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EANS-General Meeting: UNIQA Insurance Group AG / Invitation to the General Meeting according to art. 107 para. 3 Companies Act

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18.04.2019

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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

20th Annual General Meeting

to be held on Monday, 20 May 2019, 10 a.m.,

at the UNIQA Tower, A 1029 Vienna, Untere Donaustraße 21, ground floor, Platinum

A G E N D A

1. Presentation of the approved and officially adopted non-consolidated financial statements and the consolidated financial statements of UNIQA Insurance Group AG for the year ending 31 December 2018, the management report, the corporate governance report of the Management Board, and the Management Board's proposal for the distribution of profits, as well as the report of the Supervisory Board pursuant to Section 96 Stock Corporation Act for the fiscal year 2018.
2. Resolution on the distribution of net profits shown in the Company's financial statements for the year ending 31 December 2018.
3. Resolution on the approval of the actions of the members of the Management Board and the Supervisory Board of the Company for the fiscal year 2018.
4. Resolution on daily allowances and remuneration for the members of the Supervisory Board.
5. Election of the auditor of the non-consolidated and consolidated financial statements for the fiscal year 2020.
6. Resolution on the authorization of the Management Board, from 1 July 2019 up to and including 30 June 2024,
(a) to increase the share capital with the approval of the Supervisory Board by a maximum amount of EUR 80,000,000.00 through the issue of up to 80,000,000 bearer shares or registered shares with voting rights against payment in cash or contributions in kind once or in several times tranches,
(b) to exclude the shareholders' subscription rights with the approval of the Supervisory Board, where applicable,

(b.a.) if the share capital is to be used for the implementation of 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, or for a stock option plan for employees, 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 issue of shares to be transferred to an employee participation foundation in the meaning of Section 4d (4) of the Income Tax Act, or

(b.b) against contributions in kind, in particular undertakings, businesses, parts of businesses or shares in one or several companies in Austria and abroad, or

(b.c.) for an over-allotment option (greenshoe), or

(b.d.) for the adjustment of fractional amounts

and

(c) to determine the number of shares to be newly issued (as bearer shares or registered shares), the issue price and other terms and conditions of the issue (authorized capital),

and to resolve on the amendment to the Articles of Association of the company in Art. 4 para.3 in accordance with the resolution on authorized capital.

7. Election of ten members of the Supervisory Board.

Documents

The following documents can be inspected at the Company's registered office at A 1029 Vienna, Untere Donaustraße 21, UNIQA Tower:

- (i) Non-consolidated financial statements for the year ending 31 December 2018, including the management report
- (ii) Consolidated financial statements for the year ending 31 December 2018, including the consolidated management report
- (iii) Corporate governance report for the fiscal year 2018
- (iv) Separate non-financial report for the fiscal year 2018
- (v) Proposal of the Management Board for the distribution of net profits shown in the Company's financial statements for the year ending 31 December 2018
- (vi) Report of the Supervisory Board pursuant to Section 96 of the Stock Corporation Act for the fiscal year 2018
- (vii) Declaration by the candidates proposed as members of the Supervisory Board pursuant to Section 87 (2) of the Stock Corporation Act, i.e. statement regarding their professional qualifications, professional roles or similar positions, and confirmation that there are no grounds for bias
- (viii) Report of the Management Board pursuant to Sections 170 (2) and 153 (4) of the Stock Corporation Act
- (ix) Proposed resolutions of the Management Board and/or the Supervisory Board regarding items 2 to 7 of the agenda
- (x) Articles of Association with the proposed amendment and comparison of the current version and the proposed version
- (xi) Further information on the shareholders' rights pursuant to Sections 109, 110 and 118 of the Stock Corporation Act
- (xii) Convocation of the shareholders of the Company to the 20th Annual General Meeting

From the date of publication, this convocation to the 20th Annual General Meeting of the Company, and as of 29 April 2019, at the latest, the documents described in paragraphs (i) to (ix) above are available at no charge at the Company's premises in A-1029 Vienna, Untere Donaustraße 21, UNIQA Tower, Investor Relations, and are published as of the aforementioned dates on the Company's website (www.uniqagroup.com) at "Investor Relations/Annual General Meeting". Forms for the granting and revocation of proxies pursuant to Section 114 of the Stock Corporation Act are also available on the Company's website.

Notice concerning shareholders' 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 applicants must have held their shares for at least three months prior to their request. A request must be received by the Company no later than on the 21st day prior to the Annual General Meeting, hence on or before 29 April 2019. 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 (if sent by e-mail, the request must be attached to the e-mail message in text form (e.g. as pdf file)). The request will be considered receivable if received by the Company on or before the 7th business day prior to the Annual General Meeting, i.e. on or before 9 May 2019. If a request concerns a proposal for election of a member of the Supervisory Board, the reasoning is replaced by a statement issued by the proposed candidate pursuant to Section 87 (2) of the Stock Corporation Act.

