



## **EANS-Voting Rights: UNIQA Insurance Group AG / Publication of an Announcement after art. 93 BörseG with the objective of Europe-web publication**

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Release according to article 93 BörseG with the aim of a Europe-wide distribution

Publication of a joint announcement according to Section 91 et seq. BörseG of Raiffeisen Zentralbank Österreich Aktiengesellschaft (in its own name and in its capacity as parent company for its relevant subsidiaries; Section 91 para 3 BörseG), Austria Versicherungsverein auf Gegenseitigkeit Privatstiftung (in its own name and in its capacity as parent company of Austria Versicherungsverein Beteiligungs-Verwaltungs GmbH; Section 91 para 3 BörseG) and Collegialität Versicherungsverein Privatstiftung.

Due to the completed increase of UNIQA Insurance Group AG's ("UNIQA") share capital from EUR 214,247,900.00 by EUR 88,102,100.00 and by issuing 88,102,100 new ordinary no-par value bearer shares with voting rights with a calculated notional amount of EUR 1.00 per share in exchange for cash contributions to EUR 302,350,000.00 (the "Capital Increase") the holdings of the Core Shareholders (as defined herein) who did not exercise their subscription rights have been diluted.

After the completion of the Capital Increase UNIQA's share capital amounts to EUR 302,350,000.00 and is divided into 302,350,000 ordinary no-par value bearer shares with voting rights.

Further, in relation to the offer of up to 101,026,283 shares in UNIQA on the basis of the prospectus approved by the Austrian Financial Market Authority (FMA) on 23 September 2013 and published on the same day (the "Prospectus"), two of the Core Shareholders of UNIQA have made available no-par value shares with voting rights in UNIQA to Raiffeisen Centrobank AG, 1015 Vienna, Tegetthoffstraße 1, due to a stock lending agreement and in order to be able to fulfil the over-allotment option as described in the Prospectus, as follows:

RZB Versicherungsbeteiligung GmbH	3,247,395 no-par value shares	1.07 %
Austria Versicherungsverein Beteiligungs-Verwaltungs GmbH	3,402,605 no-par value shares	1.13 %

(together the "Transfer"). The Transfer was executed on 14 October 2013. The stock lending is agreed without consideration. It ends on 21 December 2013 at the latest.

Raiffeisen Zentralbank Österreich Aktiengesellschaft (in its own name and in its capacity as parent company for its relevant subsidiaries; Section 91 para 3 BörseG), Austria Versicherungsverein auf Gegenseitigkeit Privatstiftung (in its own name and in its capacity as parent company of Austria Versicherungsverein Beteiligungs-

Verwaltungs GmbH; Section 91 para 3 BörseG) and Collegialität

Versicherungsverein Privatstiftung jointly disclose (see Section 5 para 3 Austrian Transparency Regulation (TransV)) the following status of their voting rights in relation to UNIQA.

According to guidance by the FMA, independent and separate disclosures must be made in relation to voting rights (pursuant to Sections 91 and 92 BörseG) and financial instruments (pursuant to Section 91a BörseG), resulting in two different lines of disclosures (see 2.3.1 of the Circular of the Financial Market Authority dated 19 June 2013 regarding disclosure and publication obligations of issuers (the "Issuers' Circular")). In addition, Section 91a para 7 BörseG provides that voting rights pursuant to Sections 91 and 92 BörseG and financial instruments pursuant to Section 91a BörseG need to be aggregated.

#### 1. Voting rights in UNIQA attributable to Raiffeisen Zentralbank

Österreich Aktiengesellschaft

1.1 Raiffeisen Zentralbank Österreich Aktiengesellschaft, 1030 Vienna, Am Stadtpark 9, companies register number (FN) 58882t ("RZB"), is the sole shareholder of RZB - BLS Holding GmbH, 1030 Vienna, Am Stadtpark 9, FN 217070x ("RZB - BLS"), who in turn is the sole shareholder of RZB

Versicherungsbeteiligung GmbH, 1030 Vienna, Am Stadtpark 9, FN 217072z ("RZB VERSBET").

