

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), General Secretariat, Auditing	<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	Application, Contract & Customer Service, Claims Motor Vehicle/Property/Casualty Insurance, Life & Outpatient Health Benefits, Company 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 Austria, Product Development & Pricing for Motor Vehicles and Standard Property Business, Sales Service, Sales Management, Corporate Austria, Product Development & Risk Engineering for Property Corporate, Affinity Business, Art Insurance, Digitalisation	
Wolfgang Kindl, Customers & Markets International * 1966, appointed 1 July 2020 until 30 June 2024	Retail International, Product Development & Pricing for Motor Vehicles and Non-Life Standard Business, Sales Service, Sales Management, Corporate International, Product Development & Risk Engineering for Non-Corporate, Large/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	<ul style="list-style-type: none"> ▪ Member of the Supervisory Board of Österreichischen Förderungsgesellschaft der Versicherungsmathematik GmbH (ÖFdv GmbH), Vienna (since 19 February 2021)
Erik Leyers, Data & IT * 1969, appointed 1 June 2016 until 30 June 2024	Data Management, UITS (UNIQA IT Services GmbH), UIP Project (UNIQA Insurance Platform)	<ul style="list-style-type: none"> ▪ Member of the Supervisory Board of Raiffeisen Informatik Geschäftsführungs GmbH, Vienna

Portfolio of
UNIQA shares
at 31 December 2021

Management and monitoring functions in significant subsidiaries

<ul style="list-style-type: none"> ▪ Chairman of the Management Board of UNIQA Österreich Versicherungen AG, Vienna ▪ 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 	124,479 shares
<ul style="list-style-type: none"> ▪ Member of the Management Board of UNIQA Österreich Versicherungen AG, Vienna ▪ 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 (until 19 May 2021) ▪ 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 AXA Życie Towarzystwo Ubezpieczeń S.A., Warsaw (until 9 April 2021 – merger with UNIQA Towarzystwo Ubezpieczeń na Życie S.A.) ▪ Member of the Supervisory Board of UNIQA penzijní společnost a.s., Prague (since 12 May 2021) ▪ Member of the Supervisory Board of UNIQA investiční společnost a.s., Prague (since 12 May 2021) ▪ Member of the Supervisory Board of UNIQA poisťovňa a.s., Bratislava (since 15 January 2021) ▪ Member of the Supervisory Board of UNIQA d.d.s., a.s., Bratislava (since 10 June 2021) ▪ Member of the Supervisory Board of UNIQA d.s.s., a.s., Bratislava (since 10 June 2021) ▪ Chairman of the Board of Directors of UNIQA GlobalCare SA, Geneva (Member of the Board of Directors until 19 March 2021) 	10,669 shares
<ul style="list-style-type: none"> ▪ Member of the Management Board of UNIQA Österreich Versicherungen AG, Vienna ▪ 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 Biztosító Zrt., Budapest (since 19 May 2021) ▪ Member of the Supervisory Board of UNIQA pojišťovna, a.s., Prague (since 15 March 2021) ▪ Member of the Supervisory Board of AXA životni pojišťovna a.s., Prague (from 15 March 2021 until 31 August 2021 – merger with UNIQA pojišťovna, a.s.) ▪ Member of the Supervisory Board of AXA pojišťovna a.s., Prague (from 15 March 2021 until 31 August 2021 – merger with UNIQA pojišťovna, a.s.) ▪ Member of the Supervisory Board of UNIQA Towarzystwo Ubezpieczeń S.A., Warsaw (since 28 June 2021) 	6,570 shares
<ul style="list-style-type: none"> ▪ Member of the Management Board of UNIQA Österreich Versicherungen AG, Vienna ▪ Member of the Supervisory Board of Salzburg Wohnbau GmbH, Salzburg ▪ Member of the Supervisory Board of "Wohnungseigentum", Tiroler gemeinnützige Wohnbaugesellschaft m.b.H., Innsbruck (since 1 August 2021) 	10,937 shares
<ul style="list-style-type: none"> ▪ Member of the Management Board of UNIQA Österreich Versicherungen AG, Vienna ▪ 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 (until 24 August 2021) ▪ Chairman of the Supervisory Board of UNIQA Asigurari de Viata SA, Bucharest (until 24 August 2021) ▪ Chairman of the Supervisory Board of UNIQA Insurance plc, Sofia (until 19 April 2021) ▪ 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 poisťovňa a.s., Bratislava (until 14 January 2021) ▪ Chairman of the Supervisory Board of UNIQA pojišťovna, a.s., Prague (until 14 January 2021) ▪ Chairman of the Supervisory Board of UNIQA Towarzystwo Ubezpieczeń na Życie S.A., Warsaw (until 9 April 2021) ▪ Chairman of the Supervisory Board of UNIQA Towarzystwo Ubezpieczeń S.A., Warsaw (until 9 April 2021) ▪ Member of the Board of Directors of UNIQA GlobalCare SA, Geneva (Chairman of the Board of Directors until 19 March 2021) ▪ President of the Supervisory Board of CherryHUB BSC Korlátolt Felelősségű Társaság, Budapest (since 30 March 2021) 	17,848 shares
<ul style="list-style-type: none"> ▪ Member of the Management Board of UNIQA Österreich Versicherungen AG, Vienna ▪ Member of the Supervisory Board of UNIQA pojišťovna, a.s., Prague (until 14 January 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 14 January 2021) 	10,000 shares
<ul style="list-style-type: none"> ▪ Member of the Management Board of UNIQA Österreich Versicherungen AG, Vienna ▪ 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 (until 9 April 2021 – merger with UNIQA Towarzystwo Ubezpieczeń S.A.) ▪ Member of the Supervisory Board of UNIQA Biztosító Zrt., Budapest (until 19 May 2021) ▪ Member of the Supervisory Board of UNIQA pojišťovna, a.s., Prague ▪ Member of the Supervisory Board of AXA životni pojišťovna a.s., Prague (from 15 March 2021 until 31 August 2021 – merger with UNIQA pojišťovna, a.s.) ▪ Member of the Supervisory Board of AXA pojišťovna a.s., Prague (from 15 March 2021 until 31 August 2021 – merger with UNIQA pojišťovna, a.s.) ▪ 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 	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	
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, Reinsurance, Auditing	▪ Member of the Supervisory Board of Wiener Börse AG, Vienna

