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## **UNIQA Insurance Group AG**

ISIN AT0000821103

# **C O N V O C A T I O N**

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

### **21<sup>st</sup> Annual General Meeting**

to be conducted as a virtual meeting on **Monday, 25 May 2020, 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>

**Participation of special shareholder representatives:** 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 21<sup>st</sup> Annual General Meeting of UNIQA Insurance Group AG, Companies Register number FN 92933t (“**UNIQA**” or the “Company”) will be conducted on the basis of Section 1 of the Federal Act on Special Corporate Law Measures due to COVID-19 (COVID-19 Corporate Law Act), Federal Law Gazette I 2020/16 as amended in Federal Law Gazette I 2020/24 (the “**Act**”) and, as specified therein, in accordance with the Regulation issued by the Federal Minister of Justice regarding the organization of corporate meetings without the physical presence of the participants and the adoption of resolutions by other means (COVID-19 Corporate Law Regulations), promulgated on 8 April 2020 in 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). In the Management Board’s opinion, given the current circumstances, this is in the best interest of the Company and its shareholders, as these interests are better served by conducting the Annual General Meeting as a virtual meeting than by postponing it to an indefinite point in time.

A virtual meeting means that, for reasons of health protection, shareholders and their representatives (except for the special independent shareholder representatives) cannot and must not be physically present. We therefore explicitly draw attention to the fact that the physical presence (i.e. presence at the UNIQA Tower) of shareholders or their representatives (except for the special independent shareholder representatives) 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 shareholder representatives** 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, **shareholder can give their proxies exclusively to one of the four special independent representatives**, 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 shareholder representatives**, will be notified pursuant to Section 3 (3) of the Regulation as of the 21<sup>st</sup> day prior to the Annual General Meeting. 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](http://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 2019, the Management Report and the Group Management Report, the consolidated Corporate Governance Report of the Management Board, the joint profit distribution proposal of the Supervisory Board and the Management Board, and the report of the Supervisory Board pursuant to Section 96 of the Stock Corporation Act (including the Supervisory Board's proposal for the distribution of the net profit) for the fiscal year 2019.
2. Resolution on the distribution of the net profit reported in the financial statements of the Company for the year ended 31 December 2019.
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.
4. Resolution on the daily allowances and the remuneration for the members of the Supervisory Board.
5. Resolution on the remuneration policy of the Group.
6. Election of the statutory auditor of the non-consolidated and consolidated financial statements for the fiscal year 2021.
7. Resolution on the renewal of the authorization of the Management Board to purchase own shares pursuant to sect. 65 sub-sect. 1, point 8, sub-sect. 1a and sub-sect. 1b of the Stock Corporation Act, subject to approval by the Supervisory Board, up to a maximum of 10% of the share capital, including other own shares already purchased and still held by the Company (which are to be counted toward the maximum number of own shares pursuant to sect. 65 sub-sect. 2 of the Stock Corporation Act), with the option of making repeated use of the 10% limit, on the stock exchange and over the counter, and of excluding the shareholders' right to tender proportional payment. The authorization can be exercised from 30 November 2020 up to and including 30 May 2023, i.e. for 30 months, for the purchase of own shares in accordance with this authorization for a minimum consideration of EUR 1.00 and a maximum consideration of EUR 15.00 per share. The authorization to purchase own shares includes the purchase of shares of the Company by

subsidiaries of the Company (sect. 66 of the Stock Corporation Act). The Company's own shares can be sold, subject to approval by the Supervisory Board, within five years of the day on which the authorization was granted, other than on the stock exchange or by public offering, namely (i) for the purpose of implementing an employee participation program either including members of the Management Board and/or senior executives or exclusively for members of the Management Board and/or senior executives of the Company and, where appropriate, of affiliated companies, including, if applicable, through the transfer of shares to an employee participation foundation in the meaning of sect. 4d sub-sect. 4 of the Income Tax Act, or (ii) as transaction currency for the acquisition of businesses, establishments, parts of establishments or shares in one or several companies in Austria or abroad, or (iii) for an over-allotment option (greenshoe), or (iv) for the adjustment of fractional amounts.