RZB VERSBET directly holds shares in UNIQA (see below at 1.5 regarding the status before and after the Capital Increase and the Transfer). Pursuant to Section 92 no 4 BörseG RZB VERSBET's holding in UNIQA is attributed to RZB.

#### 1.2 RZB VERSBET directly holds a controlling interest in BL Syndikat

Beteiligungs Gesellschaft m.b.H., 1030 Vienna, Am Stadtpark 9, FN 152819i

("BL SYNDIKAT").

BL SYNDIKAT directly holds shares in UNIQA (see below at 1.5 regarding the status before and after the Capital Increase and the Transfer). Pursuant to Section 92 no 4 BörseG BL SYNDIKAT's interest in UNIQA is attributed to RZB.

1.3 RZB VERSBET is the sole shareholder of UQ Assekuranz Holding GmbH, 1030 Vienna, Am Stadtpark 9, FN 217075d, who in turn is the sole shareholder of UQ Beteiligung GmbH, 1030 Vienna, Am Stadtpark 9, FN 217104x ("UQ BETEILIGUNG").

UQ BETEILIGUNG holds a direct interest in UNIQA (see below at 1.5 regarding the status before and after the Capital Increase and the Transfer). Pursuant to Section 92 no 4 BörseG UQ BETEILIGUNG's interest in UNIQA is attributed to RZB.

1.4 Insofar as Raiffeisen Centrobank AG, in its function as market maker, has a variable shareholding in UNIQA, such interest shall not be included in the calculation of voting rights pursuant to Section 91 para 2a BörseG.

1.5 The total of voting rights attributable to RZB pursuant to Sections 91 and 92 BörseG (before and after execution of the Capital Increase and the Transfer) therefore consists of the following (rounded and in percent):

	Number of voting rights / percentage BEFORE Capital Increase and Transfer	Number of voting rights / percentage AFTER Capital Increase and Transfer
RZB VERSBET	16,453,266 / 7.68 %	13,205,871 / 4.37 %
BL SYNDIKAT	70,328,919 / 32.83 %	70,328,919 / 23.26 %
UQ BETEILIGUNG	10,230,585 / 4.78 %	10,230,585 / 3.38 %
Total	97,012,770 / 45.28 %	93,765,375 / 31.01 %

Therefore, in relation to voting rights attributable to RZB VERSBET pursuant to Section 91 BörseG, RZB VERSBET's holding has fallen below the relevant threshold of voting rights of 5%. Further, in relation to voting rights attributable to RZB VERSBET pursuant to Sections 91 and 92 BörseG (including BL SYNDIKAT and UQ BETEILIGUNG), RZB VERSBET's holding has fallen below the relevant thresholds of voting rights of 45%, 40% and 35%.

Therefore, in relation to voting rights attributable to BL SYNDIKAT

pursuant to Section 91 BörseG, BL SYNDIKAT's holding has fallen below the relevant thresholds of voting rights of 30% and 25%.

Therefore, in relation to voting rights attributable to UQ BETEILIGUNG pursuant to Section 91 BörseG, UQ BETEILIGUNG's holding has fallen below the relevant threshold of voting rights of 4%.

Therefore, in relation to voting rights attributable to RZB pursuant to Sections 91 and 92 BörseG, RZB's holding has fallen below the relevant thresholds of voting rights of 45%, 40% and 35%.

