



# Corporate Governance





# Consolidated Corporate Governance Report

Since 2004, UNIQA has been committed to compliance with the Austrian Code of Corporate Governance (ÖCGK) as currently amended and publishes the declaration of conformity in both the Group report and the annual financial report and on [www.uniqagroup.com](http://www.uniqagroup.com) in the Investor Relations section. The Austrian Code of Corporate Governance is also publicly available at [www.uniqagroup.com](http://www.uniqagroup.com) and [www.corporate-governance.at](http://www.corporate-governance.at). The January 2025 version of the Austrian Code of Corporate Governance applies for the 2025 financial year.

The Corporate Governance Report and the Consolidated Corporate Governance Report of UNIQA Insurance Group AG for the 2025 financial year in each case are summarised in this report in accordance with Section 267b in conjunction with Section 251(3) of the Austrian Commercial Code.

Implementation of, 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. With regard to Rules 77 to 83 of the Austrian Code of Corporate Governance, these 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](http://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.

## 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
<b>Andreas Brandstetter</b> , Chief Executive Officer (CEO) * 1969, appointed 1 January 2002 until 30 June 2028	<ul style="list-style-type: none"> <li>• Group Strategy &amp; Transformation</li> <li>• Group General Secretary</li> <li>• Group Internal Audit</li> <li>• Mavie – Ecosystem Health (Strategy &amp; Business Lead)</li> </ul>	<ul style="list-style-type: none"> <li>• Member of the Supervisory Board, STRABAG SE, Villach</li> <li>• Member of the Supervisory Board, KHM-Museumsverband (association of museums), Vienna</li> </ul>
<b>Wolf-Christoph Gerlach</b> , Operations, Data & IT * 1979, appointed 1 July 2020 until 30 June 2028	<ul style="list-style-type: none"> <li>• Group Procurement</li> <li>• Group Customer</li> <li>• Group Claims (excluding health inpatient benefits AT)</li> <li>• Group Nearshoring</li> <li>• Group Data &amp; IT</li> </ul>	<ul style="list-style-type: none"> <li>• Member of the Supervisory Board, Raiffeisen Informatik Geschäftsführungs GmbH, Vienna</li> <li>• Member of the Board of Directors, Adcubum AG, St. Gallen (since September 2025)</li> <li>• Member of the Board of Directors, Parabell Beteiligungen AG, Dübendorf (since September 2025)</li> </ul>
<b>Peter Humer</b> , Customers & Markets Austria * 1971, appointed 1 July 2020 until 30 June 2028	<ul style="list-style-type: none"> <li>• Regional Offices</li> <li>• Retail               <ul style="list-style-type: none"> <li>• Product Development Accident</li> <li>• Product Development &amp; Pricing for Motor Vehicles and Standard Property Business</li> </ul> </li> <li>• Vertical Business Models               <ul style="list-style-type: none"> <li>• Sales Partnerships</li> <li>• Activities of holding companies for Sales</li> </ul> </li> <li>• Corporate and Affinity               <ul style="list-style-type: none"> <li>• Product Development &amp; Risk Engineering for Corporate Prop.</li> <li>• Art Insurance</li> </ul> </li> <li>• Performance Management AT               <ul style="list-style-type: none"> <li>• Sales Service</li> <li>• Sales Management</li> </ul> </li> <li>• Digitalisation</li> <li>• Customer Management</li> </ul>	<ul style="list-style-type: none"> <li>• Member of the Supervisory Board, Salzburg Wohnbau GmbH, Salzburg</li> <li>• Member of the Supervisory Board, we – Gemeinnützige Tiroler Wohnbau GmbH, Innsbruck</li> <li>• Member of the Supervisory Board, Österreichische Hagelversicherung-Versicherungsverein auf Gegenseitigkeit, Vienna</li> </ul>
<b>Wolfgang Kindl</b> , Customers & Markets International * 1966, appointed 1 July 2011 until 30 June 2028	<ul style="list-style-type: none"> <li>• Retail               <ul style="list-style-type: none"> <li>• Product Development &amp; Pricing for Motor Vehicles and Standard Property Business</li> <li>• Sales Service</li> <li>• Sales Management</li> </ul> </li> <li>• Corporate and Affinity               <ul style="list-style-type: none"> <li>• Product Development &amp; Risk Engineering for Corporate Prop.</li> <li>• Major/International Brokers</li> <li>• Affinity Business</li> </ul> </li> <li>• Bancassurance               <ul style="list-style-type: none"> <li>• Product Service</li> <li>• Sales Service</li> <li>• Sales Management</li> </ul> </li> <li>• Business Development               <ul style="list-style-type: none"> <li>• Transformation &amp; Communities</li> <li>• Customer Management</li> </ul> </li> <li>• Organisational Development</li> <li>• Mergers &amp; Acquisitions (Business Lead)</li> <li>• Performance Management International</li> <li>• General Secretary International</li> </ul>	
<b>René Knapp</b> , Asset Management, Personal Lines, People & Brand * 1983, appointed 1 July 2020 until 30 June 2028	<ul style="list-style-type: none"> <li>• Group People</li> <li>• Group Brand &amp; Communication</li> <li>• Group ESG Office</li> <li>• Works Council</li> <li>• Product Development – Life &amp; Health (including health inpatient benefits AT)</li> <li>• Group Asset Management (UCM/UREM/Pension Funds)</li> <li>• Mavie – Ecosystem Health</li> </ul>	<ul style="list-style-type: none"> <li>• Member of the Management Board, UNIQA Österreich Versicherungen AG, Vienna</li> <li>• Managing Director of Mavie Holding GmbH, Vienna (since 1 November 2025)</li> <li>• President of the Board of Directors, UNIQA GlobalCare SA, Geneva</li> <li>• Vice Chair of the Supervisory Board, Mavie Med Holding GmbH, Vienna (since 1 November 2025)</li> </ul>

