

UNIQA Insurance Group AG

Comparison of restated and previous articles pursuant to item 7 on the agenda

Previous Version	Proposed Version
<p>§ 4 Share Capital and Shares</p> <p>.....</p> <p>(3) The Management Board is authorized until 30 June 2019 inclusive</p> <p>(a) to increase the share capital once or several times with the consent of the Supervisory Board by a total of up to EUR 81,000,000 by issuing up to 81,000,000 bearer share units or registered share units with voting rights against settlement in cash or contribution in kind,</p> <p>(b) to exclude the shareholders' subscription rights with the consent of the Supervisory Board, if the share capital</p> <p>(b.a.) is so increased to implement an employee participation program, including a program for members of the Management Board and/or executives or exclusively for members of the Management Board and/or executives or a stock option plan for employees, including a plan for members of the Management Board and/or executives or exclusively for members of the Management Board and/or executives of the Company and of its affiliates, or</p>	<p>§ 4 Share Capital and Shares</p> <p>.....</p> <p>(3) The Management Board is authorized up to and including 30 June 2024</p> <p>(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,</p> <p>(b) to exclude the shareholders' subscription rights with the approval of the Supervisory Board, where applicable,</p> <p>(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</p>

**Unofficial translation from the German language
only the German language version is legally binding**

20th ordinary Annual General Meeting
on 20 May 2019

<p>(b.b.) against contribution in kind, including, without limitation, undertakings, businesses, parts of businesses or shares in one or several companies in Austria or abroad, or</p> <p>(b.c.) to implement a greenshoe option or</p> <p>(b.d.) to offset fractional amounts, and</p> <p>(c) with the consent of the Supervisory Board, to determine the type of newly issued shares (bearer shares or registered shares), the issue price and the other terms of issue (authorized capital).</p> <p>The Supervisory Board may adopt amendments of the Company's articles of association linked to the issue of shares from authorized capital.</p> <p>.....</p>	<p>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</p> <p>(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</p> <p>(b.c.) for an over-allotment option (greenshoe), or</p> <p>(b.d.) for the adjustment of fractional amounts</p> <p>and</p> <p>(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),</p> <p>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.</p>
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