RZB VERSBET's right to have 3,247,395 no-par value shares (= voting rights) retransferred to it based on the stock lending is an other comparable (derivative) instrument within the meaning of Section 91a para 1 no 1 BörseG (see 2.3.2 of the Issuers' Circular) and the obligation pursuant to Section 91a para 7 BörseG to aggregate all voting rights within the meaning of Sections 91 to 92 BörseG results in a total of voting rights pursuant to Sections 91 and 92 BörseG and financial instruments pursuant to Section 91a BörseG attributable to RZB:

	Number of voting rights / percentage aggregated	Number of voting rights / percentage pursuant to Section 91a BörseG
RZB VERSBET	16,453,266 / 5.44 %	3,247,395 / 1.07 %
BL SYNDIKAT	70,328,919 / 23.26 %	0 / 0.00 %
UQ BETEILIGUNG	10,230,585 / 3.38 %	0 / 0.00 %
Total	97,012,770 / 32.09 %	3,247,395 / 1.07 %

Upon aggregation of all voting rights attributable pursuant to Sections 91 to 92 BörseG the following relevant thresholds of voting rights have been fallen below:

RZB VERSBET	45%, 40% and 35%
BL SYNDIKAT	30% and 25%
UQ BETEILIGUNG	4%
RZB	45%, 40% and 35%

2. Voting rights in UNIQA attributable to Austria Versicherungsverein auf Gegenseitigkeit Privatstiftung

2.1 Austria Versicherungsverein auf Gegenseitigkeit Privatstiftung, 1020 Vienna, Untere Donaustraße 25, FN 94598s ("AUSTRIA PS"), is the sole shareholder of Austria Versicherungsverein Beteiligungs-Verwaltungs GmbH, 1020 Vienna, Untere Donaustraße 25, FN 266947w ("AUSTRIA BETEILIGUNGS VERWALTUNG").

AUSTRIA PS and AUSTRIA BETEILIGUNGS VERWALTUNG each have a direct holding in UNIQA (see below at 2.2 regarding the status before and after the Capital Increase and the Transfer). AUSTRIA BETEILIGUNGS VERWALTUNG's holding in UNIQA is attributable to AUSTRIA PS pursuant to Section 92 no 4 BörseG.

2.2 The total of voting rights attributable to AUSTRIA PS pursuant to Sections 91 and 92 BörseG (before and after execution of the Capital Increase and the Transfer) therefore consists of the following (rounded and in percent):

	Number of voting rights / percentage BEFORE Capital Increase and Transfer	Number of voting rights / percentage AFTER Capital Increase and Transfer
AUSTRIA PS	21,279,295 / 9.93 %	21,279,295 / 7.04 %
AUSTRIA BETEILIGUNGS VERWALTUNG	73,204,188 / 34.17 %	69,801,583 / 23.09 %
Total	94,483,483 / 44.10 %	91,080,878 / 30.12 %

Therefore, in relation to voting rights attributable to AUSTRIA BETEILIGUNGS VERWALTUNG pursuant to Section 91 BörseG, AUSTRIA BETEILIGUNGS VERWALTUNG's holding has fallen below the relevant thresholds of voting rights of 30% and 25%.

Therefore, in relation to voting rights attributable to AUSTRIA PS pursuant to Sections 91 and 92 BörseG, AUSTRIA PS's holding has fallen below the relevant thresholds of voting rights of 40% and 35%.

AUSTRIA BETEILIGUNGS VERWALTUNG's right to have 3,402,605 no-par value shares (= voting rights) retransferred to it based on the stock lending is an other comparable (derivative) instrument within the meaning of Section 91a para 1 no 1 BörseG and due to the obligation to aggregate all voting rights in

the sense of Sections 91 to 92 BörseG pursuant to Section 91a para 7 BörseG results in a total of voting rights pursuant to Sections 91 and 92 BörseG and financial instruments pursuant to Section 91a BörseG attributable to AUSTRIA BETEILIGUNGS VERWALTUNG:

	Number of voting rights / percentage aggregated	Number of voting rights / percentage pursuant to Section 91a BörseG
AUSTRIA PS	21,279,295 / 7.04 %	0 / 0.00 %
AUSTRIA BETEILIGUNGS VERWALTUNG		
	73,204,188 / 24.21 %	3,402,605 / 1.13 %
Total	94,483,483 / 31.25 %	3,402,605 / 1.13 %

Upon aggregation of all voting rights attributable pursuant to Sections 91 to 92 BörseG the following relevant thresholds of voting rights have been fallen below:

AUSTRIA BETEILIGUNGS VERWALTUNG 30% and 25%

AUSTRIA PS 40% and 35%

### 3. Voting rights in UNIQA attributable to Collegialität

Versicherungsverein Privatstiftung

#### 3.1 Collegialität Versicherungsverein Privatstiftung, 1020 Vienna, Untere

Donaustraße 25, FN 75733y ("COLLEGIALITÄT"), has a direct interest in UNIQA

(see below at 3.2 regarding the status before and after the Capital Increase and the Transfer).

