



## UNIQA Insurance Group AG

20<sup>th</sup> Annual General Meeting on 20 May 2019

### Resolutions Proposed by the Supervisory Board

#### 1. Item 1 of the Agenda

**Presentation of the approved and officially adopted Non-consolidated Financial Statements and the Consolidated Financial Statements of UNIQA Insurance Group AG for the year ending 31 December 2018, the Management Report and the Group Management Report, the Corporate Governance Report of the Management Board, and the Management Board's proposal for the distribution of profits along with the Supervisory Board's report pursuant to Section 96 of the Stock Corporation Act for the fiscal year 2018.**

*No motion and no resolution to be adopted in respect of this agenda item.*

#### 2. Item 2 of the Agenda

**Resolution on the distribution of the net profit shown on the Company's Annual Financial Statements for the year ending 31 December 2018**

Pursuant to Section 108 (1) of the Stock Corporation Act, the Supervisory Board of the Company propose that the Annual General Meeting adopt the following resolution:

*"The net profit for the financial year 2018 in the amount of EUR 164,365,414.37 shall be allocated as follows: Distribution of a dividend of 53 cents for each no-par-value share carrying dividend rights (309,000,000 no-par-value shares in circulation as of 31 December 2018, less treasury shares held directly by the Company on the date the resolution is adopted), representing a share of EUR 1.00 each in the share capital. The residual amount shall be carried forward to new account."*

#### 3. Item 3 of the Agenda

**Resolution on the approval of the actions of the members of the Management Board and the Supervisory Board of the Company for the fiscal year 2018**

Pursuant to Section 108 (1) of the Stock Corporation Act, the Supervisory Board of the Company propose that the Annual General Meeting adopt the following resolution:

*"The actions of the members of the Management Board of the Company (in the fiscal year 2018) are approved for the fiscal year 2018."*

Pursuant to Section 108 (1) of the Stock Corporation Act, the Supervisory Board of the Company further propose that the Annual General Meeting adopt the following resolution:

*"The actions of the members of the Supervisory Board of the Company (in the fiscal year 2018) are approved for the fiscal year 2018."*

#### **4. Item 4 of the Agenda**

##### **Resolution on daily allowances and remuneration for the members of the Supervisory Board**

Pursuant to Section 108 (1) of the Stock Corporation Act, the Supervisory Board of the Company propose that the Annual General Meeting adopt the following resolution:

*"The remuneration of the members of the Supervisory Board shall amount in total to EUR 739,375.00 for the fiscal year 2018. Allocation to the individual members of the Supervisory Board is subject to a decision by the Supervisory Board. The daily allowances for the members of the Supervisory Board shall amount to EUR 500.00 per meeting and participating member."*

#### **5. Item 5 of the Agenda**

##### **Election of the auditor of the Non-consolidated and Consolidated Financial Statements for the fiscal year 2020**

The Audit Committee of the Supervisory Board recommended to the Supervisory Board that PwC Wirtschaftsprüfung GmbH be elected auditor of the non-consolidated and consolidated financial statements for the year ending 31 December 2020. The auditor proposed for election provided the information specified in Section. 270 of the Austrian Company Code and Rule 80 of the Corporate Governance Code, having confirmed its authority to audit a stock corporation and the absence of reasons for exclusion. It provided a statement of the total fee received from the Company in the previous financial year, broken down by type of service, confirmed that it participates in the external quality assurance system established on the basis of the Auditor Oversight Act (including its registration in the public register of the Auditor Oversight Authority), and disclosed and documented all circumstances which could give rise to a concern of bias or lead to exclusion (such circumstances do not exist), and has taken all measures to ensure an independent and unbiased audit.

Based on the proposal of the Audit Committee of the Supervisory Board, the Supervisory Board of the Company proposes pursuant to Section 108 (1) of the Stock Corporation Act that the Annual General Meeting adopt the following resolution:

*"PwC Wirtschaftsprüfung GmbH is elected auditor of the Non-consolidated and Consolidated Financial Statements for the year ending 31 December 2020."*

## **6. Item 6 of the Agenda**

**Pursuant to Section 108 (1) of the Stock Corporation Act, the Management Board and the Supervisory Board of the Company propose that the Annual General Meeting adopt the following resolution:**

- (a) Resolution on the authorization of the Management Board, up to and including 30 June 2024, to increase the share capital once or in several tranches with the approval of the Supervisory Board by not more than EUR 80,000,000 by issuing up to 80,000,000 bearer shares or registered shares with voting rights against payment in cash or contributions in kind,**
- (b) to exclude the shareholders' subscription rights with the approval of the Supervisory Board, if the share capital**
  - (b.a.) is increased to implement an employee participation program, either including for members of the Management Board and/or executives or exclusively for members of the Management Board and/or executives, or a stock option plan for employees, either including members of the Management Board and/or executives or exclusively for members of the Management Board and/or executives of the Company and, where appropriate, its affiliates, through the transfer of shares to an employee participation foundation in the meaning of Section 4d (4) of the Austrian Income Tax Act, or**
  - (b.b.) against contributions in kind, in particular by undertakings, businesses, parts of businesses or shares in one or several companies in Austria or abroad, or**
  - (b.c.) for an over-allotment option (greenshoe option), or**
  - (b.d.) to round up fractional amounts,**
- and**
- (c) with the approval of the Supervisory Board, to determine the type of newly issued shares (bearer shares or registered shares), the issue price and the other terms of issue (authorized capital).**

