



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

UNIQA Versicherungen AG

N O T I C E

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

14th ordinary Annual General Meeting

that will take place on **Monday, 27 May 2013, 10 a.m.**,

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

A G E N D A

1. Presentation of the adopted annual financial statements and consolidated financial statements of UNIQA Versicherungen AG for the year ended 31 December 2012, the management report and the management report for the group by the management board, the corporate governance report by the management board, and the proposal by the management board for the distribution of profits along with the report by the supervisory board pursuant to Section 96 of the Austrian Stock Corporation Act [hereinafter referred to as: AktG], each for the financial year 2012.
2. Resolution on the distribution of net profits shown in the Company's financial statements for the year ended 31 December 2012.
3. Resolution on the discharge of the members of the management board and the members of the supervisory board for the financial year 2012.
4. Resolution on daily allowances and remuneration to the members of the supervisory board.
5. Election of the auditors of the annual financial statements and consolidated financial statements for the financial year 2014.
6. Revocation of the authorization, granted at the 11th ordinary Annual General Meeting on 31 May 2010, to increase the share capital (authorized capital) and resolution on the authorization to be granted to the management board
 - (a) to increase, until 30 June 2018, once or several times, against cash contributions or contributions in kind, the share capital by not more than EUR 107,123,950.00 by issuing up to 107,123,950 bearer or registered no par value shares with voting rights, subject to approval by the supervisory board;
 - (b) subject to approval by the supervisory board, to exclude the shareholders' subscription rights, if the share capital is increased
 - (b.a.) for purposes of implementing an employee participation program, including 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 members of the

management board and/or executives or exclusively for members of the management board and/or executives, in each case of the Company and, if applicable, its affiliated companies; or

(b.b.) against contributions in kind, including, without limitation, undertakings, businesses, parts of businesses or shares in one or several companies in Austria or abroad; or

(b.c.) to fulfil a greenshoe option; or

(b.d.) to offset fractional amounts;

and, subject to approval by the supervisory board, to determine the type of the new shares (bearer or registered shares), the issue price and the other terms of issue (authorized capital), and resolution on the amendment of § 4 (3) of the Company's articles of association pursuant to the resolution on authorized capital.

7. Resolution on the renewal of the 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 acquired and 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 right to tender, such authorization being valid from 28 May 2013 until 27 November 2015 inclusive, hence 30 months, and to purchase own shares pursuant to such authorization at an amount of at least EUR 8.00 and at most EUR 25.00 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 may, subject to approval by the supervisory board, 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 exclusively 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 exclusively 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 fulfil 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 resolve on amendments of the articles of association arising from the retirement of shares.
8. Resolution on amendments of the articles of association, including amendments to adjust the articles of association to the Austrian Corporate Law Amendment Act 2011 [*Gesellschaftsrechts-Änderungsgesetz 2011*], namely § 1 (1) (change of company name), § 4 (1) and (2) (change of previously issued registered shares into bearer shares, updates, certification of shares in the form of global certificates, custody with a securities clearing and depository bank), § 7 (1), (11) (maximum number of supervisory board members, form of resolutions by the supervisory board), and § 8 (6), (7) and (11) (no interim certificates, right to attend, form of delivery of deposit certificates, public broadcasting of the Annual General Meeting).

Documents

The following documents are available at the Company's registered office at A-1029 Vienna, Untere Donaustraße 21, UNIQA Tower:

- (i) Annual financial statements for the year ended 31 December 2012, including management report;
- (ii) Consolidated financial statements for the year ended 31 December 2012, including management report for the group.
- (iii) Corporate governance report for the financial year 2012;
- (iv) Proposal by the management board concerning the distribution of the net profits shown in the Company's financial statements for the year ended 31 December 2012;
- (v) Report by the supervisory board for the financial year 2012 pursuant to Section 96 AktG;

- (vi) Report by the management board pursuant to Section 170 (2) AktG in conjunction with Section 153 (4) AktG and pursuant to Section 65 (1b) AktG in conjunction with Section 153 (4) AktG;
- (vii) Proposals by the management board and/or the supervisory board concerning the resolutions on items 2 to 8 of the agenda;
- (viii) Further information about the shareholders' rights pursuant to Sections 109, 110 and 118 AktG.

This notice of the 14th ordinary Annual General Meeting of the Company and the documents referred to in items (i) to (viii) above may be obtained free of charge from the date of publication of this notice from the Company at A-1029 Vienna, Untere Donaustraße 21, UNIQA Tower, Investor Relations, and are also available on the Company's website (www.uniqagroup.com) at Investor Relations/Annual General Meeting. In addition, the Company's website provides forms for the granting and revoking of proxies pursuant to Section 114 AktG.