## Management and monitoring functions in significant subsidiaries

Portfolio of  
UNIQA shares  
at 31 December 2025

<ul style="list-style-type: none"> <li>• Chair of the Management Board, UNIQA Österreich Versicherungen AG, Vienna</li> <li>• Managing Director of Mavie Holding GmbH, Vienna (since 1 November 2025)</li> <li>• Chair of the Supervisory Board, SIGAL UNIQA Group AUSTRIA sh.a., Tirana (until 17 June 2025)</li> <li>• Chair of the Supervisory Board, SIGAL LIFE UNIQA Group AUSTRIA sh.a., Tirana (until 17 June 2025)</li> <li>• President of the Board of Directors, UNIQA Re AG, Zurich</li> </ul>	150,000 shares
<ul style="list-style-type: none"> <li>• Member of the Management Board, UNIQA Österreich Versicherungen AG, Vienna</li> <li>• Member of the Supervisory Board of UNIQA Asigurari de Viata S.A., Bucharest (until 10 March 2025)</li> <li>• Member of the Supervisory Board, CherryHUB BSC Korlátolt Felelősségű Társaság, Budapest</li> <li>• Member of the Supervisory Board, UNIQA Biztosító Zrt., Budapest</li> <li>• Member of the Supervisory Board, UNIQA pojišťovna, a.s., Prague</li> <li>• Member of the Supervisory Board, UNIQA Towarzystwo Ubezpieczeń na Życie S.A., Warsaw</li> <li>• Chair of the Supervisory Board, UNIQA Group Service Center Slovakia, spol. s r.o., Nitra</li> </ul>	17,170 shares
<ul style="list-style-type: none"> <li>• Member of the Management Board, UNIQA Österreich Versicherungen AG, Vienna</li> </ul>	17,137 shares
<ul style="list-style-type: none"> <li>• Member of the Management Board, UNIQA Österreich Versicherungen AG, Vienna</li> <li>• Member of the Supervisory Board, SIGAL UNIQA Group AUSTRIA sh.a., Tirana (until 17 June 2025)</li> <li>• Member of the Supervisory Board, SIGAL LIFE UNIQA Group AUSTRIA sh.a., Tirana (until 17 June 2025)</li> <li>• Member of the Board of Directors, UNIQA GlobalCare SA, Geneva</li> <li>• President of the Supervisory Board, CherryHUB BSC Korlátolt Felelősségű Társaság, Budapest</li> </ul>	19,848 shares
<ul style="list-style-type: none"> <li>• Member of the Supervisory Board, Valida Holding AG, Vienna</li> <li>• Member of the Supervisory Board, Österreichische Förderungsgesellschaft der Versicherungsmathematik GmbH (ÖFdv GmbH), Vienna</li> </ul>	25,000 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
<b>Sabine Pfeffer</b> , Customers & Markets Bancassurance Austria * 1972, appointed 1 April 2023 until 30 June 2028	<ul style="list-style-type: none"> <li>• Business Development               <ul style="list-style-type: none"> <li>• Sector Management</li> <li>• Sector Remuneration</li> </ul> </li> <li>• Sales               <ul style="list-style-type: none"> <li>• Product Marketing and Service</li> <li>• Sales Support Raiffeisenbanks</li> <li>• Omnichannel and Digital Sector Projects</li> </ul> </li> </ul>	
<b>Kurt Svoboda</b> , Finance & Risk Management * 1967, appointed 1 July 2011 until 30 June 2028	<ul style="list-style-type: none"> <li>• Group Legal &amp; Compliance</li> <li>• Group AML/Sanctions</li> <li>• Investor Relations</li> <li>• Group Performance Management</li> <li>• Group Finance &amp; Accounting</li> <li>• Mergers &amp; Acquisitions (Finance &amp; Accounting, Legal &amp; Compliance)</li> <li>• Group Actuarial</li> <li>• Group Risk Management</li> <li>• Regulatory &amp; Public Affairs</li> <li>• Reinsurance</li> <li>• Group Internal Audit</li> <li>• Mavie – Ecosystem Health (Finance, Risk, Legal &amp; Compliance)</li> </ul>	<ul style="list-style-type: none"> <li>• Member of the Supervisory Board, Wiener Börse AG, Vienna</li> <li>• Member of the Supervisory Board, Kommunalkredit Austria AG, Vienna</li> </ul>

### The work of the Management Board

The work of the members of the Management Board of UNIQA Insurance Group AG is regulated by 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 at 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 Chair of the Supervisory Board is in regular contact with the CEO to discuss the company's strategy, business performance and risk management.