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, if 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(s) submit(s) a deposit certificate pursuant to Section 10a of the Stock Corporation Act to prove its (their) 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) at Investor Relations/Annual General Meeting.

Right to attend, deposit certificate, record date, and proxy (Section 106 (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 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 attend the Annual General Meeting and exercise their shareholder rights. The record date is 10 May 2019, 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 business day prior to the Annual General Meeting at the latest, hence on or before 15 May 2019, 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.uniqa@hauptversammlung.at (e-mail messages must be accompanied by a deposit certificate in text form (e.g. as 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 attend the Annual General Meeting may appoint an individual or a legal entity as proxy. The Company itself or a member of the Management Board or of the Supervisory Board may exercise the voting right as proxy holder only if a shareholder issued express instructions as to how to vote on the individual items on the agenda. Proxy must be granted to a specified person in text form. Every shareholder may use the forms the Company provides on its website (www.uniqagroup.com) at Investor Relations/Annual General Meetings. Shareholders are not obliged to use these forms.

If shareholders so wish, they may appoint Dr. Michael Knap, Vice-President of Interessenverband für Anleger (IVA), at A-1130 Vienna, Feldmühlgasse 22, as independent proxy who will exercise their voting rights at the Annual General Meeting. Special forms for the granting and revocation of proxies are available on the Company's website (www.uniqagroup.com) at Investor Relations/Annual General Meeting. Any proxy-related costs are borne by the Company. All other costs, including but not limited to bank charges for the deposit certificate or postage, must be borne by the shareholder. Furthermore, shareholders may directly contact Dr. Michael Knap at +43 664 2138740 or e-mail at michael.knap@iva.or.at. Even if a proxy is granted to the independent IVA proxy holder, it must be sent to the Company as described below. The Company will provide the proxy with copies of the proxies. Any instructions on the exercise of voting rights must be issued directly to Dr. Michael Knap. Please note that Dr. Michael Knap does not accept any instructions to speak, to ask questions, to file motions or to raise objections against resolutions of the Annual General Meeting.

A shareholder's proxy must be sent to and retained by the Company. A proxy must be received by the Company no later than on 17 May 2019, 4 p.m. (last business day prior to the Annual General Meeting), in writing by surface mail at A-1029 Vienna, Untere Donaustraße 21, UNIQA Tower, Investor Relations, or by fax at +43 (0)1 8900 500 95 or e-mail at anmeldung.uniq@hauptversammlung.at (if sent by e-mail, the proxy must be attached to the e-mail message in text form (e.g. as pdf file)), or via SWIFT message type MT598 to GIBAAATWGGMS with the reference ISIN AT0000821103.

On the day of the Annual General Meeting, the proxy can only be handed over personally upon registration for the Annual General Meeting at the venue of the meeting.

Upon request, the proxy form provided on the Company's website will be sent by surface mail.

If a shareholder has granted a proxy to his/her custodian bank (Section 10a Stock Corporation Act), the custodian bank, besides issuing a deposit certificate, need only state that proxy was granted to it.

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

The distribution of voting cards for the Annual General Meeting starts at 9 a.m. on the day of the Annual General Meeting. Shareholders and their representatives are asked to bring an official photo ID for identification. The Company reserves the right to verify the identities of the individuals (shareholders and their representatives) attending the Annual General Meeting. If their identity cannot be determined, shareholders and shareholder representatives may be denied admission to and presence at the Annual General Meeting.

Information for shareholders regarding data processing

For the purposes 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, in order to enable the shareholders to exercise their rights within the framework of the Annual General Meeting.

Pursuant to the Stock Corporation Act, the processing of personal data of shareholders is a mandatory prerequisite for the participation of shareholders in the Stock Corporation Act. 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 in accordance with 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.

When a shareholder participates in the Annual General Meeting, all other shareholders present and/or represented, the members of the Managing Board and the Supervisory Board, the public notary and all other persons entitled 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, from company law, stock corporation law and the law on mergers and acquisitions 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. Shareholders can invoke these rights free of charge vis-à-vis UNIQA Insurance Group AG by contacting UNIQA Insurance Group AG, Untere Donaustraße 21, 1029 Wien, datenschutz@uniqa.at.

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 AT (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 its commencement until the end of the CEO's presentation under Item 1 of the agenda.

Total number of shares and voting rights at the time of convocation (Section 106 (9) Stock Corporation Act and Section 83 (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 comes to a total of 306,965,261. The Company does not have different classes of shares.

Vienna, April 2019 The Management Board of UNIQA Insurance Group AG

Further inquiry note:

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