

TERMS AND CONDITIONS

ISSUER:	UNIQA Insurance Group AG
ISSUER RATING:	A- stable (S&P)
EXPECTED ISSUE RATING:	BBB (S&P)
DESCRIPTION:	Subordinated Fixed to Floating Rate Notes (the "Notes")
STATUS:	Direct, unsecured and subordinated
FORM:	Bearer, Regulation S
JOINT LEAD MANAGERS:	BNP Paribas, J.P. Morgan, Morgan Stanley and Raiffeisen Bank International AG
ISSUE SIZE:	EUR 500,000,000.00
PRICING DATE:	20 July 2015
SETTLEMENT/ISSUE DATE:	27 July 2015
OPTIONAL REDEMPTION:	27 July 2026, and on each following Floating Interest Payment Date (subject to Redemption Conditions)
MATURITY DATE:	27 July 2046 (or the following Floating Interest Payment Date on which the Redemption Conditions are met)
FIXED RATE:	6.000% per annum payable annually in arrear, from and including the Issue Date to but excluding 27 July 2026
FLOATING RATE:	3-months EURIBOR + 5.817 percentage points per annum which includes a step-up of 100 basis points (1.00 percentage point), payable quarterly, commencing from and including 27 July 2026
OPTIONAL COUPON DEFERRAL:	Cash-cumulative and non-compounding deferral, subject to 12-month pusher
MANDATORY COUPON DEFERRAL:	Cash-cumulative and non-compounding deferral, if, on any Interest Payment Date, an Insolvency or a Solvency Capital Event has occurred or would occur due to the payment of the relevant Interest Amount, or an order of the Supervisory Authority prohibits the Issuer from making payments under the Notes
EARLY REDEMPTION RIGHTS:	Subject to Redemption Conditions, the Issuer may redeem the Notes early at the Redemption Amount upon the occurrence of a Regulatory Event, a Gross-up Event, a Tax Event, an Accounting Event or a Rating Agency Event
11-YEAR MIDSWAP RATE:	1.183%
REOFFER SPREAD VS MIDSWAP:	4.817%
REOFFER YIELD:	6.000%
COUPON:	6.000%
ISSUE PRICE:	100.000%
GROSS PROCEEDS:	EUR 500,000,000.00
BASE FEES TO JOINT LEAD MANAGERS:	EUR 1,500,000.00 (0.30% of the Issue Size)
NET PROCEEDS:	EUR 498,500,000.00
ALL-IN PRICE:	99.700%
REDEMPTION AMOUNT:	An amount per Note equal to the Principal Amount plus any interest accrued on such Note up to but excluding the date of redemption but yet unpaid and any Arrears of Interest outstanding on such Note
DENOMINATIONS:	EUR 100,000
BUSINESS DAYS:	TARGET
DAY COUNT:	ACT/ACT
LISTING OF THE NOTES:	Vienna Stock Exchange, Second Regulated Market (<i>Geregelter Freiverkehr</i>) expected
GOVERNING LAW OF THE NOTES:	German law; subordination provision governed by Austrian law
ISIN:	XS1117293107
COMMON CODE:	111729310



Disclaimer

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