## Management and monitoring functions in significant subsidiaries

Portfolio of  
UNIQA shares  
at 31 December 2025

<ul style="list-style-type: none"> <li>• Member of the Management Board, UNIQA Österreich Versicherungen AG, Vienna</li> </ul>	10,484 shares
<ul style="list-style-type: none"> <li>• Member of the Management Board, UNIQA Österreich Versicherungen AG, Vienna</li> <li>• Managing Director of Mavie Holding GmbH, Vienna (since 1 November 2025)</li> <li>• Vice Chair of the Board of Directors, UNIQA Re AG, Zurich</li> <li>• Member of the Supervisory Board, CherryHUB BSC Korlátolt Felelősségű Társaság, Budapest</li> <li>• Member of the Supervisory Board, UNIQA Biztosító Zrt., Budapest</li> <li>• Member of the Supervisory Board, UNIQA Towarzystwo Ubezpieczeń S.A., Warsaw</li> <li>• Member of the Supervisory Board, UNIQA Towarzystwo Ubezpieczeń na Życie S.A., Warsaw</li> </ul>	24,896 shares

## Members of the Supervisory Board

Name	Supervisory Board appointments in domestic and foreign companies listed on the stock exchange	Management and monitoring functions in significant subsidiaries	Number of UNIQA shares held as at 31 December 2025
<b>Burkhard Gantenbein</b> , Chair * 1963, appointed 29 May 2017 until the 28th AGM (2027)		<ul style="list-style-type: none"> <li>Chair of the Supervisory Board, UNIQA Österreich Versicherungen AG, Vienna</li> </ul>	25,250 shares
<b>Johann Strobl</b> , 1st Vice Chair * 1959, appointed 25 May 2020 until the 28th AGM (2027)		<ul style="list-style-type: none"> <li>Vice Chair of the Supervisory Board, UNIQA Österreich Versicherungen AG, Vienna</li> </ul>	
<b>Elgar Fleisch</b> , 2nd Vice Chair * 1968, appointed 28 May 2018 until the 28th AGM (2027)		<ul style="list-style-type: none"> <li>Member of the Supervisory Board, UNIQA Österreich Versicherungen AG, Vienna</li> </ul>	3,600 shares
<b>Marie-Valerie Brunner</b> , 3rd Vice Chair * 1967, appointed 28 May 2018 until the 28th AGM (2027)	<ul style="list-style-type: none"> <li>Member of the Supervisory Board of Tatra banka, a. s., Bratislava</li> </ul>	<ul style="list-style-type: none"> <li>Member of the Supervisory Board, UNIQA Österreich Versicherungen AG, Vienna</li> </ul>	1,750 shares
<b>Markus Andréewitch</b> , Member * 1955, appointed 26 May 2014 until the 28th AGM (2027)		<ul style="list-style-type: none"> <li>Member of the Supervisory Board, UNIQA Österreich Versicherungen AG, Vienna</li> </ul>	
<b>Klaus Buchleitner</b> , Member *1964, appointed 23 May 2022 until the 28th AGM (2027)		<ul style="list-style-type: none"> <li>Member of the Supervisory Board, UNIQA Österreich Versicherungen AG, Vienna</li> </ul>	
<b>Anna Maria D'Hulster</b> , Member * 1964, appointed 20 May 2019 until the 28th AGM (2027)		<ul style="list-style-type: none"> <li>Member of the Supervisory Board, UNIQA Österreich Versicherungen AG, Vienna</li> </ul>	2,400 shares
<b>Monika Henzinger</b> , Member * 1966, appointed 3 June 2024 until the 28th AGM (2027)	<ul style="list-style-type: none"> <li>Member of the Supervisory Board, ams-OSRAM AG, Premstätten</li> </ul>	<ul style="list-style-type: none"> <li>Member of the Supervisory Board, UNIQA Österreich Versicherungen AG, Vienna</li> </ul>	
<b>Jutta Kath</b> , Member * 1960, appointed 30 May 2016 until the 28th AGM (2027)		<ul style="list-style-type: none"> <li>Member of the Supervisory Board, UNIQA Österreich Versicherungen AG, Vienna</li> <li>Member of the Board of Directors, UNIQA Re AG, Zurich</li> </ul>	3,400 shares
<b>Rudolf Könighofer</b> , Member * 1962, appointed 30 May 2016 until 20 May 2019 and 6 June 2023 until the 28th AGM (2027)	<ul style="list-style-type: none"> <li>Member of the Supervisory Board, Raiffeisen International AG, Vienna</li> </ul>	<ul style="list-style-type: none"> <li>Member of the Supervisory Board, UNIQA Österreich Versicherungen AG, Vienna</li> </ul>	
<b>Delegated by the Central Works Council</b>			
<b>Sabine Andre</b> * 1966, since 20 May 2019			
<b>Irene Berger (until 27 August 2025)</b> * 1965, since 20 May 2020			
<b>Peter Gattinger</b> * 1976, from 10 April 2013 until 26 May 2015 and since 30 May 2016			
<b>Sonja Haid (since 27 August 2025)</b> * 1976, since 27 August 2025			
<b>Heinrich Kames</b> * 1962, since 10 April 2013			56 shares
<b>Harald Kindermann</b> * 1969, since 26 May 2015			750 shares

