



UNIQA Insurance Group AG

19th Annual General Meeting on 28 May 2018

Resolutions Jointly Proposed by the Management Board and the Supervisory Board

(except for item 5 and item 7 of the agenda in respect of which resolutions are
proposed only by the Supervisory Board)

1. Item 1 on 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 2017, 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 2017.

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

2. Item 2 on the Agenda

Resolution on the distribution of the net profit shown in the Company's Financial Statements for the year ending 31 December 2017

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:

"The net profit for the financial year 2017 in the amount of EUR 158,160,654.22 shall be allocated as follows: Distribution of a dividend of 51 cents for each no-par-value share carrying dividend rights (309,000,000 no-par-value shares issued as of 31 December 2017, less treasury shares held directly 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 to new account."

3. Item 3 on the Agenda

Resolution on the approval of the activities of the members of the Management Board and the Supervisory Board of the Company for the fiscal year 2017

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:

"The activities of the members of the Management Board of the company (in the fiscal year 2017) are approved for the fiscal year 2017."

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

"The activities of the members of the Supervisory Board of the Company (in the fiscal year 2017) are approved for the fiscal year 2017."

4. Item 4 on 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 Management Board and 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 481,875.00 for the fiscal year 2017. 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 on the Agenda

Election of the auditor of the Non-consolidated and Consolidated Financial Statements for the fiscal year 2019

The Audit Committee of the Supervisory Board recommended to the full Supervisory Board that PwC Wirtschaftsprüfung GmbH be elected auditor of the non-consolidated and consolidated financial statements for the year ending 31 December 2019. 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 2019."

6. Item 6 of the Agenda

Resolution to renew the authorization granted to the Management Board to purchase own shares pursuant to Section 65 (1.8) and (1a) and (1b) of the Stock Corporation Act, subject to approval by 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 (which are to be counted toward the maximum number of own shares allowed pursuant to Section 65 (2) of the Stock Corporation Act), with the option of making repeated use of the 10% limit, on the stock exchange and over the counter, also excluding the shareholders' proportional tender option. The authorization can be exercised from 29 May 2018 up to and including 29 November 2020, i.e. over a period of 30 months, for the purchase of own shares at a minimum price of EUR 1.00 and a maximum price of EUR 15.00 per share. The authorization granted to purchase own shares also includes the purchase of shares of the Company by subsidiaries of the Company (Section 66 of the Stock Corporation Act).

The Company's own shares can be sold, subject to approval by the Supervisory Board, within a period of five years from the date of authorization other than on the stock exchange or by public offering, (i) for the purpose of setting up an employee participation program, either including members of the Management Board and/or senior employees or exclusively for members of the Management Board and/or senior employees, or for a stock option plan for employees, either including members of the Management Board and/or senior employees or exclusively for members of the Management Board and/or senior employees of the Company and, if so decided, of affiliated companies, including, if applicable, through transfer to an employee participation foundation in the meaning of Section 4d (4) of the Income Tax Act, or (ii) as transaction currency for the acquisition of companies, establishments, parts of establishments or participating interests in one or several companies in Austria or abroad, or (iii) for an over-allotment option (greenshoe option) or (iv) for the rounding of fractional amounts.

The Management Board is authorized to withdraw own shares bought back with the approval of the Supervisory Board but without further authorization to be granted by the Annual General Meeting, and the Supervisory Board is authorized to adopt amendments to the Articles of Association required as a result of the withdrawal of shares.

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:

“The Management Board shall be authorized to purchase own shares pursuant to Section 65 (1.8) and (1a) and (1b) of the Stock Corporation Act, subject to approval by 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 (which are to be counted toward the maximum number of own shares allowed pursuant to Section 65 (2) of the Stock Corporation Act), with the option of making repeated use of the 10% limit, on the stock exchange and over the counter, also excluding the shareholders’ proportional tender option. The authorization can be exercised from 29 May 2018 up to and including 29 November 2020, i.e. over a period of 30 months, for the purchase of own shares at a minimum price of EUR 1.00 and a maximum price of EUR 15.00 per share. The authorization granted to purchase own shares also includes the purchase of shares of the Company by subsidiaries of the Company (Section 66 Stock Corporation Act).

The Company’s own shares can be sold, subject to approval by the Supervisory Board, within a period of five years from the date of authorization other than on the stock exchange or by public offering, (i) for the purpose of setting up an employee participation program, either including members of the Management Board and/or senior employees or exclusively for members of the Management Board and/or senior employees, or for a stock option plan for employees, either including members of the Management Board and/or senior employees or exclusively for members of the Management Board and/or senior employees of the Company and, if so decided, of affiliated companies, including, if applicable, through transfer to an employee participation foundation in the meaning of Section 4d (4) of the Income Tax Act, or (ii) as transaction currency for the acquisition of companies, establishments, parts of establishments or participating interests in one or several companies in Austria or abroad, or (iii) for an over-allotment option (greenshoe option) or (iv) for the rounding of fractional amounts.

The Management Board shall be authorized to withdraw own shares bought back with the approval of the Supervisory Board but without further authorization to be granted by the Annual General Meeting, and the Supervisory Board is authorized to adopt amendments to the Articles of Association required as a result of the withdrawal of shares.”

7. Item 7 of the Agenda

Election of two members of the Supervisory Board

Mr. Klemens Breuer and Mr. Eduard Lechner will resign from their positions as Members of the Supervisory Board of the Company as of the end of the 19th Annual General Meeting of the Company.

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 termination of the Supervisory Board mandates of Mr.

Klemens Breuer and Mr. Eduard Lechner, 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.

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. Pursuant to Section 262 (38) of the Stock Corporation Act, current supervisory board mandates are not affected by this provision; the minimum percentages required have to be met when substitute members elected or delegated prior to 1 January 2018 succeed to full members. At present, the minimum percentage of men on the Supervisory Board is met. On 11 April 2018, i.e. more than six weeks prior to the 19th Annual General Meeting which is to resolve, inter alia, on the election of two Supervisory Board members (with two male Supervisory Board members simultaneously resigning from their mandates), the majority of 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. In this election, therefore, the required minimum percentage of women on the Supervisory Board is to be met separately by the capital representatives. Two candidates will be proposed for election to the Supervisory Board by the 19th Annual General Meeting, one of them being female. 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.

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, i.e. Ms. Marie-Valerie Brunner and Mr. Elgar Fleisch (see below) 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. 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 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 fifth working day before the Annual General Meeting, i.e. not later than 18 May 2018, 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 text form not later than 16 May 2018. Further details and the prerequisites for such candidacies to be taken into consideration can be found in the convocation to the 19th 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 / Resolutions Proposed by Shareholders (Section 110 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:

*Marie-Valerie Brunner
Elgar Fleisch*

The proposed candidates are to be elected as of the end of the 19th Annual General Meeting for a term of office until the end of the Annual General Meeting resolving on the approval of the activities of the Supervisory Board 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 unchanged, so that on the account of the termination of the Supervisory Board mandates of Mr. Klemens Breuer and Mr. Eduard Lechner 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."