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## EANS-General Meeting: UNIQA Insurance Group AG / Invitation to the General Meeting

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UNIQA Insurance Group AG  
ISIN AT0000821103

### N O T I C E

to the shareholders of UNIQA Insurance Group AG with its corporate seat in Vienna of the

16th ordinary Annual General Meeting

that will take place on Tuesday, 26 May 2015, 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 adopted non-consolidated financial statements and the consolidated financial statements of UNIQA Insurance Group AG for the year ending 31 December 2014, of the management report, the corporate governance report of the management board, and of the management board's proposal for the allocation of profits along with the supervisory board's report pursuant to Section 96 Stock Corporation Act (hereinafter "AktG") for the fiscal year 2014.
2. Resolution on the distribution of net profits shown in the Company's financial statements for the year ending 31 December 2014.
3. Resolution on the discharge of the members of the Company's management board and the supervisory board for the fiscal year 2014.
4. Resolution on daily allowances and remunerations to the members of the supervisory board.
5. Election of the auditor of the non-consolidated and consolidated financial statements for the fiscal year 2016.
6. Resolution on the new authorization of the management board, subject to approval by the supervisory board, to purchase own shares pursuant to Section 65 (1) No 8 and (1a) and (1b) AktG, with the Company - together with other own shares already purchased or still held by the Company - being entitled to purchase own shares of up to 10 % of the share capital, using repeatedly the 10 % limit, both on the stock exchange and over the counter, also to the exclusion of the shareholders' pro rata put option, such authorization being valid from 28 November 2015 until 27 November 2018 inclusive, hence 30 months, and to purchase own shares pursuant to such authorization at an amount of at least EUR 7,00 and at most EUR 20,00 per no par value share. The authorization to purchase own shares includes the purchase of shares in the Company by the Company's subsidiaries (Section 66 AktG). Own shares purchased pursuant to Section 65 (1) No 8 and (1a) and (1b) AktG, subject to approval by the supervisory board, may be sold within five years of granting the authorization in a manner other than on the stock exchange or by public offer, namely (i) for purposes of implementing an employee participation program, including members of the management board and/or executives or only for members of the management

board and/or executives, or a stock option plan for employees, including members of the management board and/or executives or only for members of the management board and/or executives, in each case of the Company and, if applicable, its affiliated companies; or (ii) as consideration upon the acquisition of undertakings, businesses, parts of businesses or shares in one or several companies in Austria or abroad; or (iii) to service a greenshoe option; or (iv) to offset fractional amounts. The management board, without having to consult the Annual General Meeting, is authorized, subject to approval by the supervisory board, to retire own shares, and the supervisory board is authorized to adopt amendments of the articles of association arising from the retirement of shares.

7. Election of nine members of the supervisory board.

#### Documents

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

- (i) Non-consolidated financial statements for the year ending 31 December 2014, including management report;
- (ii) Consolidated financial statements for the year ending 31 December 2014, including consolidated management report;
- (iii) Corporate governance report for the fiscal year 2014;
- (iv) Proposal of the management board for the allocation of net profits shown in the Company's financial statements for the year ending 31 December 2014.
- (v) Report of the supervisory board pursuant to Section 96 AktG for the fiscal year 2014;
- (vi) Information pursuant to Section 270 (1a) Companies Act regarding the proposed auditor of the non-consolidated and consolidated financial statements;
- (vii) Declaration of the candidates proposed as members of the supervisory board pursuant to Section 87 (2) AktG, i.e. statement regarding their professional qualifications, professional roles or similar positions, and confirmation that there is no apprehension of bias;
- (viii) Report of the management board pursuant to Section 170 (2) AktG in conjunction with Section 153 (4) AktG;
- (ix) Proposed resolutions of the management board and/or the supervisory board regarding items 2. to 7. on the agenda;
- (x) Further information on the shareholders' rights pursuant to Sections 109, 110 and 118 AktG.
- (xi) Notice to the shareholders of the Company to the 16th ordinary Annual General Meeting

From the publication date of this notice, this notice to the 16th ordinary Annual General Meeting of the Company, and as of inclusive 5 May 2015 inclusive at the latest the documents described in paragraphs (i) to (x) above (inclusive) are available at no charge at the Company's premises at A-1029 Vienna, Untere Donaustraße 21, UNIQA Tower, Investor Relations, and are also published as of those dates on the Company's website ([www.uniqagroup.com](http://www.uniqagroup.com)) at "Investor Relations/Annual General Meeting". The Company's website also provides forms for the grant and revocation of proxies pursuant to Section 114 AktG.