### Committees of the Supervisory Board

Committee	Chairpersons	Vice Chairs	Members	Delegated by the Central Works Council
Committee for Board Affairs	Burkhard Gantenbein	Johann Strobl	Marie-Valerie Brunner, Elgar Fleisch	
Working Committee	Burkhard Gantenbein	Johann Strobl	Marie-Valerie Brunner, Elgar Fleisch, Monika Henzinger, Rudolf Könighofer	Sabine Andre, Peter Gattinger, Heinrich Kames
Audit Committee	Anna Maria D'Hulster	Burkhard Gantenbein	Klaus Buchleitner, Elgar Fleisch, Jutta Kath, Johann Strobl	Sabine Andre, Peter Gattinger, Heinrich Kames
Investment Committee	Marie-Valerie Brunner	Anna Maria D'Hulster	Klaus Buchleitner, Burkhard Gantenbein, Monika Henzinger, Jutta Kath	Sabine Andre, Peter Gattinger, Heinrich Kames
IT Committee	Markus Andréewitch	Jutta Kath	Klaus Buchleitner, Elgar Fleisch, Monika Henzinger, Rudolf Könighofer	Sabine Andre, Peter Gattinger, Heinrich Kames
Digital Transformation Committee	Elgar Fleisch	Burkhard Gantenbein	Markus Andréewitch, Klaus Buchleitner, Anna Maria D'Hulster, Monika Henzinger, Rudolf Könighofer	Sabine Andre, Peter Gattinger, Heinrich Kames, Harald Kindermann
Human Resources and General Remuneration Committee ("HR Committee")	Burkhard Gantenbein	Jutta Kath	Anna Maria D'Hulster, Elgar Fleisch	Sabine Andre, Peter Gattinger

### Publication in accordance with Rule 49 of the Austrian Code of Corporate Governance

Group companies of UNIQA Insurance Group AG have appointed the law firm andréewitch & partner rechtsanwälte GmbH to provide consulting services on matters involving IT law. Supervisory Board member Markus Andréewitch holds a 60 per cent stake in this company. A shareholder and partner of andréewitch & partner rechtsanwälte GmbH has a mandate to provide legal advice to UNIQA. Markus Andréewitch does not personally contribute to the advisory services. The advisory services are remunerated at arm's length. The Supervisory Board has provided its consent for the mandate to provide legal advice to be awarded/continued.

### 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 2025. Two decisions were 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 2025 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** (for the Management Board) and is composed of the members of the Executive Committee of the Supervisory Board. In its function as Nominating Committee, this committee is also responsible for succession planning. In 2025, the Committee discussed the remuneration of the Management Board, dealt with the preparation of the 2024 Remuneration Reports for the Management Board and the Supervisory Board in alignment with the respective remuneration policy and deliberated on the succession planning for the Management Board and the Supervisory Board over four meetings. Three resolutions were passed by circular resolution.

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. The Chair is responsible for assessing the urgency of the matter. The resolutions passed must be reported at 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 2025.

The **Audit Committee** of the Supervisory Board performs the duties assigned to it by law. In 2025, 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 2024 financial year). Furthermore, PwC Wirtschaftsprüfung GmbH was once again proposed for election as statutory auditor for the 2026 financial year. The planning of the 2025 audits of the companies of the consolidated group was discussed with the statutory auditor, who reported on the results of preliminary audits. In addition, the Audit Committee received quarterly reports from Internal Auditing concerning audit areas and material findings based on the audits conducted. The Compliance Officer also reported on her activities on an ongoing basis. The accounting process was monitored on the basis of specific circumstances.

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.

In 2025, the **IT Committee** dealt with the ongoing monitoring of project progress in the implementation of the UNIQA Insurance Platform and other IT projects over the course of four meetings.

The **Digital Transformation Committee** held four meetings in 2025 at 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 **Supervisory Board's Human Resources and General Remuneration Committee (HR Committee)** held four meetings in 2025 on diversity and inclusion matters, employee development and talent management issues, as well as executive remuneration schemes and employee participation programmes. The Committee also dealt intensively with the progress in implementation of the HR strategy and with the latest developments and trends in connection with new technologies. The activities of the HR Committee are carried out in close coordination with the Committee for Board Affairs.

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.

Due to the identical composition of both the shareholder representatives and the employee representatives, 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. Anna Maria D'Hulster and Jutta Kath meet the criteria under Rule 54 of the Austrian Code of Corporate Governance, as they are neither shareholders with a stake of more than 10 per cent nor do they represent the interests of such shareholders.

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 which 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 it 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 shareholders.
- 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

A community the size of ours at UNIQA lives and breathes through diversity. We value and respect each other, regardless of gender, age, origin, physical ability, sexual orientation, religion or ideology. Our employees are just as diverse as our customers. A diverse workforce helps us to better understand our customers and better serve their different needs. For us, the guiding principle “Living better together” is only fulfilled when equal rights and equal opportunities are given in their entirety.

