



UNIQA Insurance Group AG

21st Annual General Meeting on 25 May 2020

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 ended 31 December 2019, the Management Report and the Group Management Report, the Consolidated Corporate Governance Report of the Management Board, the joint profit distribution proposal of the Supervisory Board and the Management Report, and the Report of the Supervisory Board report pursuant to Section 96 of the Stock Corporation Act (including the profit distribution proposal of the Supervisory Board) for the fiscal year 2019

No motion or 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 ended 31 December 2019

Pursuant to Section 238 (1.9) of the Austrian Company Code, the Notes to the Annual Financial Statements of the Company as at 31/12/2019 (established on 20/03/2020) contain the original profit distribution proposal of the Management Board (EUR 0.54 per share). After consultation with the Management Board, the Supervisory Board, in view of the impact of the COVID-19 pandemic, subsequently decided in April 2020 to depart from the Management Board's profit distribution proposal as contained in the Notes to the Annual Financial Statements as at 31/12/2019 and to propose to the Annual General Meeting on 25/05/2020 the distribution of a dividend of EUR 0.18 per share. As the Management Board endorses this proposal of the Supervisory Board, a joint profit distribution proposal of the Supervisory Board and the Management Board is submitted to the Annual General Meeting.

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

"The net profit for the financial year 2019 in the amount of EUR 168,233,424.34 shall be allocated as follows: Distribution of a dividend of EUR 0.18 for each no-par-value share carrying dividend rights (309,000,000 no-par-value shares in circulation as of 31 December 2019, less treasury shares held directly by the Company on the day 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 2019

Pursuant to Section 108 (1) of the Stock Corporation Act, the Management Board of the Company proposes 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 2019) are approved for the fiscal year 2019."

Pursuant to Section 108 (1) of the Stock Corporation Act, the Management Board of the Company further proposes 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 2019) are approved for the fiscal year 2019."

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 proposes that the Annual General Meeting adopt the following resolution:

"The remuneration of the members of the Supervisory Board shall amount in total to EUR 745,000.00 for the fiscal year 2019. The distribution among 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 of the Supervisory Board."

5. **Item 5 of the Agenda**

Resolution on the Remuneration Policy

No proposal by Management Board.

6. **Item 6 of the Agenda**

Election of the auditor of the Non-consolidated and Consolidated Financial Statements for the fiscal year 2021

No proposal by Management Board.

7. **Item 7 of the Agenda**

Resolution on the renewal of the authorization of the Management Board to purchase own shares pursuant to sect. 65 sub-sect. 1, point 8, sub-sect. 1a and sub-sect. 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 pursuant to sect. 65 sub-sect. 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, and of excluding the shareholders' right to tender proportional payment. The authorization can be exercised from 30 November 2020 up to and including 30 May 2023, i.e. for 30 months, for the purchase of own shares in accordance with this authorization for a minimum consideration of EUR 1.00 and a maximum consideration of EUR 15.00 per share. The authorization to purchase own shares 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 five years of the day on which the authorization was granted, other than on the stock exchange or by public offering, namely (i) for the purpose of implementing an employee participation program either including members of the Management Board and/or senior executives or exclusively for members of the Management Board and/or senior executives of the Company and, where appropriate, of affiliated companies, including, if applicable, through the transfer of shares to an employee participation foundation in the meaning of sect. 4d sub-sect. 4 of the Income Tax Act, or (ii) as transaction currency for the acquisition of businesses, establishments, parts of establishments or shares in one or several companies in Austria or abroad, or (iii) for an over-allotment option (greenshoe), or (iv) for the adjustment of fractional amounts.

The Management Board is authorized, without further resolution by the Annual General Meeting and subject to approval by the Supervisory Board, to cancel own shares purchased by the Company, and the Supervisory Board is authorized to resolve on any amendments to the Articles of Association required as a result of shares being cancelled.

In view of the expiry of the authorization to purchase own shares on 29/11/2020 and with reference of the report of the Management Board pursuant to Section 65 (1b) of the Stock Corporation Act in conjunction with Section 170 (2) and Section 153 (4) of the Stock Corporation Act, published on the Company's website, the Management Board of the Company proposes, 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 to purchase own shares pursuant to Section 65 (1.8), (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 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, and of excluding the shareholders' right to tender proportional payment. The authorization can be exercised from 30 November 2020 up to and including 30 May 2023, i.e. for 30 months, for the purchase of own shares in accordance with this authorization for a minimum consideration of EUR 1.00 and a maximum consideration of EUR 15.00 per share. The authorization to purchase own shares 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 five years of the day on which the authorization was granted, other than on the stock exchange or by public offering, namely (i) for the purpose of implementing an employee participation program either including members of the Management Board and/or senior executives or exclusively for members of the Management Board and/or senior executives of the Company and, where appropriate, of affiliated companies, including, if applicable, through the transfer of shares 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 businesses, establishments, parts of establishments or shares in one or several companies in Austria or abroad, or (iii) for an over-allotment option (greenshoe), or (iv) for the adjustment of fractional amounts.

The Management Board shall be authorized, without further resolution by the Annual General Meeting and subject to approval by the Supervisory Board, to cancel own shares purchased by the Company, and the Supervisory Board shall be authorized to resolve on any amendments to the Articles of Association required as a result of shares being cancelled."

8. Item 8 of the Agenda

Resolution on the amendment to the Articles of Association of the Company in Art. 6 (1) regarding the membership of the Management Board, which is to comprise two or more members, but not more than ten members.

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

“The Articles of Association of the Company shall be amended in Art.6 para.1 (minimum and maximum number of Management Board members) to read as follows:

The Management Board comprises two or more, but not more than ten members appointed by the Supervisory Board. Not more than 50% of the members can be appointed by the Supervisory Board as deputy members of the Management Board.”

9. Item 9 of the Agenda

Election of one member of the Supervisory Board

No proposal by the Management Board.