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 responsibilities as decided by the Group Executive 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.

The meetings of the Management Boards of UNIQA Insurance Group AG and UNIQA Österreich Versicherungen AG, which are composed of the same individuals, are usually 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.

**Portfolio of
UNIQA shares
at 31 December 2021**
Management and monitoring functions in significant subsidiaries

<ul style="list-style-type: none"> ▪ Member of the Management Board of UNIQA Österreich Versicherungen AG, Vienna ▪ Vice Chairman of the Supervisory Board of Valida Holding AG, Vienna 	13,283 shares
<ul style="list-style-type: none"> ▪ Member of the Management Board of UNIQA Österreich Versicherungen AG, Vienna ▪ President 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 (from 15 March 2021 until 31 August 2021 – merger with UNIQA pojišťovna, a.s.) ▪ Member of the Supervisory Board of AXA pojišťovna a.s., Prague (from 15 March 2021 until 31 August 2021 – merger with UNIQA pojišťovna, a.s.) ▪ Member of the Supervisory Board of CherryHUB BSC Korlátolt Felelősségű Társaság, Budapest (since 20 September 2021) ▪ Member of the Supervisory Board of UNIQA Biztosító Zrt., Budapest (since 18 June 2021) ▪ Member of the Supervisory Board of UNIQA Towarzystwo Ubezpieczeń S.A., Warsaw (since 28 June 2021) ▪ Member of the Supervisory Board of UNIQA Towarzystwo Ubezpieczeń na Życie S.A., Warsaw (since 28 June 2021) 	17,797 shares