#### Notice concerning shareholders' rights (Section 106 (5) AktG)

Pursuant to Section 109 AktG, 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 5 May 2015. Such a 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 AktG, 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. The request must be sent in writing to the Company's address at A-1029 Vienna, Untere Donaustraße 21, UNIQA Tower, Investor Relations, or via fax at +43 1 211 75 79 3773 or e-mail to [hauptversammlung@uniqa.at](mailto: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 if it is received by the Company on or before the 7th business day prior to the Annual General Meeting, i.e. on or before 13 May 2015. If a request concerns a proposal for the election of a member of the supervisory board, the reasoning is replaced by a statement issued by the proposed individual pursuant to Section 87 (2) AktG.

Pursuant to Section 118 AktG, every shareholder must receive information about the Company's affairs at the Annual General Meeting upon his or her request, if that information is necessary to properly evaluate 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 drawback, or if the provision 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 AktG to prove its (their) shareholder status during the relevant period.

Further information about shareholder rights pursuant to Sections 109, 110 and 118 AktG is available on the Company's website ([www.uniqagroup.com](http://www.uniqagroup.com)) at Investor Relations/Annual General Meeting.

Right to attend, deposit certificate, record date, and proxy (Section 106 (6), (7) and (8) AktG)

Pursuant to Section 111 (1) AktG, 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) may attend the Annual General Meeting and exercise their shareholder rights. The record date is 16 May 2015, 24.00 hours (Vienna time).

For bearer shares deposited with a custodian (the Company has only issued that type of shares), proof of shareholder status on the record date is furnished by producing to the Company a deposit certificate pursuant to Section 10a AktG, 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 20 May 2015, at A-1029 Vienna, Untere Donaustraße 21, UNIQA Tower, Investor Relations, or via fax at +43 (0)1 8900 500 95 or e-mail to [anmeldung.uniqa@hauptversammlung.at](mailto: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 AktG 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 individuals, register and register number (commercial register number) of legal entities,
- Securities account number or other identifier,
- Information about the shares: number of the shareholder's share units,
- Date 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 may 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 certain person in text form. Every shareholder may use the forms the Company provides on its website ([www.uniqagroup.com](http://www.uniqagroup.com)) at Investor Relations/Annual General Meetings. Shareholders are not obliged to use these forms.

At the request of shareholders, they may appoint Dr. Michael Knap, Vice-President of Interessensverband 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 grant and revocation of proxies are available on the Company's website ([www.uniqagroup.com](http://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](mailto: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 22 May 2015, 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 [atanmeldung.uniqa@hauptversammlung.at](mailto:atanmeldung.uniqa@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 GIBAATWGGMS with the reference ISIN AT0000821103.

On the day of the Annual General Meeting, the proxy may be handed over only 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 proxy to his or her custodian bank (Section 10a AktG), 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 apply by analogy to a 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 proxies are asked to bring an official photo ID as identification. The Company reserves the right to verify the identities of the individuals (shareholders and their proxies) who attend the Annual General Meeting. If their identity cannot be determined, shareholders and their proxies may be denied admission to and presence at the Annual General Meeting.

#### Information About Broadcast of Annual General Meeting

Notice pursuant to Section 106 (2) (b) AktG: The Annual General Meeting will be broadcast via livestream on the Internet from its commencement until the CEO has concluded his report on item 1 on the agenda.

Total number of shares and voting rights on the convocation date (Section 106

(9) AktG and Section 83 (2) No 1 Austrian Stock Exchange Act [BörseG])

When the Annual General Meeting is convened, the Company's share capital amounts to EUR 309,000,000 divided into 309,000,000 no-par share units. Each share unit grants one vote. The Company holds 819,650 treasury shares on the date of convening the Annual General Meeting. On the date of convening the Annual General Meeting, there are therefore 308,180,350 shares entitled to participate in and to vote at the Annual General Meeting. Different share classes do not exist.

Vienna, April 2015

The Management Board of UNIQA Insurance Group AG

Further inquiry note:

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