The Management Board is authorized, without further resolution by the Annual General Meeting and subject to approval by the Supervisory Board, to cancel own shares purchased by the Company, and the Supervisory Board is authorized to resolve on any amendments to the Articles of Association required as a result of shares being cancelled.

8. Resolution on the amendment to the Articles of Association of the Company in Art. 6 (1) regarding the membership of the Management Board, which is to comprise two or more members, but not more than ten members.
9. Election of a member of the Supervisory Board.

## Documents

The following documents are available as of the 21<sup>st</sup> day prior to the Annual General Meeting, i.e. from 4 May 2020, at the latest, on the Company's website, as registered in the Companies Register ([www.unigagroup.com](http://www.unigagroup.com)) under Investor Relations/Annual General Meeting:

- (i) Non-consolidated annual financial statements for the year ended 31 December 2019 (including the Management Board's profit distribution proposal as part of the Notes to the Annual Financial Statements of the Company as at 31 December 2019), including the management report
- (ii) Consolidated annual financial statements for the year ended 31 December 2019, including the consolidated management report
- (iii) Consolidated corporate governance report for the fiscal year 2019
- (iv) Separate consolidated non-financial report for the fiscal year 2019
- (v) Joint profit distribution proposal of the Supervisory Board and the Management Board for the distribution of the net profit reported in the annual financial statements of the Company as at 31/12/2019
- (vi) Report of the Supervisory Board pursuant to Section 96 of the Stock Corporation Act (including the Supervisory Board's profit distribution proposal) for the business year 2019
- (vii) Proposal of a remuneration policy for the members of the Management Board and the members of the Supervisory Board
- (viii) Report of the Management Board pursuant to Section 65 (1b) of the Stock Corporation Act in conjunction with Section 170 (2) and Section 153 (4) of the Stock Corporation Act
- (ix) Declaration by the candidate proposed for election as a member of the Supervisory Board pursuant to Section 87 (2) of the Stock Corporation Act, i.e. statement regarding the candidate's professional qualifications, professional roles or similar positions, and confirmation that there are no grounds for bias
- (x) Proposed resolutions of the Management Board and/or the Supervisory Board regarding items 2 to 9 of the agenda

- (xi) Articles of Association with the proposed amendment and comparison of the current version and the proposed version
- (xii) 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 (Federal Law Gazette II 2020/140) as well as the conduct of the virtual meeting
- (xiii) 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 (Federal Law Gazette II 2020/140)
- (xiv) Convocation of the shareholders of the Company to the 21<sup>st</sup> Annual General Meeting

This convocation of the shareholders to the 21<sup>st</sup> Annual General Meeting of the Company, available from the day of publication, and the documents specified in (i) to (xiii) above, available from 4 May 2020, 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 shareholder representatives proposed pursuant to Section 3 (4) of the Regulation will be available on the Company's website from 4 May 2020.

#### **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 21<sup>st</sup> day prior to the Annual General Meeting, hence on or before 4 May 2020. 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 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](mailto:hauptversammlung@uniqa.at) (if sent by email, the request must be attached to the email message in text form (e.g. as a pdf file)). The request will be considered receivable if received by the Company on or before the 7<sup>th</sup> working day prior to the Annual General Meeting, i.e. on or before 13 May 2020. The independent shareholder representative 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.