Notice concerning the shareholders' rights (Section 106 No 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. Such request must be received by the Company not later than on the 21st day prior to the Annual General Meeting, hence on or before 6 May 2013. Such request must be issued 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 to the Company proposals for a resolution 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 by the management board or the supervisory board, if any, be made available on the Company's website. The request must be issued in writing and sent to the Company by mail at A-1029 Vienna, Untere Donaustraße 21, UNIQA Tower, Investor Relations, or by fax at +43 1 211 75 79 3773 or by email at investor.relations@uniqa.at; if sent by email, the request must be attached to the email in text form (e.g. as pdf). The request will be considered if received by the Company not later than on the 7th business day prior to the Annual General Meeting, i.e. on or before 15 May 2013. 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 person pursuant to Section 87 (2) AktG.

Pursuant to Section 118 AktG, at request, every shareholder must be provided with information about the Company's affairs at the Annual General Meeting, where such information is required to properly evaluate an item on the agenda. Information may be withheld, where such information, based on sound business judgment, is likely to cause a significant drawback to the Company or any of its affiliated companies or where the provision of such information would constitute a criminal offence.

Shareholder rights which are linked to a minimum 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) capacity as a shareholder during the relevant period.

Any further information about shareholder rights pursuant to Sections 109, 110 and 118 AktG 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 No 6, No 7 and No 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 17 May 2013, 24.00 hours (Vienna time).

In case of bearer shares deposited with a custodian, proof of capacity as a shareholder on the record date is furnished to the Company by a deposit certificate pursuant to Section 10a AktG, which certificate must be received by the Company no later than on the third business day prior to the Annual

General Meeting, hence on or before 22 May 2013, by mail at A-1029 Vienna, Untere Donaustraße 21, UNIQA Tower, Investor Relations, or by fax at +43 1 211 75 79 3773. Contrary to Section 10a (3), second sentence, AktG, the Company does not accept deposit certificates and statements pursuant to Section 114 (1), fourth sentence, AktG via an international, highly secure communication system (such as SWIFT) which allows for an unequivocal identification of its users. This regulation is valid until 31 December 2013 inclusive and available on the Company's website. The deposit certificate as defined in Section 10a AktG must be issued by the custodian bank having its registered office 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 capacity as a shareholder, it must not be older than seven days when presented to the Company. The Company accepts deposit certificates in the German and English languages.

In case of bearer shares not deposited with a custodian, a written certificate by an Austrian notary public is sufficient. Such certificate must be received by the Company at one of the above addresses on or before 22 May 2013. A certificate in relation to bearer shares not deposited with a custodian shall include the information provided in Section 10a (2) AktG, except that the number of the securities account need not be indicated.

The deposit certificate must be issued by the shareholder's custodian bank and must, in any case, including 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;
- Information about the shares: number of the shareholder's no par value shares;
- Securities account number or other identifier;
- 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 participate in 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 provided by the Company on its website (www.uniqagroup.com) at Investor Relations/Annual General Meeting. Shareholders are not obliged to use such forms.

If requested, shareholders may appoint Dr. Michael Knap, Vice-President of Interessenverband für Anleger (IVA), A-1130 Vienna, Feldmühlgasse 22, as independent proxy exercising their voting rights at the Annual General Meeting. *Special forms* to grant and revoke 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 cost of postage, must be borne by the shareholder. In addition, shareholders may directly get in touch with Dr. Michael Knap at +43-664-2138740 or by email at michael.knap@iva.or.at. Even if proxy is granted to the independent IVA proxy holder, the proxy must be sent to the Company as described below. The Company will provide IVA with copies of the proxies. Any instructions concerning 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 24 May 2013, 4 p.m. (last business day prior to the Annual General Meeting), by mail at A-1029 Vienna, Untere Donaustraße 21, UNIQA Tower, Investor Relations, or by fax at +43 1 211 75 79 3773 or by email at investor.relations@uniqa.at. If sent by email, the proxy must be attached to the email in text form (e.g. as pdf).

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.

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

If a shareholder has granted proxy to his or her custodian bank (Section 10a AktG), the custodian bank, in addition to issuing a deposit certificate, must only state that it was granted proxy.

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 ID document for identification purposes. The Company reserves the right to verify the identities of the persons (shareholders and their proxies) appearing at the Annual General Meeting. If identification is not possible, shareholders and their proxies may be refused access and to attend the Annual General Meeting.

Total number of shares and voting rights on the date of convocation (Section 106 No 9 AktG and Section 83 (2) No 1 of the Austrian Stock Exchange Act [BörseG])

On the date of convening the Annual General Meeting, the Company's share capital amounts to EUR 214,247,900.00, divided into 214,247,900 no par value shares. Each no par value share grants one vote. On the date of convening the Annual General Meeting, the Company holds 819,650 own shares. On the date of convening the Annual General Meeting, the total number of shares entitled to participate in and vote at the Annual General Meeting is 213,428,250. There are no different classes of shares.

Vienna, April 2013

The Management Board of UNIQA Versicherungen AG