



## UNIQA Insurance Group AG

18<sup>th</sup> Ordinary Annual General Meeting on 29 May 2017

**Resolutions Jointly Proposed by the Management Board and the Supervisory Board**

**(except for item 5 and item 6 on the agenda in respect of which resolutions will be proposed only 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 2016, 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 2016.**

*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 2016.**

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

*"Net profits for the 2016 financial year in the amount of 151.949.829,25 Euro shall be allocated as follows: Distribution of a dividend of 49 cents for each share unit carrying dividend rights (309,000,000 share units issued as of 31 December 2016, less treasury shares held directly on the date the resolution is adopted) representing a proportionate value of 1.00 Euro 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 2016.**

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

*The members of the Company's Management Board (in the fiscal year 2016) are discharged for the fiscal year 2016."*

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

*The members of the Company's Supervisory Board (in the fiscal year 2016) are discharged for the fiscal year 2016."*

### 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 Management Board and the Supervisory Board of the Company propose that the Annual General Meeting adopt the following resolution:

*"The remunerations of the members of the Supervisory Board shall amount in total to 470.000,00 Euro for the fiscal year 2016. 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 500.00 Euro 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 2018.**

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 2018. 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 the external quality assurance system of the Auditor Oversight Act (and is currently registered in the public register of the Auditor Oversight Authority), 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 2018.“*

## **6. Item 6 on the Agenda**

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

Mr. Johannes Peter Schuster and Mr. Ernst Burger will resign from their positions as Members of the Supervisory Board of the Company as of the end of the 18th Annual General Meeting of the Company.

The Supervisory Board presently consists of ten members elected by the Annual General Meeting. Given the termination of the Supervisory Board mandates of Mr. Johannes Peter Schuster and Mr. Ernst Burger, two new members of the Supervisory Board have to be elected, in order to attain the number of ten Members of the Supervisory Board elected by the Annual General Meeting.

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. Mr. Klemens Breuer and Mr. Burkhard Gantenbein (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 Policy 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. 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 19 May 2017, 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 17 May 2017. Further details and the prerequisites for such candidacies to be taken into consideration can be found in the convocation to the 18<sup>th</sup> 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 as Members of the Supervisory Board in the following order:*

*Klemens Breuer*

*Burkhard Gantenbein*

*The proposed candidates are to be elected as of the end of the 18<sup>th</sup> Annual General Meeting for a term of office until the end of the Annual General Meeting held to formally adopt the resolution on discharge for the fiscal year 2018. The previous number of ten Members of the Supervisory Board elected by the Annual General Meeting of the Company is to remain the same, so that on the account of the termination of the Supervisory Board mandates of Mr. Johannes Peter Schuster and Mr. Ernst Burger, two new Members of the Supervisory Board are to be elected, in order to attain the number of ten Members of the Supervisory Board elected by the Annual General Meeting .”*