Members of the Supervisory Board

Name	Supervisory Board appointments in domestic and foreign listed companies	Management and monitoring functions in significant subsidiaries	Number of UNIQA shares held as at 31 December 2021
Walter Rothensteiner, Chairman * 1953, appointed 3 July 1995 until the 24th AGM (2023)		▪ Chairman of the Supervisory Board of UNIQA Österreich Versicherungen AG, Vienna	
Christian Kuhn, 1st Vice-Chairman * 1954, appointed 15 May 2006 until the 24th AGM (2023)		▪ Vice Chairman of the Supervisory Board of UNIQA Österreich Versicherungen AG, Vienna	
Johann Strobl, 2nd Vice-Chairman * 1959, appointed 25 May 2020 until the 24th AGM (2023)	▪ Vice Chairman of the Supervisory Board of Tatra banka, a. s., Bratislava	▪ Member of the Supervisory Board of UNIQA Österreich Versicherungen AG, Vienna	
Burkhard Gantenbein, 3rd Vice-Chairman * 1963, appointed 29 May 2017 until the 24th AGM (2023)		▪ Member of the Supervisory Board of UNIQA Österreich Versicherungen AG, Vienna	25,250 shares
Markus Andréewitch, Member * 1955, appointed 26 May 2014 until the 24th AGM (2023)		▪ Member of the Supervisory Board of UNIQA Österreich Versicherungen AG, Vienna	
Marie-Valerie Brunner, Member * 1967, appointed 28 May 2018 until the 24th AGM (2023)		▪ Member of the Supervisory Board of UNIQA Österreich Versicherungen AG, Vienna	1,750 shares
Anna Maria D'Hulster, Member * 1964, appointed 20 May 2019 until the 24th AGM (2023)		▪ Member of the Supervisory Board of UNIQA Österreich Versicherungen AG, Vienna	
Elgar Fleisch, Member * 1968, appointed 28 May 2018 until the 24th AGM (2023)		▪ Member of the Supervisory Board of UNIQA Österreich Versicherungen AG, Vienna	
Martin Grüll, Member * 1959, appointed 20 May 2019 until the 24th AGM (2023)		▪ Member of the Supervisory Board of UNIQA Österreich Versicherungen AG, Vienna	
Jutta Kath, Member * 1960, appointed 30 May 2016 until the 24th AGM (2023)		▪ Member of the Supervisory Board of UNIQA Österreich Versicherungen AG, Vienna ▪ 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			56 shares
Harald Kindermann * 1969, since 26 May 2015			750 shares
Irene Scheiber * 1965, since 20 May 2020			

Committees of the Supervisory Board

Committee	Chairman	Vice Chairman	Members	Delegated by the Central Works Council
Committee for Board Affairs	Walter Rothensteiner	Christian Kuhn	Burkhard Gantenbein, Johann Strobl	
Working Committee	Walter Rothensteiner	Christian Kuhn	Elgar Fleisch, Burkhard Gantenbein, Martin Grüll, Johann Strobl	Sabine Andre, Peter Gattinger, Heinrich Kames
Audit Committee	Walter Rothensteiner	Christian Kuhn	Anna Maria D'Hulster, Burkhard Gantenbein, Jutta Kath, Johann Strobl	Sabine Andre, Peter Gattinger, Heinrich Kames
Investment Committee	Martin Grüll	Christian Kuhn	Marie-Valerie Brunner, Anna Maria D'Hulster, Burkhard Gantenbein, Jutta Kath	Sabine Andre, Peter Gattinger, Heinrich Kames
IT Committee	Markus Andréewitch	Jutta Kath	Marie-Valerie Brunner, Elgar Fleisch	Peter Gattinger, Heinrich Kames
Digital Transformation Committee	Elgar Fleisch	Burkhard Gantenbein	Markus Andréewitch, Marie-Valerie Brunner, Anna Maria D'Hulster, Walter Rothensteiner	Sabine Andre, Peter Gattinger, Heinrich Kames

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 five meetings in 2021. One decision was 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 2021 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 several meetings in 2021.