UNIQA is convinced that diversity, equal opportunities and inclusion promote employee loyalty to the company as well as their innovative potential and productivity. Since they lead to higher customer satisfaction and better financial results, diversity and inclusion are also a decisive factor for economic success and growth. UNIQA has been honoured with the Diversity Leader Award 2025 from “weconomy” for a project that substantiates this stance with data.

There are now four women on the Supervisory Board of UNIQA Insurance Group AG including Marie-Valerie Brunner, Anna Maria D’Hulster, Jutta Kath and Monika Henzinger. This means that the proportion of female Supervisory Board members among the elected members (shareholder representatives) has reached 40 per cent and is therefore well above the quota required by law. With Sabine Andre and Sonja Haid, two more women have also been delegated to the group of employee representatives on the Supervisory Board, which means that there is now also a quota of 40 per cent female members here. In relation to the full Supervisory Board, this also results in a proportion of women of 40 per cent, which significantly exceeds the statutory quota of 30 per cent.

The Management Boards of UNIQA Insurance Group AG and UNIQA Österreich Versicherungen AG, which include the same seven members, now also include one woman, Sabine Pfeffer, which sends out an important signal on the way to the goal of “More women in executive roles”. In addition to its clear commitment to this goal, the UNIQA Group will of course continue to implement various accompanying measures. A clear expression of this stance is the inclusion of a target for gender balance – and therefore for increasing the proportion of women in management positions – in the long-term variable management remuneration of this body.

Other measures include, for example, revising the policies for filling management positions. These now enable greater transparency and thereby increase awareness among decision-makers, while also providing starting points for effective measures. As part of the “Welnspire” executive leadership programme, an above-average proportion of women (30 per cent) was deliberately taken into account. The new programme “UNIQAInie być kobietą” (“UNIQAly to be a Woman”) from UNIQA Poland is a development-oriented initiative and is aimed specifically at women in management positions. In Austria, a mentoring programme has been held annually since 2021, with women currently making up 87 per cent of participants. In the successful cross-border mentoring pilot project in the six-country SEE6 region, which aims to promote international contacts and careers, 71 per cent of the mentees and 52 per cent of the mentors were female.

The objective is to change the framework conditions and prerequisites in such a way that the organisation becomes more permeable overall for women’s careers and to attract more female managers to the labour market. As of the end of 2025, women made up 56.3 per cent of the total workforce in the UNIQA Group, up from 55.6 per cent in 2024. This high proportion is primarily driven by the international insurance companies (63.9 per cent); however, it also rose in Austria in 2025 (from 42.8 per cent to 43.8 per cent).

The proportion of women on the Group’s Management Board is 30.2 per cent, which is slightly lower than in 2024 (2024: 32.1 per cent). Of the 1,463 managers across the Group, 620 are women, which equates to 42.4 per cent and is therefore higher than the figure of 40.9 per cent from 2024. There is a clear difference between the international and Austrian companies of the UNIQA Group (proportion of women 48.9 per cent compared to 25.1 per cent).

## Diversity concept

In 2025, UNIQA continued to consistently pursue the strategy for equity, equality, diversity and inclusion that has been in place since 2022 based on the priorities and targets adopted for the years 2024–2026 and backed it up with actions. The strategy serves as the basis and framework for all our activities in this area and, as an integral part of the “UNIQA 3.0 – Growing Impact” strategic programme developed by us, is clearly aligned with our Guiding Principles. In addition to specific measurable goals, it also contains a bundle of initiatives focusing primarily on four key areas: equal pay for work of equal value, more women in management roles, successful cooperation between all generations and inclusion of people with disabilities.

Our overarching goal is to promote diversity and inclusion at UNIQA. We will continue to pursue the following specific priorities:

1. Equal pay for work of equal value
2. Promoting equal opportunities with the clear aim of bringing more women into management positions in the future
3. Generation management – old and young contribute to the success of the company together
4. Achieving a work/life balance
5. Utilising internationality and cultural diversity as a strength
6. People with disabilities – better inclusion and support
7. Clear commitment to non-discrimination on the basis of sexual orientation and identity

UNIQA further intensified networking and international contacts in 2025 within the framework of Group-wide projects and targets agreed across the entire Group that are consistently aligned with the defined focus areas. This cross-border collaboration promotes diversity and allows us to leverage the potential of an international group.

## Equal pay for work of equal value

We consider fair pay to be an essential element of equality. Having already achieved the Group-wide target of reducing the adjusted gender pay gap in 2024, we did so again in 2025. This target remains a criterion for the variable component of management remuneration.

The adjusted gender pay gap for 2025 is 2.4 per cent (target value 2.8 per cent). The target of a 20 per cent reduction was exceeded by a considerable margin. In Austria, the already very strong baseline of below 1 per cent was maintained. A further reduction below 1 per cent is not expedient, as natural staff turnover can lead to fluctuations.

### More women in management positions

Increasing the proportion of women in management positions continues to be a very high priority for UNIQA. We make a distinction here between top management positions (Board to Board –2 level) and other management positions, which allows us to implement measures that are even more effective. When it comes to the proportion of women in top management positions, the main focus is on selecting and filling these positions. Development into higher roles is another priority for the other female managers. There is also a strong disparity between Austrian and international companies in both these segments. The proportion of women in top positions in Austria is 26.5 per cent, while internationally it is 47.4 per cent. This figure increased significantly in both areas compared to the previous year (23.3 per cent and 44.8 per cent). In middle management, the proportions are 23.9 per cent and 51.6 per cent.

