



UNIQA Insurance Group AG

17th Ordinary Annual General Meeting on 30 May 2016

Resolutions Proposed by the Supervisory Board

1. **Item 1 on the Agenda**

Presentation of the adopted non-consolidated financial statements and the consolidated financial statements of UNIQA Insurance Group AG for the year ending 31 December 2015, of the management report and the consolidated management report, the corporate governance report of the Management Board, and of the Management Board's proposal for the allocation of profits along with the Supervisory Board's report pursuant to Section 96 Stock Corporation Act (hereinafter "AktG") for the fiscal year 2015.

No motion and no resolution adopted in respect of this item on the agenda.

2. **Item 2 on the Agenda**

Resolution on the distribution of net profits shown in the Company's financial statements for the year ending 31 December 2015.

Pursuant to Section 108 (1) AktG, the Supervisory Board of the Company proposes that the Annual General Meeting adopt the following resolution:

"Net profits for the 2015 financial year in the amount of EUR 145.318.925,52 shall be allocated as follows: Distribution of a dividend of 47 cents for each share unit carrying dividend rights (309,000,000 share units issued as of 31 December 2015, less treasury shares held on the date the resolution is adopted) representing a proportionate value of EUR 1.00 each in respect of the share capital. The residual amount shall be carried forward."

3. **Item 3 on the Agenda**

Resolution on the discharge of the members of the Company's Management Board and the Supervisory Board for the fiscal year 2015.

Pursuant to Section 108 (1) AktG, the Supervisory Board of the Company proposes that the Annual General Meeting adopt the following resolution:

The members of the Company's Management Board (in the fiscal year 2015) are discharged for the fiscal year 2015."

Pursuant to Section 108 (1) AktG, the Supervisory Board of the Company further proposes that the Annual General Meeting adopt the following resolution:

The members of the Company's Supervisory Board (in the fiscal year 2015) are discharged for the fiscal year 2015."

4. Item 4 on the Agenda

Resolution on daily allowances and remunerations to the members of the Supervisory Board.

Pursuant to Section 108 (1) AktG, the Supervisory Board of the Company proposes that the Annual General Meeting adopt the following resolution:

"The remunerations of the members of the Supervisory Board shall amount in total to EUR 425.000,00 for the fiscal year 2015. Allocation to the individual members of the Supervisory Board will be made by resolution of the Supervisory Board. The daily allowances of the members of the Supervisory Board shall amount to EUR 500.00 per meeting and participating member."

5. Item 5 on the Agenda

Election of the auditor of the non-consolidated and consolidated financial statements for the fiscal year 2017.

The audit committee of the Supervisory Board suggested to all members of the Supervisory Board to elect PwC Wirtschaftsprüfung GmbH to audit the unconsolidated and consolidated financial statements for the year ending 31 December 2017. The proposed auditor has provided the information stated in Section 270 UGB and Rule 80 of the Corporate Governance Code, having confirmed its authority to audit a stock corporation and the non-existence of reasons for exclusion. It has provided a statement of total revenue received from the Company in the previous financial year by type of service, has confirmed that it participates in a statutory quality assurance system (and is registered in the public register pursuant to Section 23 of the Audit Quality Assurance Act (A-QSG), and has disclosed and documented all circumstances which could create an apprehension of bias or lead to exclusion (such circumstances do not exist), and has taken all measures to ensure independent and unbiased audits.

Based on the proposal of the Supervisory Board's audit committee, the Supervisory Board of the Company proposes pursuant to Section 108 (1) AktG that the Annual General Meeting adopt the following resolution:

„PwC Wirtschaftsprüfung GmbH is elected as auditor for the non-consolidated and consolidated financial statements for the year ending 31 December 2017."

6. Item 6 on the Agenda

Resolution to amend the authorization granted by the 16th Annual General Meeting of the Company on 26 May 2015 to the Management Board to purchase own shares pursuant to Section 65 para.1 (8) and para.1a of the Stock Corporation Act, subject to the consent of the Supervisory Board, so as to allow the purchase of own shares by virtue of this authorization for a minimum consideration of EUR 1.00 and a maximum consideration of EUR 15.00 per share.