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 2021. 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, and there were also discussions with the auditor without the presence of the Management Board. The meetings dealt with all the documents relating to the financial statements, the Corporate Governance Report, the appropriation of profit proposed by the Management Board and the report on the audit of the risk management (all for the 2020 financial year). Furthermore, the audit of the 2021 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 and the compliance officer reported on her activities on an ongoing

basis. The accounting process was monitored on the basis of concrete case studies. A public tender was launched for the audit of the financial statements for the 2023 financial year.

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 Digital Transformation Committee held four meetings in 2021 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 chairs 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 must 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

Our employees are just as diverse as our customers. Together, we form a community in which we value and respect each other, regardless of gender, age, origin, physical ability, sexual orientation, religion, world view or other characteristics. The decision to promote diversity and inclusion at UNIQA is the decision to live "customer first".

UNIQA is convinced that a high degree of diversity can enhance its success on a sustainable basis. This is also confirmed by numerous studies. In addition to better financial results, greater satisfaction among customers and employees and higher innovation potential, diversity has a particular effect on increased resilience, risk awareness and flexibility and is thus a decisive success factor in times of pandemics.

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. With Sabine Andre and Irene Scheiber, two women have been delegated to the group of employee representatives on the Supervisory Board, which means that there is a ratio of 40 per cent female members in the group of employee representatives. In relation to the full Supervisory Board, the legal quota of women is also exceeded with a share of 33 per cent.

There is no woman among the nine members of the Management Boards of UNIQA Insurance Group AG and UNIQA Österreich Versicherungen AG, which are composed of the same individuals. As this does not reflect UNIQA's conviction, the UNIQA Group is implementing various accompanying measures in addition to the clear commitment to "more women in management positions". The objective is to change the framework conditions and prerequisites in such a way that the organisation becomes more permeable for women's careers. At 57.3 per cent (2020: 56.3 per cent), the share of women in the total workforce in the UNIQA Group was again increased by 1 percentage point at the end of 2021. This high proportion is driven primarily by the international insurance companies (62.6 per cent).

The proportion of women on the Management Boards in the Group is 28.1 per cent and was significantly increased compared to 2020 (23.1 per cent). This was thanks to the fact that, despite a reduction in the overall number of Management Board positions due to the integration of the former AXA companies, the number of women slightly increased in the international companies.

Of a total of 494 managers in Austria, 165 are women, which corresponds to a share of 33 per cent and is 2 percentage points above the level of the previous year. In the UNIQA Group's international companies outside Austria, 484 of a total of 991 managers are currently women. The figure thus remained almost constant at just under 49 per cent. In the entire UNIQA Group, the average number of female managers is thus 43.7 per cent (649 of a total of 1,485 persons) which is clearly above the level of the previous year (39.4 per cent).

Diversity concept

Following the formal appointment of a Diversity and Inclusion Officer in 2020, the Diversity and Inclusion Committee has now been set up. Under the auspices of two Management Board members, the committee has set itself the task of improving the way diversity and inclusion are embedded in all areas and processes of the company and ensuring consistency with our strategy. To establish the legal foundations more firmly, training sessions were held on equal treatment law in the workplace.

The well-known focal points remain unchanged:

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

In April 2021, a workshop was held with all members of the Supervisory Board and the Management Board on this topic. The focus here was on gender diversity.

UNIQA sees measurability as an essential criterion for the successful implementation of any strategy. Therefore, an inclusion index was created as part of the regular employee survey. Combining certain questions, it indicates how well the company succeeds in creating a working environment in which appreciation, equal opportunities, fairness and belonging can be experienced by very diverse people at UNIQA. In 2021, this index was surveyed for the first time and now serves as an important assessment of diversity and inclusion from the employees' point of view.