One of the most important framework conditions for women's careers in the company is balancing a career with family life. UNIQA is convinced that this is not an either/or situation. In the first year of implementation of the Austrian "Work and Family" audit, a number of initiatives were carried out in the areas of "Women in Management" and "Women in Sales". These include a year-round role model campaign as well as targeted outreach and information on careers in sales, with a focus on equal opportunities and work-life balance.

The successful recertification with the equaliA seal of approval for equal opportunities in the workplace in Austria confirms that we are on the right course.

### Generation management

As part of this focus, our aim is to foster an inclusive and supportive working environment for all stages of life. Additional measures have also been defined in this area as part of the successful certification as a family-friendly company in Austria and are now being implemented in a structured way. They include the expansion of flexible working models such as job sharing and part-time management positions as well as various childcare support programmes. Measures for caring for family members and managing parental leave are also planned.

The increasing shortage of skilled labour and demographic change continue to pose major challenges for UNIQA. We are responding to this by training our own specialists and consistently continuing our apprenticeship programme.

In the international context, the highly selective "My unique Summer" trainee programme offered young talents at the start of their careers the opportunity to gain initial experience outside of Austria. Following pilot tests in two regions in the previous year, the programme was expanded to ten countries in 2025.

### People with disabilities

Our diversity strategy defines targeted recruitment of people with disabilities as a key objective in our core markets. In Czechia, Slovakia, Poland and Austria, partnerships with local organisations that promote the inclusion of people with disabilities in the labour market are being continuously strengthened. In addition to increasing accessibility throughout the entire application process, UNIQA Austria continues to focus on directly addressing the target group and places all open job advertisements on the myAbility accessible job platform.

Experience has shown that raising awareness among managers and all employees as well as ongoing improvements for a barrier-free working environment are key success factors for effective inclusion. In this ongoing process, we achieved key milestones in 2025 with the election of our first disabled persons' representative for the UNIQA headquarters in Vienna and performance of an external assessment (Key Inclusion Indicator).

### Commitment to diversity, equal treatment and inclusion

We are committed to the power of diversity and reject any form of intolerance and marginalisation.

We further reinforced this clear stance in 2025 by compiling a dedicated position paper on this topic, which was shared across the entire UNIQA Group. The goal is to raise awareness, provide support and offer guidance to effectively protect employees from discrimination and abuse of power.

There is now a clearly defined process with clear contact persons in the event of allegations of discrimination. This gives affected employees a low-threshold option for addressing stressful situations.

A range of networks give interested employees in Austria the opportunity to get involved with and learn about various aspects of diversity (women, family, people with disabilities, sustainability, sexual orientation). The UNIQA women's network, for example, has organised webinars, seminars and a high-profile panel discussion, as well as breakfasts with members of the Management Board and inspiring keynote speeches.

UNIQA has also supported and highlighted numerous corresponding initiatives outside the company. The support for the establishment of a nursery in Tyrol and collaborations in the area of inclusion ("Ich bin O.K.", myAbility, etc.) in Austria are just a few examples. UNIQA's largest nationwide study on the topic of family in Czechia and Slovakia received significant media attention and will now serve as a starting point for further initiatives.

### Remuneration Report

The Remuneration Report 2025 for the Management Board and Supervisory Board of UNIQA Insurance Group AG is prepared in accordance with Sections 78c and 98a of the Austrian Stock Corporation Act and will be submitted to the Annual General Meeting on 9 June 2026 for approval.

### 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](http://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 2025 financial year with the exception of Rules 77 to 83. With regard to Rules 77 to 83 of the Austrian Code of Corporate Governance, these 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 2025 will be published simultaneously with the annual financial report for the 2025 financial year.

Vienna, 11 March 2026



Andreas Brandstetter  
Chair of the Management Board



René Knapp  
Member of the Management Board



Wolf-Christoph Gerlach  
Member of the Management Board



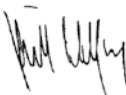
Sabine Pfeffer  
Member of the Management Board



Peter Humer  
Member of the Management Board



Kurt Svoboda  
Member of the Management Board



Wolfgang Kindl  
Member of the Management Board

# Report of the Supervisory Board

**Dear Shareholders,  
Dear Ladies and Gentlemen,**

As the Supervisory Board of UNIQA Insurance Group AG, which is identical to that of our largest subsidiary UNIQA Österreich Versicherungen AG, we have endeavoured to support the further development of our Group as attentively and carefully as possible in 2025.

## 1. Our key priorities and how we work

Based on the complementary expertise of our members, we dealt intensively with the company's operating performance in the four individual quarters of 2025 – the first – and very successful – year of our “UNIQA 3.0 – Growing Impact (2025-2028)” strategic programme.

