



## **EANS-Adhoc: UNIQA Insurance Group AG / UNIQA resolves on capital increase and announces price range**

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Capital measures/Re-IPO

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UNIQA resolves on capital increase and announces price range

- Price range of EUR 7.50 to EUR 8.50
- Bookbuilding, offer and subscription period expected to run from 24 September 2013 to 8 October 2013
- Target gross proceeds of approx. EUR 750 million consisting of approx. EUR 700 million from the sale of new shares and approx. EUR 50 million from the sale of greenshoe shares

Vienna, 23 September 2013. UNIQA's Management Board, with the approval of the executive committee of UNIQA's Supervisory Board, has resolved on a capital increase to offer up to 94,359,616 new shares through (i) a rights offering to existing shareholders of UNIQA (the "Rights Offering") and (ii) a public offering to retail and institutional investors in Austria and (iii) a private placement to international institutional investors (the "Global Offering" and together with the Rights Offering, the "Offering"). An additional number of up to 6,666,667 over-allotment shares will be offered through an over-allotment facility in relation to which, in the event of the exercise of the greenshoe option, 6,666,667 additional shares will be issued in an additional capital increase with exclusion of subscription rights (greenshoe shares).

The subscription price for new shares in the Rights Offering and the offer price for new shares in the Global Offering will be the same and will be determined following a bookbuilding process, in which interested investors can submit their orders for new shares. The price range for the bookbuilding process has been set at EUR 7.50 to EUR 8.50 per share.

The Company targets gross proceeds of approx. EUR 750 million consisting of approx. EUR 700 million from the sale of new shares and approx. EUR 50 million from the sale of greenshoe shares.

Eligible employees of the Company and certain Austrian group companies (excluding, inter alia, certain board members) will be able to participate in an employee offering and will receive a discount of 20% of the offer price, up to a maximum discount of EUR 1,460 per employee and a guaranteed allocation up to that amount.

Retail investors will be granted a guaranteed allocation of up to 1,250 shares per retail investor. The guaranteed allocation is limited to a total maximum of 10,102,628 shares (10 % of the total number of offered shares including over-allotment shares) and will be made on a first-come first-served basis.

Subject to approval of the prospectus by the Austrian Financial Market Authority (FMA), which is expected for today, the bookbuilding, offer and subscription period will start on 24 September 2013 and is expected to end on or about 8 October 2013. The subscription and offer price will be announced after the end of the bookbuilding period on or about 9 October 2013. The final number of shares to be issued in relation to the targeted gross proceeds will depend upon (i) the final subscription and offer price, (ii) the degree of participation in the employee offering (at a 20 % discount) and (iii) to what extent the greenshoe option will be exercised.

Trading in the new shares on the Vienna Stock Exchange is expected to start on or about 11 October 2013. The new shares will be fully entitled to dividends

starting from 1 January 2013.

In connection with the Rights Offering, the core shareholders [footnote] of UNIQA have committed not to exercise their subscription rights. Holders of existing shares may exercise their subscription rights with a subscription ratio of 11 : 5 (in exchange for 11 subscription rights 5 new share[s] may be subscribed for). There will be no trading of subscription rights organised by UNIQA or any person acting on its behalf.

If implemented as planned and assuming issuance of the maximum number of new shares, the Re-IPO is expected to substantially increase UNIQA's free float to up to approx. 36,7% (including maximum number of over-allotment shares).

Existing core shareholders [footnote] will not sell any shares as part of the Re-IPO and will maintain a majority shareholding in UNIQA. They agreed to a lock-up of 12 months after closing of the transaction.

Expected proceeds from the capital increase will strengthen UNIQA's capitalization and thus allow the continued implementation of the strategy program UNIQA 2.0, as well as provide strategic flexibility for further growth.

Deutsche Bank, Morgan Stanley and Raiffeisen Centrobank are acting as Joint Global Coordinators and Joint Bookrunners for the transaction. Barclays, Berenberg and UBS are acting as Co-Bookrunners. KBW is acting as advisor to UNIQA.

Footnote: UNIQA's core shareholders are Raiffeisen Zentralbank Österreich AG ("RZB"), Austria Versicherungsverein auf Gegenseitigkeit Privatstiftung ("Austria") and Collegialität Versicherungsverein Privatstiftung ("Collegialität"). RZB currently holds 45.28% of UNIQA's shares indirectly through BL Syndikat Beteiligungs Gesellschaft m.b.H., RZB Versicherungsbeteiligung GmbH and UQ Beteiligung GmbH, Austria currently holds 44.10% directly and indirectly through Austria Versicherungsverein Beteiligungs-Verwaltungs GmbH, and Collegialität holds 3.34% directly.

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This announcement contains statements that refer to future developments of UNIQA. These statements are appraisals that are made based on all information available to UNIQA at the current point in time. If the assumptions on which they are based do not occur, actual events may vary from the results currently expected. For this reason, UNIQA cannot accept liability for such statements.

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