If a request concerns a proposal for election of a member of the Supervisory Board, the motivation for the request is replaced by the declaration issued by the proposed candidate pursuant to Section 87 (2) of the Stock Corporation Act. Given that Section 86 (7) of the Stock Corporation Act applies to the Company, the Supervisory Board has to include at least 30% women and at least 30% men. Based on its current composition, at least five women and at least five men (calculated on the basis of fifteen Supervisory Board members, i.e. ten capital representatives and five employee representatives) would

have to be members of the Supervisory Board in order to meet the minimum requirement pursuant to Section 86 (7) of the Stock Corporation Act. On 10 April 2020, i.e. more than six weeks prior to the 21<sup>st</sup> Annual General Meeting, the Supervisory Board members elected by the Annual General Meeting (capital representatives) expressed to the Chairman of the Supervisory Board their objection to full compliance with the aforementioned minimum percentage pursuant to Section 86 (9) of the Stock Corporation Act. In the proposed election, therefore, the required minimum percentages of women and men on the Supervisory Board are to be met separately by the capital representatives. On account of separate fulfilment of the required minimum percentages, the Supervisory Board must comprise at least three women and at least three men in order to comply with the minimum percentages required pursuant to Section 86 (7) of the Stock Corporation Act. Currently, the minimum requirement is met (on account of separate fulfilment at the previous election of Supervisory Board members); the capital representatives on the Supervisory Board of the Company comprise three women and seven men.

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 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.

Further information about shareholder rights pursuant to Sections 109, 110 and 118 of the Stock Corporation Act is available on the Company's website ([www.uniqagroup.com](http://www.uniqagroup.com)) under Investor Relations/Annual General Meeting. Additional 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 4 May 2020 on the Company's website ([www.uniqagroup.com](http://www.uniqagroup.com)) under Investor Relations/Annual General Meeting (see Section 3 (3) in conjunction with Section 2 (4) of the Regulation.

### **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 15 May 2020, 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 19 May 2020, at A-1029 Vienna, Untere Donaustrasse 21, UNIQA Tower, Investor Relations, or by fax at +43 (0)1 8900 500 95 or e-mail to [anmeldung.uniq@hauptversammlung.at](mailto:anmeldung.uniq@hauptversammlung.at) (email messages must be accompanied by a deposit certificate in text form (e.g. as a pdf file)) or by

SWIFT message type MT598 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 shareholder representatives as his/her proxy pursuant to Section 3 (4) of the Regulation (one “**shareholder representative**” 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 shareholder representative must be appointed. The proxy must be transmitted to one of the shareholder representatives in text form. Shareholders are free to use the forms (prepared for each of the shareholder representatives) made available by the Company on its website ([www.uniqagroup.com](http://www.uniqagroup.com)) under Investor Relations/Annual General Meeting. Use of these forms is not obligatory. The costs of the shareholder representatives are borne by the Company. **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 **shareholder representative**, as well as information on giving instructions and granting proxies will be notified at a later date pursuant to Section 3 (3) of the Regulation. Pursuant to Section 108 (3-5) of the Stock Corporation Act, the complete set of information will be available on the **website** of the Company ([www.uniqagroup.com](http://www.uniqagroup.com)) under Investor Relations/Annual General Meeting on or after 4 May 2020.

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, **22 May 2020, 16:00 hrs.** (CEST). Nevertheless, every shareholder may transmit the proxy form issued by him/her not later than 22 May 2020, CEST, Vienna time (last working day prior to the Annual General Meeting) in writing to the Company's address at A-1029 Vienna, Untere Donaustrasse 21, UNIQA Tower, Investor Relations, or by fax at +43 (0)1 8900 500 95 or email at [anmeldung.uniq@hauptversammlung.at](mailto:anmeldung.uniq@hauptversammlung.at) (email messages must be accompanied by a deposit certificate in text form, e.g. as a pdf file) or by SWIFT message type MT598 to GIBAATWGGMS 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 representatives 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 shareholder representative.

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 shareholder representatives) 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 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 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@uniga.at](mailto:datenschutz@uniga.at) or at the following contact data: 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.

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

### **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 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 any types of shares other than no-par-value shares.

Vienna, April 2020

The Management Board of UNIQA Insurance Group AG