



## UNIQA Insurance Group AG

15<sup>th</sup> Ordinary Annual General Meeting on 26 May 2014

### Resolutions Proposed by the Management Board and Supervisory Board

#### 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 2013, of the 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 2013.**

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

#### 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 2013.**

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

*"Net profits for the year 2013 in the amount of EUR 108,208,827.81 shall be allocated as follows: Distribution of a dividend of 35 cents for each share unit carrying dividend rights (309,000,000 share units issued as of 31 December 2013, less treasury shares held on the date the resolution is adopted). The residual amount shall be carried forward."*

#### Item 3 on the Agenda

**Resolution on the discharge of the members of the Company's Management Board and Supervisory Board for the fiscal year 2013.**

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

*"The members of the Company's Management Board and the members of the Company's Supervisory Board (each in the fiscal year 2013) will be discharged for the fiscal year 2013 in separate votes."*

#### **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 propose that the Annual General Meeting adopt the following resolution:

*"The remunerations to the members of the Supervisory Board shall amount in total to EUR 380,000 for the fiscal year 2013. 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 300 per meeting and participating member."*

#### **Item 5 on the Agenda**

##### **Election of the auditor of the non-consolidated and consolidated financial statements for the fiscal year 2015.**

The audit committee of the Supervisory Board suggested to all members of the Supervisory Board to elect PwC Wirtschaftsprüfung GmbH Wirtschaftsprüfungs- und Steuerberatungsgesellschaft to audit the unconsolidated and consolidated financial statements for the year ending 31 December 2015. The proposed auditor has provided the information stated in Section 270 Austrian Companies Act (*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 proposes pursuant to Section 108 (1) AktG that the Annual General Meeting adopt the following resolution:

*"PwC Wirtschaftsprüfung GmbH Wirtschaftsprüfungs- und Steuerberatungsgesellschaft are elected as auditors for the unconsolidated and consolidated financial statements for the year ending 31 December 2015."*

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

##### **Election of three members of the Supervisory Board.**

Mr. Georg Winckler and Mr. Ewald Wetscherek have both reached the retirement age of 70 laid down in the articles of association and will therefore resign as members of the Company's Supervisory Board effective at the end of the Company's 15<sup>th</sup> ordinary

Annual General Meeting. Mr. Günther Reibersdorfer will also resign as a member of the Company's supervisory board effective at the end of the Company's 15<sup>th</sup> ordinary Annual General Meeting.

The Supervisory Board presently consists of ten members elected by the Annual General Meeting and shall consist of ten members elected by the Annual General Meeting also in the future. Due to the termination of Georg Winckler's, Ewald Wetscherek's and Günther Reibersdorfer's terms of office, three members of the Supervisory Board must be elected to achieve the number of ten members elected by the Annual General Meeting.

Candidates will be proposed in reliance on the requirements of the Corporate Governance Code.

The proposed candidates, namely Mrs. Nadine Gatzert, Mrs. Kory Sorenson, and Mr. Markus Andréewitch (see below,) have issued the declarations pursuant to Section 87 (2) AktG in regard of their professional qualifications, professional or similar positions and the fact that no circumstances exist which could create an apprehension of bias. These declarations were also published on the Company's website.

Furthermore, the candidates have confirmed that they are familiar with the provisions of the Issuer Compliance Ordinance and UNIQA's internal compliance policies, and have expressed their willingness to observe the principles of the Corporate Governance Code acknowledged by the Company. Pursuant to the principle of independence determined by the Supervisory Board, the proposed individuals have declared to be independent. The curricula vitae of the proposed individuals which are published on the Company's website are incorporated by reference.

The Annual General Meeting is bound by those proposals as described below. Proposals for the election of a member of the Supervisory Board along with the declaration pursuant to Section 87 (2) AktG for each proposed individual must be available on the Company's website on the fifth business day prior to the Annual General Meeting at the latest, i.e. on 16 May 2014; otherwise, the respective individual(s) may not be included in the vote. This is true also for proposals made by shareholders pursuant to Section 110 AktG, which the Company must receive in text form on or prior to 14 May 2014 at the latest. Further details and the requirements to be met for taking into account such proposals are described in the notice to the 15<sup>th</sup> ordinary Annual General Meeting (notice concerning shareholders' rights (Section 106 (5) AktG)) and the document *Further information* about shareholder rights pursuant to Sections 109, 110 and 118 AktG/proposals for resolutions by shareholders (Section 110 AktG).