#### 3.2 The total of voting rights attributable to COLLEGIALITÄT pursuant to

Sections 91 and 92 BörseG (before and after execution of the Capital Increase

and the Transfer) therefore consists of the following (rounded and in percent):

	Number of voting rights / percentage	Number of voting rights / percentage
	BEFORE Capital Increase and Transfer	AFTER Capital Increase and Transfer
COLLEGIALITÄT	7,166,041 / 3.34 %	7,166,041 / 2.37 %

No relevant threshold of voting rights pursuant to Sections 91 and 92 BörseG has been reached, exceeded or fallen below.

COLLEGIALITÄT does not hold any financial instruments within the meaning of Section 91a BörseG.

4. Attribution pursuant to Section 91 para 1 in conjunction with Section 92 no 1 BörseG

Pursuant to Section 92 no 1 BörseG, due to the shareholders' agreement between RZB, BL SYNDIKAT, AUSTRIA PS and COLLEGIALITÄT (together the "CORE SHAREHOLDERS") including a pooling of votes, the voting rights directly or indirectly held by each individual CORE SHAREHOLDER in relation to UNIQA are mutually attributable to all other CORE SHAREHOLDERS respectively.

The total of voting rights attributable to the CORE SHAREHOLDERS

pursuant to Sections 91 and 92 BörseG (before and after execution of the Capital Increase and the Transfer) therefore consists of the following (rounded and in percent):

	Number of voting rights / percentage	Number of voting rights / percentage
	BEFORE Capital Increase and Transfer	AFTER Capital Increase and Transfer
RZB (attributable):	97,012,770 / 45.28 %	93,765,375 / 31.01 %
AUSTRIA PS (attributable):	94,483,483 / 44.10 %	91,080,878 / 30.12 %
COLLEGIALITÄT:	7,166,041 / 3.34 %	7,166,041 / 2.37 %
Total CORE SHAREHOLDERS:	198,662,294 / 92.73 %	192,012,294 / 63.51 %

The CORE SHAREHOLDERS have therefore fallen below the relevant thresholds

of voting rights of 90 % and 75% in relation to the voting rights attributable to them pursuant to Sections 91 und 92 BörseG.

RZB VERSBET's and AUSTRIA BETEILIGUNGS VERWALTUNG's right to have

6,650,000 no-par value shares (= voting rights) retransferred to them based on the stock lending is an other comparable (derivative) instrument within the meaning of Section 91a para 1 no 1 BörseG and due to the obligation pursuant to

Section 91a para 7 to aggregate all voting rights in the sense of Sections 91 to 92 BörseG BörseG results in a total of voting rights pursuant to Sections 91 and 92 BörseG and financial instruments pursuant to Section 91a BörseG attributable

to the CORE SHAREHOLDERS:

	Number of voting rights / percentage aggregated	Number of voting rights / percentage pursuant to Section 91a BörseG
RZB (attributable):	97,012,770 / 32.09 %	3,247,395 / 1.07 %
AUSTRIA PS (attributable):	94,483,483 / 31.25 %	3,402,605 / 1.13 %
COLLEGIALITÄT:	7,166,041 / 2.37 %	0 / 0.00 %
Total CORE SHAREHOLDERS:	198,662,294 / 65.71 %	6,650,000 / 2.20 %

Upon aggregation of all voting rights attributable to the Core Shareholders pursuant to Sections 91 to 92 BörseG the relevant thresholds of voting rights of 90% and 75% have been fallen below.

Further inquiry note:

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