Kath also fulfil the criteria of Rule 54 of the Austrian Code of Corporate Governance, as they are not shareholders with a stake of more than 10 per cent and they equally do not represent the interests of this group.

A Supervisory Board member is considered independent if he or she is not in any business or personal relationship

with the company or its Management Board that represents a material conflict of interest and is therefore capable of influencing the behaviour of the member concerned.

UNIQA has established the following additional criteria for determining the independence of a Supervisory Board member:

- The Supervisory Board member should not have been a member of the Management Board or a senior executive of the company or a subsidiary of the company in the past five years.
- The Supervisory Board member should not maintain or have maintained within the last year any business relationship with the company or a subsidiary of the company that is material for the Supervisory Board member concerned. This also applies to business relationships with companies in which the Supervisory Board member has a significant economic interest, but does not apply to functions performed on decision-making bodies in the Group.
- The Supervisory Board member should not have been an auditor of the company or a shareholder or salaried employee of the auditing company within the last three years.
- The Supervisory Board member should not be a member of the Management Board of another company in which a Management Board member of the company is a member of the other company's Supervisory Board unless one of the companies is a member of the other company's group or holds an investment in the other company.
- The Supervisory Board member should not be a member of the Supervisory Board for longer than 15 years. This does not apply to Supervisory Board members who are shareholders with a business investment or who are representing the interests of such a shareholder.
- The Supervisory Board member should not be a close family relative (direct descendant, spouse, life partner, parent, uncle, aunt, sibling, niece or nephew) of a Management Board member or of persons who are in one of the positions described in the above points.

Measures to promote women on the Management Board, the Supervisory Board and in executive positions

UNIQA is convinced that a high degree of diversity can enhance its success on a sustainable basis. Diversity makes employees successful together and has a positive influence on corporate culture. In this context, diversity means different nationalities, cultures and a collective of men and women, especially in executive positions. Together, they contribute to the diversity of thought.

With Marie-Valerie Brunner, Anna Maria D'Hulster and Jutta Kath, three women have been elected to join the Supervisory Board of UNIQA Insurance Group AG. The proportion of female Supervisory Board members among the elected members (shareholder representatives) therefore amounts to the legally required 30 per cent. Sabine Andre was appointed to the group of employee representatives on the Supervisory Board on 20 May 2019, with Irene Scheiber appointed on 20 May 2020. At 40 per cent, the proportion of female Supervisory Board members among employee representatives therefore exceeds the 30 per cent required by law.

A total of nine Management Board members were appointed to the Management Boards of UNIQA Insurance Group AG and UNIQA Österreich Versicherungen AG in Austria in 2020, none of whom were women. However, because UNIQA is convinced that a high level of diversity at all levels can sustainably increase the company's success, the Management Board made a clear commitment in October 2020 to the objective of including more women in management positions. A multitude of different perspectives means that the relevant risks can be identified in good time, with better decisions made and the full potential for innovation exploited. Following the UNIQA transformation in the international companies, the board and executive levels show a share of women at 31 per cent (19 women and 43 men).

Of a total of 509 managers at the Austrian location, 158 are women, which corresponds to a share of 31 per cent. In the UNIQA Group's international companies outside Austria, 329 of a total of 678 managers are currently women, which equates to 48.5 per cent. In the entire UNIQA Group, the average number of female managers is 39.4 per cent (487 of a total of 1,187 persons).

Diversity concept

The development of a comprehensive diversity concept was continued consistently in 2020 and has now also been reflected within the organisation with the appointment of Ulrike Kienast-Salmhofer as Diversity & Inclusion Officer as at 1 August 2020. Three aspects were added to the priorities selected in 2019 and defined as specific objectives for upcoming years:

1. Women in management – more women in management positions
2. Compensation fairness – equal pay for work of equal value
3. Generation management – old and young together contribute to the success of the company
4. People with disabilities – integrate, promote and offer positions where they can use their strengths
5. Achieving a work/life balance
6. Internationality and background – using internationality and cultural diversity as a strength
7. Sexual orientation – all sexual orientations and identities are respected

Another workshop was held with Board members in September 2020 on the topic of unconscious bias. A mandatory module “Unconscious Bias. Inclusive Leadership” was introduced in the newly launched #leader_ship programme for all managers as a logical next step. UNIQA recognises that self-reflective confrontation with an individual’s own unconscious prejudices is the most important prerequisite for practising diversity in everyday life.

Women in management

UNIQA has acknowledged that equal participation of women in all processes and at all levels in the company is a crucial competitive factor. The Women’s Career Index was launched in the fourth quarter of 2020 as a well-founded assessment of the current situation aimed at pursuing the objective of more women in management positions in an even more structured and effective manner going forward. This has provided UNIQA with a tool to determine its standpoint regarding the topic as well as a way to measure and manage the company’s equality objectives.

