



## UNIQA Insurance Group AG

20<sup>th</sup> Annual General Meeting on 20 May 2019

### Resolutions Proposed by the Management Board

#### 1. Item 1 of 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 2018, 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 2018.**

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

#### 2. Item 2 of the Agenda

**Resolution on the distribution of the net profit shown on the Company's Annual Financial Statements for the year ending 31 December 2018**

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

*"The net profit for the financial year 2018 in the amount of EUR 164,365,414.37 shall be allocated as follows: Distribution of a dividend of 53 cents for each no-par-value share carrying dividend rights (309,000,000 no-par-value shares in circulation as of 31 December 2018, less treasury shares held directly by the Company on the date the resolution is adopted), representing a share of EUR 1.00 each in the share capital. The residual amount shall be carried forward to new account."*

#### 3. Item 3 of the Agenda

**Resolution on the approval of the actions of the members of the Management Board and the Supervisory Board of the Company for the fiscal year 2018**

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

*"The actions of the members of the Management Board of the Company (in the fiscal year 2018) are approved for the fiscal year 2018."*

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 actions of the members of the Supervisory Board of the Company (in the fiscal year 2018) are approved for the fiscal year 2018."*

#### **4. Item 4 of 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 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 739,375.00 for the fiscal year 2018. 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 of the Agenda**

##### **Election of the auditor of the Non-consolidated and Consolidated Financial Statements for the fiscal year 2020**

*No proposal by Management Board.*

#### **6. Item 6 of the Agenda**

**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:**

- (a) Resolution on the authorization of the Management Board, up to and including 30 June 2024, to increase the share capital once or in several tranches with the approval of the Supervisory Board by not more than EUR 80,000,000 by issuing up to 80,000,000 bearer shares or registered shares with voting rights against payment in cash or contributions in kind,**
- (b) to exclude the shareholders' subscription rights with the approval of the Supervisory Board, if the share capital**
  - (b.a.) is increased to implement an employee participation program, either 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, either including members of the Management Board and/or executives or exclusively for members of the Management Board and/or executives of the Company and, where appropriate, its affiliates, through the transfer of shares to an employee participation foundation in the meaning of Section 4d (4) of the Austrian Income Tax Act, or**

**(b.b.) against contributions in kind, in particular by undertakings, businesses, parts of businesses or shares in one or several companies in Austria or abroad, or**

**(b.c.) for an over-allotment option (greenshoe option), or**

**(b.d.) to round up fractional amounts,**

**and**

**(c) with the approval 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 shall have the right to adopt any amendments to the Company's Articles of Association resulting from the resolution on authorized capital.**

With a view to the expiry of the existing authorization regarding authorized capital on 30 June 2019, the Management Board, referring to the report by the Management Board pursuant to Section 170 (2) of the Stock Corporation Act in conjunction with Section 153 (4) of the Stock Corporation Act published on the Company's website, propose pursuant to Section 108 (1) of the Stock Corporation Act that the Annual General Meeting adopt the following resolution:

*"The Management Board shall be authorized up to and including 30 June 2024*

*(a) to increase the share capital once or in several tranches with the approval of the Supervisory Board by not more than EUR 80,000,000 by issuing up to 80,000,000 bearer shares or registered shares with voting rights against payment in cash or contributions in kind,*

*(b) to exclude the shareholders' subscription rights with the approval of the Supervisory Board, if the share capital*

*(b.a.) is increased to implement an employee participation program, either 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, either including members of the Management Board and/or executives or exclusively for members of the Management Board and/or executives of the Company and, where appropriate, its affiliates, through the transfer of shares to an employee participation foundation in the meaning of Section 4d (4) of the Austrian Income Tax Act, or*

*(b.b.) against contributions in kind, in particular by undertakings, businesses, parts of businesses or shares in one or several companies in Austria or abroad, or*

*(b.c.) for an over-allotment option (greenshoe option), or*

*(b.d.) to round up fractional amounts,*

and

- (c) *with the approval 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 Articles of Association of the Company shall be amended accordingly in Art. 4 para. 3 to read as follows:*

*The Management Board is authorized up to and including 30 June 2024*

- (a) *to increase the share capital once or in several tranches with the approval of the Supervisory Board by not more than EUR 80,000,000 by issuing up to 80,000,000 bearer shares or registered shares with voting rights against payment in cash or contributions in kind,*
  - (b) *to exclude the shareholders' subscription rights with the approval of the Supervisory Board, if the share capital*
    - (b.a.) *is increased to implement an employee participation program, either 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, either including members of the Management Board and/or executives or exclusively for members of the Management Board and/or executives of the Company and, where appropriate, its affiliates, through the transfer of shares to an employee participation foundation in the meaning of Section 4d (4) of the Austrian Income Tax Act, or*
    - (b.b.) *against contributions in kind, in particular by undertakings, businesses, parts of businesses or shares in one or several companies in Austria or abroad, or*
    - (b.c.) *for an over-allotment option (greenshoe option), or*
    - (b.d.) *to round up fractional amounts,*
- and
- (c) *with the approval 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 shall have the right to adopt any amendments to the Company's Articles of Association resulting from the resolution on authorized capital."*

## **7. Item 7 of the Agenda**

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

*No proposal by Management Board.*