**Our committees** remain **highly relevant** because we use them intensively to analyse strategically important topics in depth: in the committees for Digital Transformation, IT, HR, Investment, Audit and Management Board Affairs, members of the Supervisory Board work in depth with the responsible members of the Management Board and UNIQA managers, often with the involvement of external experts. While we held one of our meetings in Prague, Warsaw and Sarajevo in 2022, 2023 and 2024 respectively – due to the ever-increasing importance of our business in the CEE region – we opted for Salzburg in 2025. This was a deliberate choice so we could focus intensively on the **development of our Austrian subsidiary** at the new location of our regional office and to seek the opportunity to exchange ideas directly with the managers of the regions and the greatest talents.

Our **continuous professional development** remains our top priority: the changes in our industry – for example in regulation, in rapidly evolving customer behaviour and in risk management, above all in the broad field of artificial intelligence – are evolving so rapidly that only a Supervisory Board with a broad and complementary range of expertise can keep pace. We endeavour to align the focus of our regular training courses accordingly.

And finally, we continue to pay great attention to the **quality of our cooperation within the Supervisory Board** as well as with the Management Board. We do this, among other things, by means of an annual anonymised survey of the individual members of the Supervisory Board and subsequent in-camera discussion of the evaluation results in the Supervisory Board. We carry out a comprehensive self-evaluation at regular intervals, which is accompanied by Werner H. Hoffmann, Director of the Institute for Strategic Management at the Vienna University of Economics and Business (via anonymised surveys, individual interviews and a subsequent workshop). We continued this work in the 2025 financial year.

## 2. Timeline and details of our main areas of focus

In the course of 2025, the Supervisory Board was regularly informed by the Management Board about the business performance and position of UNIQA Insurance Group AG and the Group as a whole. It also supervised the Management Board's management of the business and fulfilled all the tasks assigned to the Supervisory Board by law and the Articles of Association. At the Supervisory Board meetings, the Management Board presented detailed quarterly reports and provided additional oral as well as written reports on business development. The Supervisory Board was given timely and comprehensive information about measures requiring our approval.

In 2025, four special seminars were held for the Supervisory Board, providing information on the topics of reinsurance and the NatCat Competence Center, artificial intelligence and ESG, as well as regarding compliance and the business strategy of vertical integration.

### Focus of our deliberations

The Supervisory Board held five meetings in 2025. Our meetings focused on the Group's respective current earnings situation and – organised by key topics – the Group's further strategic development. In addition, we made two decisions by circular resolution, namely on the merger of UNIQA Beteiligungs-Holding GmbH into UNIQA Österreich Versicherungen AG and on the extension of Sabine Pfeffer's Management Board mandate until 30 June 2028.

- At our meeting held on **12 March**, we mainly discussed the Group's preliminary results for the 2024 financial year. We also authorised the conversion and restructuring of our "nearshoring" service units in Slovakia, Hungary, Romania and Bulgaria into branches of UNIQA Insurance Group AG.
- The meeting on **10 April** focused on the approval of the annual and consolidated financial statements as at 31 December 2024, including the consolidated corporate governance report 2024 and the (consolidated) non-financial statement 2024 which was integrated into the sustainability report. This was done in the presence of the auditor PwC Wirtschaftsprüfung GmbH and on the basis of the statutory auditor's audit reports. The report on the company's solvency and financial position 2024 (SFCR) was also discussed, and the Management Board provided information on the total expenses for audits of the Group companies. The Management Board reported on current developments at the Group in the first quarter of 2025. We also discussed the items on the agenda of the 26th Annual General Meeting on 2 June, in particular the proposal for the appropriation of profits and the proposal to the Annual General Meeting to re-elect PwC Wirtschaftsprüfung GmbH as statutory auditors and as auditors of the consolidated sustainability reporting of UNIQA Insurance Group AG for the 2026 financial year. The report by auditors PwC Wirtschaftsprüfung GmbH and lawyers Schönherr Rechtsanwälte GmbH regarding compliance with the provisions of the Austrian Code of Corporate Governance (ÖCGK) in the 2024 financial year was also acknowledged. Following preliminary discussion in the Remuneration Committee, the 2024 Remuneration Report concerning the Management Board and Supervisory Board was prepared and approved for presentation at the Annual General Meeting. In addition, the sale of a minority stake in Marie Next GmbH to Raiffeisen NÖ-Wien was authorised in order to establish a strategic investment partnership.

- At the meeting on **22 May**, we looked in detail at the Group's earnings in the first quarter and development in the current ongoing second quarter. Furthermore, the results of the "Board Excellence" programme launched in the previous year to evaluate and further develop the efficiency and effectiveness of the Supervisory Board were presented and discussed in detail in a workshop. The Solvency and Financial Condition Report 2024 (SFCR) was presented at Group level.
- On **21 August**, we met in Salzburg to discuss the Group's earnings situation in the first half of the year and developments in the ongoing third quarter.
- In addition to reporting on the Group's profits in the first three quarters and ongoing developments in the fourth quarter, our meeting on **19 November** covered the report on the Own Risk and Solvency Assessment (ORSA) 2025 and the updated forecast for the 2025 financial year. The deliberations focused on approving the 2026 budget and the medium-term planning for the subsequent years – as you know, we have adjusted both upwards due to the excellent business performance after the first three quarters of 2025. We also authorised the sale of a property and the acquisition of a majority stake in the healthcare platform uLékaře.cz, s.r.o., based in Prague. Finally, we discussed the annual efficiency review of our activities as Supervisory Board.