The women’s network “Women with Power – Network Now” established in November 2020 involved the introduction of an initiative to exchange experiences, at the same time supporting the professional development of women and identifying any obstacles for that. More than 70 women from all areas of UNIQA provided strong momentum at the launch event.

UNIQA also constantly provides opportunities for personal development. The successful cooperation initiatives continued for instance with Female Founders and Business Riots. Even though the measures imposed as a result of the coronavirus required some changes to be made from March 2020, three female managers were able to take part in the three-month digital leadership programme Lead F, as well as to gain valuable insights from various events.

Improving work/life balance plays a clear role in equal opportunities. Important experiences from expanding working from home options in the context of the coronavirus crisis have given this topic particular momentum. In the sense of “smart working”, a significant expansion of flexible working options is being evaluated for when the pandemic is over.

UNIQA was awarded the equalitA seal of approval for the internal promotion of women in November 2020 as a result of these initiatives, which were able to build on existing foundations. UNIQA sees this seal of approval, which is awarded by the Federal Ministry for Digital and Economic Affairs, primarily as a mandate to promote gender equality more forcefully and sustainably going forward.

Generation management

The UNIQA Group has continued to deal with the issue of how it can make even more targeted use of the age diversity in the company in future, optimise the transfer of knowledge and further promote intergenerational cooperation. The “Get ready” format launched in the previous year was used in this context, and the topic of generations in 2020 was covered as part of an event.

Transfer of knowledge was defined as a priority within the scope of the demography consultation. Its objective is to provide UNIQA managers with tools that enable a structured, appreciative and comprehensive handover when people with knowledge and experience leave the organisation.

People with disabilities

Following the preliminary work completed in previous years, UNIQA began an intensive collaboration with myAbility in 2020. In addition to participating in and supporting events, such as the myAbility Lounge in February and the Disability Comfort Day in November, UNIQA also became a member of the myAbility Business Forum. The myAbility Business Forum is the largest B2B network on the topic of business and disability in the German-speaking world. Its objective is to achieve an economy accessible to all.

The fourth quarter of 2020 also saw the launch of the Disability Performance Check at UNIQA. This initiative aims to provide a well-founded assessment of the current situation as well as starting points for effective measures aimed to enhance inclusion of people with disabilities at UNIQA.

UNIQA's fundamental stance against any form of exclusion or discrimination was underlined by numerous points. For example, the UNIQA Tower was illuminated with orange lights to commemorate the International Day for the Elimination of Violence against Women as part of the "Orange the World" campaign, and it glowed in purple on the International Day of People with Disabilities ("Purple Light Up" campaign). UNIQA was also one of the first companies in Austria to sign the #positivarbeiten ("working positively") declaration, an initiative by the Austrian AIDS charity, "AIDS-Hilfen Österreich", to promote a working environment free from discrimination for people who are HIV-positive.

Remuneration Report

The Remuneration Report is prepared by the Supervisory Board of UNIQA Insurance Group AG in accordance with Section 78c of the Austrian Stock Corporation Act and will be submitted to a vote at the Annual General Meeting on 31 May 2021.

Risk report, directors' dealings

A comprehensive risk report (Rules 69 and 70 of the Austrian Code of Corporate Governance) is included in the notes to the consolidated financial statements. The notifications concerning directors' dealings in the year under review (Rule 73 of the Austrian Code of Corporate Governance) can be found in the Investor Relations section of the Group website at www.uniqagroup.com.

External evaluation

Implementation of, and compliance with, the individual rules in the Austrian Code of Corporate Governance were

evaluated by PwC Wirtschaftsprüfung GmbH for the 2020 financial year – with the exception of Rules 77 to 83. Rules 77 to 83 of the Austrian Code of Corporate Governance are evaluated by the law firm Schönherr Rechtsanwälte GmbH. The evaluation is carried out based mainly on the questionnaire, published by the Austrian Working Group for Corporate Governance, for the evaluation of compliance with the Code.

The evaluation by PwC Wirtschaftsprüfung GmbH and Schönherr Rechtsanwälte GmbH confirming that UNIQA complied with the rules of the Austrian Code of Corporate Governance in 2020 – to the extent that these rules were covered by UNIQA's declaration of conformity – will be published simultaneously with the annual financial report for the 2020 financial year. Some of the rules were not applicable to UNIQA in the evaluation period.

Vienna, 22 March 2021



Andreas Brandstetter
Chairman of the
Management Board



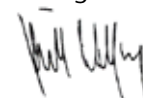
Peter Eichler
Member of the
Management Board



Wolf-Christoph Gerlach
Member of the
Management Board



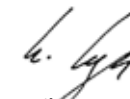
Peter Humer
Member of the
Management Board



Wolfgang Kindl
Member of the
Management Board



René Knapp
Member of the
Management Board



Erik Leyers
Member of the
Management Board



Klaus Pekarek
Member of the
Management Board



Kurt Svoboda
Member of the
Management Board