Pursuant to Section 108 (1) and (2) AktG, the Supervisory Board proposes that the Annual General Meeting adopt the following resolution:

*"The following individuals will be elected as members of the Supervisory Board:*

*Mrs. Nadine Gatzert*

*Mrs. Kory Sorenson*

*Mr Markus Andréewitch*

*These individuals shall be elected for a term of office starting at the end of this Annual General Meeting and expiring at the end of the Annual General Meeting that resolves on the discharge for the fiscal year 2014. The previous number of ten members of the Supervisory Board elected by the Annual General Meeting shall remain unchanged."*

## **Item 7 on the Agenda**

**Revocation of the authorization to increase the share capital (authorized capital) granted by the 14<sup>th</sup> ordinary Annual General Meeting on 27 May 2013 and resolution on the authorization of the Management Board until 30 June 2019 inclusive**

- (a) to increase the share capital once or several times with the consent of the Supervisory Board by a total of not more than EUR 81,000,000 by issuing up to 81,000,000 bearer shares or registered shares with voting rights against settlement in cash or contribution in kind,**
- (b) to exclude the shareholders' subscription rights with the consent of the Supervisory Board, if the share capital**
  - (b.a.) is so increased to implement an employee participation program, 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, including for members of the Management Board and/or executives or exclusively for members of the Management Board and/or executives of the Company and of its affiliates, or**
  - (b.b.) against contribution in kind, including, without limitation, undertakings, businesses, parts of businesses or shares in one or several companies in Austria or abroad, or**
  - (b.c.) to implement a greenshoe option or**
  - (b.d.) to offset fractional amounts, and**
- (c) with the consent 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),**

**and resolution to amend Section 4 (3) of the Company's articles of association pursuant to the resolution on authorized capital.**

With regard to the authorization granted at the 14<sup>th</sup> ordinary Annual General Meeting on 27 May 2013 to increase the share capital (authorized capital), the Company's Management Board and the Company's Supervisory Board suggest to revoke that authorization and, in reliance on the Management Board's report pursuant to Section 170 (2) AktG in conjunction with Section 153 (4) AktG on the authorization to exclude subscription rights in connection with authorized capital, available on the Company's website, proposes pursuant to Section 108 (1) AktG that the Annual General Meeting adopt the following resolution:

*“The Management Board's authorization which expires on 30 June 2018 to increase the share capital with the consent of the Supervisory Board once or several times by up to EUR 12,371,850 by issuing up to 12,371,850 bearer shares or registered shares with voting rights against settlement in cash or contribution in kind will be revoked.*

*The Management Board is authorized until 30 June 2019 inclusive*

- (a) to increase the share capital once or several times with the consent of the Supervisory Board by a total of not more than EUR 81,000,000 by issuing up to 81,000,000, bearer shares or registered shares with voting rights against settlement in cash or contribution in kind,*
- (b) to exclude the shareholders' subscription rights with the consent of the Supervisory Board, if the share capital*
  - (b.a.) is so increased to implement an employee participation program, 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, including for members of the Management Board and/or executives or exclusively for members of the Management Board and/or executives of the Company and of its affiliates, or*
  - (b.b.) against contribution in kind, including, without limitation, undertakings, businesses, parts of businesses or shares in one or several companies in Austria or abroad, or*
  - (b.c.) to implement a greenshoe option, or*
  - (b.d.) to offset fractional amounts, and*
- (c) with the consent 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).*

*Section 4 (3) of the articles of association shall be amended to read as follows:*

*The Management Board is authorized until 30 June 2019 inclusive*

- (a) to increase the share capital once or several times with the consent of the Supervisory Board by a total of not more than EUR 81,000,000 by issuing up to 81,000,000, bearer shares or registered shares with voting rights against settlement in cash or contribution in kind,*
- (b) to exclude the shareholders' subscription rights with the consent of the Supervisory Board, if the share capital*
  - (b.a.) is so increased to implement an employee participation program, 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, including for members of the Management Board and/or executives or*

*exclusively for members of the Management Board and/or executives of the Company and of its affiliates, or*

*(b.b.) against contribution in kind, including, without limitation, undertakings, businesses, parts of businesses or shares in one or several companies in Austria or abroad, or*

*(b.c.) to implement a greenshoe option, or*

*(b.d.) to offset fractional amounts, and*

*(c) with the consent 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 may adopt amendments of the Company's articles of association linked to the issue of shares from authorized capital."*

## **Item 8 on the Agenda**

**Resolution to amend Section 7 (9) of the Company's articles of association such that members of the Supervisory Board may be present at meetings of the Supervisory Board via video conference and may exercise their voting rights in such a video conference.**

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

*"Section 7 (9) of the Company's articles of association will be amended by adding a new sentence 2, to read as follows: Members of the Supervisory Board may be present at meetings of the Supervisory Board via video conference by video and audio real time transmission without physical presence at the place of the meeting, and may exercise their voting rights via that video conference (Section 92 (5) 4th sentence AktG); in this case as well, the Supervisory Board's quorum is governed by sentence 1."*