**The Supervisory Board shall have the right to adopt any amendments to the Company's Articles of Association resulting from the resolution on authorized capital.**

With a view to the expiry of the existing authorization regarding authorized capital on 30 June 2019, the Supervisory Board, referring to the report by the Management Board pursuant to Section 170 (2) of the Stock Corporation Act in conjunction with Section 153 (4) of the Stock Corporation Act published on the Company's website, propose pursuant to Section 108 (1) of the Stock Corporation Act that the Annual General Meeting adopt the following resolution:

*"The Management Board shall be authorized up to and including 30 June 2024*

- (a) to increase the share capital once or in several tranches with the approval of the Supervisory Board by not more than EUR 80,000,000 by issuing up to 80,000,000*

*bearer shares or registered shares with voting rights against payment in cash or contributions in kind,*

*(b) to exclude the shareholders' subscription rights with the approval of the Supervisory Board, if the share capital*

*(b.a.) is increased to implement an employee participation program, either including for members of the Management Board and/or executives or exclusively for members of the Management Board and/or executives, or a stock option plan for employees, either including members of the Management Board and/or executives or exclusively for members of the Management Board and/or executives of the Company and, where appropriate, its affiliates, through the transfer of shares to an employee participation foundation in the meaning of Section 4d (4) of the Austrian Income Tax Act, or*

*(b.b.) against contributions in kind, in particular by undertakings, businesses, parts of businesses or shares in one or several companies in Austria or abroad, or*

*(b.c.) for an over-allotment option (greenshoe option), or*

*(b.d.) to round up fractional amounts,*

*and*

*(c) with the approval of the Supervisory Board, to determine the type of newly issued shares (bearer shares or registered shares), the issue price and the other terms of issue (authorized capital).*

*The Articles of Association of the Company shall be amended accordingly in Art. 4 para. 3 to read as follows:*

*The Management Board is authorized up to and including 30 June 2024*

*(a) to increase the share capital once or in several tranches with the approval of the Supervisory Board by not more than EUR 80,000,000 by issuing up to 80,000,000 bearer shares or registered shares with voting rights against payment in cash or contributions in kind,*

*(b) to exclude the shareholders' subscription rights with the approval of the Supervisory Board, if the share capital*

*(b.a.) is increased to implement an employee participation program, either including for members of the Management Board and/or executives or exclusively for members of the Management Board and/or executives, or a stock option plan for employees, either including members of the Management Board and/or executives or exclusively for members of the Management Board and/or executives of the Company and, where appropriate, its affiliates, through the transfer of shares to an employee participation foundation in the meaning of Section 4d (4) of the Austrian Income Tax Act, or*

*(b.b.) against contributions in kind, in particular by undertakings, businesses, parts of businesses or shares in one or several companies in Austria or abroad, or*

*(b.c.) for an over-allotment option (greenshoe option), or*

*(b.d.) to round up fractional amounts,*

*and*

- (c) *with the approval of the Supervisory Board, to determine the type of newly issued shares (bearer shares or registered shares), the issue price and the other terms of issue (authorized capital).*

*The Supervisory Board shall have the right to adopt any amendments to the Company's Articles of Association resulting from the resolution on authorized capital."*

## **7. Item 7 of the Agenda**

### **Election of ten members of the Supervisory Board**

The Supervisory Board mandates of all members elected by the Annual General Meeting expire at the end of the 20<sup>th</sup> Annual General Meeting of 20 May 2019, as they have arrived at the end of the term of office for which they were elected by the Annual General Meeting.

The Supervisory Board presently consists of ten members elected by the Annual General Meeting. The number of members elected by the Annual General Meeting is to remain the same. Given the expiry of the terms of office of all members elected by the Annual General Meeting, ten members of the Supervisory Board have to be elected in order to again attain the number of ten members of the Supervisory Board elected by the Annual General Meeting.

Pursuant to Section 86 (7) of the Stock Corporation Act, the supervisory board of a listed company has to include at least 30% women and at least 30% men, if the supervisory board comprises at least six capital representatives and the labour force of the company consists of at least 20% employees. As these prerequisites are met by UNIQA Insurance Group AG, a total of at least five women and at least five men (calculated on the basis of fifteen Supervisory Board members, i.e. ten capital representatives and five employee representatives) would have to be elected and/or delegated to the Supervisory Board of UNIQA Insurance Group AG in order to meet the minimum requirements pursuant to Section 86 (7) of the Stock Corporation Act.