The Supervisory Board of the Company proposes that the Annual General Meeting, amending the authorization for the purchase of own shares granted by the 16th Annual General Meeting of the Company on 26 May 2015, adopt the following resolution:

"Amending the resolution adopted by the 16th Annual General Meeting of the Company on 26 May 2015, the 17th Annual General Meeting authorizes the Management Board, effective as of the day of the 17th Annual General Meeting, to purchase own shares pursuant to Sect. 65 para.1 (8) and para.1a and para.1b of the Stock Corporation Act, subject to the consent of the Supervisory Board, up to a maximum of 10% of the share capital, including other own shares already purchased and still held by the Company, with the option of making repeated use of the 10% limit, on the stock exchange and over the counter, likewise to the exclusion of the shareholders' rights to tender proportional payment. The authorization may be exercised from 18 November 2015 up to and including 27 May 2018, i.e. for 30 months, for the purchase of own shares for a minimum consideration of EUR 1.00 (previously EUR 7.00) and a maximum consideration of EUR 15.00 (previously EUR 20.00) per share. Except for the change of the lowest and highest consideration for the purchase of own shares, the authorization to purchase own shares in accordance with the resolution adopted by the 16th Annual General Meeting of the Company on 26 May 2015 remains unchanged, including the authorization for the purchase of shares of the Company by subsidiaries of the Company, for the sale of purchased own shares other than on the stock exchange or by public offer on the conditions decided by the 16th Annual General Meeting of the Company on 26 May 2015, and for the withdrawal of own shares purchased."

7. Item 7 on the Agenda

Election of two members of the Supervisory Board

Mr. Peter Gauper will resign from his position as Member of the Supervisory Board of the Company as of the end of the 17th Annual General Meeting of the Company.

The Supervisory Board presently consists of nine members elected by the Annual General Meeting. From the end of the 17th Annual General Meeting, the Supervisory Board is to consist of ten members elected by the Annual General Meeting. Given the termination of the Supervisory Board mandate of Mr. Peter Gauper and the increase of the total number of members to ten, two new members of the Supervisory Board have to be elected.

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

The candidates proposed, i.e. Ms. Jutta Kath and Mr. Rudolf Könighofer (see below) presented the declarations required pursuant to Section 87 para.2 of the Stock Corporation Act, stating their professional qualifications, their professional or similar functions, and the absence of any circumstances that might give rise to a concern of bias. The declarations pursuant to Section 87 para.2 of the Stock Corporation Act herein referred to have been published on the website of the Company.

Furthermore, the candidates have confirmed their knowledge of the provisions of the Issuers' Compliance Regulation and UNIQA's internal compliance guideline and 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 have declared to be independent. Mrs. Jutta Kath fulfills the criteria of the 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 for elections to the Supervisory Board, including the declaration pursuant to Section 87 para.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 the fifth working day before the Annual General Meeting, i.e. not later than 20 May 2016, failing which the person(s) concerned must not be included in the vote. This also applies to candidacies proposed by shareholders pursuant to Section 110 of the Stock Corporation Act, which must be received by the Company in textual form not later than 18 May 2016. Further details and the prerequisites for such candidacies to be taken into consideration can be found in the convocation to the 17th Annual General Meeting (reference to shareholder rights pursuant to Sect. 106 (5) of the Stock Corporation Act) and the document on Further Information on Shareholder Rights pursuant to Sections 109, 110 and 118 of the Stock Corporation Act / Resolutions Proposed by Shareholders (Section 110 of the Stock Corporation Act).

Pursuant to Section 108 para.1 and para.2 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:

Jutta Kath

Rudolf Könighofer

The candidates proposed are to be elected as of the end of the 17th Annual General Meeting for a term of office until the end of the Annual General Meeting held to formally approve the actions of the Management Board and the Supervisory Board for the business year 2018. The number of Members of the Supervisory Board elected by the Annual General Meeting of the Company is to be increased from currently nine to ten Members of the Supervisory Board elected by the Annual General Meeting. On account of the termination of the Supervisory Board mandate of Mr. Peter Gauper and the increase of the number of Supervisory Board members to ten, two Members of the Supervisory Board have to be elected."