Women in management

The objective here in 2021 was to determine the status quo by means of a well-founded analysis of the current situation and to find approaches for effective measures. This was successfully implemented in the context of the indexing for the Women's Career Index. One of the most important results

was the development of recruitment guidelines. These are intended to promote diversity in all teams and at all management levels, ensure equal opportunities for all employees and guarantee an objective and transparent selection process for managers.

In addition, the UNIQA mentoring programme was launched to support talented employees in their personal and professional development. Mentoring makes it possible to share professional and strategic (experience-based) knowledge, expand your network and optimise skills. This makes it an effective measure for increasing career opportunities in the company. We see mentoring as enrichment for all participants – both mentees and mentors. In November, the first cohort was able to start as part of a pilot project.

The successful cooperation initiatives with Female Founders and Business Riots were continued in 2021. Thus, UNIQA is offering frequent and attractive opportunities for personal development.

Improving work-life balance plays a clear role in equal opportunities. In order to demonstrate our open attitude to this topic to the outside world and to receive ideas for ongoing improvements, UNIQA became a member of the "Companies for Families" network in 2021. Based on the experiences with remote work during the Covid-19 crisis, models were developed to give employees the opportunity to continue to work from home in future in a suitable manner.

Compensation fairness

One of our objectives is "equal pay for work of equal value". This results in the obligation to fulfil all legal requirements regarding equal pay. To support fairer pay, UNIQA in Austria has collected and analysed data on equal pay and applies best practices to eliminate bias in pay decisions. An important prerequisite for establishing comparability between the different roles was the implementation of grading. This was also done in 2021. As it also provides information on the gender distribution in higher-ranking functions, it provides another important starting point for targeted measures.

Generation management

The increasing shortage of skilled workers, which will intensify in the coming years due to demographic developments, was identified as a major challenge for the future. In 2022, the proportion of the working-age population in Austria will decline for the first time. Here, too, UNIQA is taking action at different points. From the newly founded generation network, which surveys the needs and expectations of different age groups, to an Austria-wide apprenticeship concept, which aims to increase the training of the company's own skilled workers.

People with disabilities

DisAbility Performance Check, launched in the fourth quarter of 2020, was completed in 2021. This provided a detailed analysis of the situation of people with disabilities at UNIQA. Based on the results of this analysis, a strategy for the gradual expansion of inclusion was developed. The measures already implemented include the reducing barriers on the website as well as a communication focus around the Day of People with Disabilities or raising targeted awareness among employees. This was the start of an ongoing process that will be continued in 2022 by establishing a network for inclusion and offering job shadowing for students with disabilities.

Recent involvement in myAbility events (myAbility Lounge in October and Disability Comfort Day in November 2021) underscore UNIQA's commitment to people with disabilities.

Commitment against exclusion

We also reaffirmed our fundamental rejection of all forms of exclusion and discrimination in 2021 in many different ways. UNIQA celebrated International Women's Day as well as Pride Month, during which a network for members and supporters of the LGBTQIA+ community was founded. The UNIQA Tower was used as a prominent ambassador along the Danube Canal with an impressive rainbow display. "Orange the World" as a clear statement to protest violence against women and #purplelightup to champion a barrier-free economy also made the Tower shine in the corresponding colours. Our joining the Charter of Diversity of the Austrian Federal Economic Chamber is another expression of our stance.

Remuneration Report

The Remuneration Report is prepared by the Management Board and 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 23 May 2022.

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 2021 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 2021 – 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 2021 financial year. One rule was not applicable to UNIQA in the evaluation period.

Vienna, 9 March 2022



Andreas Brandstetter,
Chairman of the
Management Board



Peter Eichler
Member of the
Management Board



Wolf-Christoph Gerlach
Member of the
Management Board



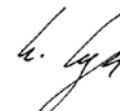
Peter Humer
Member of the
Management Board



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