On 8 April 2019, i.e. six weeks prior to the 20<sup>th</sup> Annual General Meeting which is to resolve, inter alia, on the election of ten Supervisory Board members, the Supervisory Board members elected by the Annual General Meeting (capital representatives) expressed to the Chairman of the Supervisory Board their objection to full compliance with the aforementioned minimum percentage pursuant to Section 86 (9) of the Stock Corporation Act. In this election, therefore, the required minimum percentage of women on the Supervisory Board is to be met separately by the capital representatives. On account of separate fulfilment of the required minimum percentages, at least three women and at least three men (calculated on the basis of the total number of ten capital representatives proposed) must be elected by the 20<sup>th</sup> Annual General Meeting to the Supervisory Board of UNIQA Insurance Group AG in order to comply with the minimum percentages required pursuant to Section 86 (7) of the Stock Corporation Act. The proposal for election to the Supervisory Board (capital representatives) by the 20<sup>th</sup> Annual General Meeting will include three women and seven men. In case of election of these candidates, the capital representatives on the Supervisory Board of UNIQA Insurance Group AG would include three women, thus meeting the 30% requirement for both men and women.

The candidacies proposed by the Supervisory Board have been selected in compliance with the requirements of the Corporate Governance Code. The principles set out in

Section 87 (2a) of the Stock Corporation Act, i.e. professional and personal qualifications, a balanced composition of the Supervisory Board in terms of expertise represented, diversity, internationality and a clean criminal record have been complied with.

The candidates proposed for election have all submitted the declarations required pursuant to Section 87 (2) of the Stock Corporation Act, listing their professional qualifications as well as their professional or similar functions and stating that there are no circumstances that might give rise to a concern of bias. The respective declarations pursuant to Section 87 (2) of the Stock Corporation Act have been published on the website of the Company.

Furthermore, the candidates confirmed their knowledge of the provisions of the Austrian Stock Exchange Act, the Market Abuse Regulation (Regulation (EU) No 596/2014) and UNIQA's internal compliance policy to prevent market abuse, and they stated their willingness to comply with the principles of the Corporate Governance Code acknowledged by the Company. In line with the criteria of independence laid down by the Supervisory Board, the candidates declared to be independent. Mrs. Anna Maria D'Hulster and Mrs. Jutta Kath fulfill the criteria of rule 54 of the Corporate Governance Code for companies with a free float of more than 20 percent. The curricula vitae of the candidates proposed have been published on the website of the Company.

The Annual General Meeting is bound by the candidate proposals on the basis of the provisions referred to in the following. Candidacies proposed by the Supervisory Board for election to the Supervisory Board, including the declaration pursuant to Section 87 (2) of the Stock Corporation Act, have to be published and made accessible on the website of the Company for each candidate proposed not later than on the 21<sup>st</sup> day before the Annual General Meeting, i.e. not later than 29 April 2019. Candidacies proposed by shareholders pursuant to Section 110 of the Stock Corporation Act, which must be received by the Company in text form not later than 9 May 2019, including the declarations pursuant to Section 87 (2) of the Stock Corporation Act for each person proposed, have to be published on the Company's website not later than two working days after receipt (with the exceptions provided for in Section 110 (4) of the Stock Corporation Act). Pursuant to Section 87 (6) of the Stock Corporation Act, candidacies for the Supervisory Board proposed by the Supervisory Board or by shareholders pursuant to Section 110 of the Stock Corporation Act, including the declarations pursuant to Section 87 (2) of the Stock Corporation Act for each person proposed, have to be published on the Company's website not later than on the fifth working day before the Annual General Meeting, failing which the person(s) concerned must not be included in the vote. Further details and the prerequisites for such candidacies to be taken into consideration can be found in the convocation to the 20<sup>th</sup> Annual General Meeting (reference to shareholder rights pursuant to Section 106 (5) of the Stock Corporation Act) and the document 'Further Information on Shareholder Rights' pursuant to Sections 109, 110 and 118 of the Stock Corporation Act).

Pursuant to Section 108 (1) and (2) of the Stock Corporation Act and considering Section 86 (7) and (9) and Section. 87 (2a) of the Stock Corporation Act, the Supervisory Board of the Company proposes that the Annual General Meeting adopt the following resolution:

*“The following persons are elected Members of the Supervisory Board in the following order:*

Anna Maria D’Hulster  
Ass.jur. Jutta Kath  
Dr. Walter Rothensteiner  
Dr. Christian Kuhn  
Mag. Erwin Hameseder  
Dr. Burkhard Gantenbein  
Mag. Marie-Valerie Brunner  
Dr. Markus Andréewitch  
Dr. Elgar Fleisch  
Mag. Martin Grill

*Pursuant to Art. 7 para. 2 of the Articles of Association, the proposed candidates are to be elected as of the end of the 20<sup>th</sup> Annual General Meeting for a term of office until the end of the Annual General Meeting resolving on the approval of the actions of the Supervisory Board for the fiscal year 2022. The previous number of ten Members of the Supervisory Board elected by the Annual General Meeting of the Company is to remain unchanged.”*