### Committees of the Supervisory Board

In addition to the Audit Committee (required by law), we have set up and appointed another six committees in order to ensure that the work of our Supervisory Board is structured effectively.

- The **Committee for Board Affairs** ("Personnel Committee") is made up of the same members as the **Executive Committee of the Supervisory Board**. What is new is that an independent member of the Supervisory Board also attends the meetings. The Committee also performs the tasks of a **Nominating and Remuneration Committee** (for the Management Board) in parallel. At four meetings in 2025, the Committee dealt with the settlement of the 2024 short-term incentive and the long-term incentive for the 2021 to 2024 tranche for the Management Board members, as well as the redesign of incentives for the reporting year and the target framework for subsequent years. The meetings also dealt with the preparation of the 2024 remuneration reports for the Management Board and the Supervisory Board. Advice was also given on succession planning.

- The **Audit Committee** held three meetings in the 2025 financial year with representatives of the (Group) auditor PwC Wirtschaftsprüfung GmbH also present, and discussions were also held without the Management Board present. The meeting on 10 April addressed all financial statement documentation, and in particular the proposed appropriation of profit and the statutory auditor's report on the audit of the company's risk management. In addition, the 2024 annual report of the Internal Audit department, including the audit plan for the current year and the 2024 annual activity report of the compliance officers, was presented and acknowledged. The initial adoption and voluntary audit of the sustainability reporting by PwC Wirtschaftsprüfung GmbH in accordance with the CSRD (Corporate Sustainability Reporting Directive) was also reported on. Furthermore, PwC Wirtschaftsprüfung GmbH was once again proposed for election as statutory auditor and auditor of the sustainability reporting for the 2026 financial year. At the meeting held on 22 May, the statutory auditor presented the plans for the audit of the UNIQA Group companies for the 2025 financial year and coordinated them with the Committee. The Solvency and Financial Condition Report 2024 (SFCR) at Group level was presented. At the meeting held on 19 November, the auditor informed the Committee of the preliminary audit findings concerning the current financial year. In addition, the Committee received quarterly reports from Internal Audit on the areas audited by this department and any material findings that arose from these audit actions, and the Compliance Officer reported on her activities on an ongoing basis. The Committee fulfilled its remit of monitoring the accounting process.
- 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** held four meetings to discuss the ongoing monitoring of progress in the business and IT transformation (UNIQA Insurance Platform) and other IT projects, in particular the project portfolio.
- The **Digital Transformation Committee** held four meetings devoted to possible use cases of artificial intelligence, digitalisation in personal insurance, the Group operations strategy and the business activities of Mavie, which develops healthcare offerings beyond traditional insurance products. Guest speakers were invited to the meetings to address specific topics.
- The **Supervisory Board's Human Resources and General Remuneration Committee** ("HR Committee") held four meetings on diversity and inclusion matters, employee development and talent management issues, executive remuneration schemes and employee participation programmes. The HR Committee's activities are closely coordinated with the Personnel Committee. Guest speakers were invited to the meetings to address specific HR-related topics.
- The **Working Committee** did not hold any meetings in the past financial year.

The chairs of the respective committees informed the full Supervisory Board in detail about the meetings and their committees' work.

### 3. Separate and consolidated financial statements

The separate financial statements prepared by the Management Board, the Management Report of UNIQA Insurance Group AG, the consolidated financial statements prepared in accordance with International Financial Reporting Standards (IFRSs), the Group Management Report for the 2025 financial year and the 2025 consolidated sustainability reporting were audited by PwC Wirtschaftsprüfung GmbH. The auditor also verified that a combined non-financial report and a consolidated corporate governance report had each been prepared for the 2025 financial year. The audits raised no objections. The separate and consolidated financial statements were each issued an unqualified audit opinion for 2025.

The Supervisory Board acknowledged and approved the findings of the audit.

The evaluation of UNIQA's compliance with the rules of the Austrian Code of Corporate Governance in the 2025 financial year was carried out by PwC Wirtschaftsprüfung GmbH, whereas compliance with Rules 77 to 83 of the Austrian Code of Corporate Governance was assessed by Schönherr Rechtsanwälte GmbH. The evaluations showed that UNIQA complied with the rules of the Austrian Code of Corporate Governance in the 2025 financial year.

The Supervisory Board acknowledged the consolidated financial statements for 2025 and approved the 2025 financial statements of UNIQA Insurance Group AG. It also endorsed both the Management Report and the Group Management Report. The Supervisory Board reviewed and approved the proposal for the appropriation of profit submitted by the Management Board. Accordingly, a dividend distribution of €0.72 per share will be proposed to the Annual General Meeting on 9 June 2026.

The 2025 annual financial statements were thereby adopted in accordance with Section 96(4) of the Austrian Stock Corporation Act.

This year, once again, I would like to take the opportunity on behalf of the Supervisory Board to extend my warmest thanks to all employees of UNIQA Insurance Group AG and its Group companies for their outstanding personal commitment in the past, extremely successful 2025 financial year and to wish them good health and continued success!

Vienna, April 2026

On behalf of the Supervisory Board



Burkhard Gantenbein  
Chair of the Supervisory Board