



**GRADIVO ZA 63. SEJO SKUPŠČINE DELNIČARJEV
GENERALI zavarovalnice d.d.,**

ki bo dne 12.4.2022 ob 14. uri v prostorih notarke Nine
Ferligoj, v Kopru, Kolodvorska ulica 2

Vsebina:

- Predlogi sklepov z obrazložitvami

Priloge:

- Poročilo nadzornega sveta
- Letno poročilo družbe Generali d.d.
- Sklep SD
- Ocena ustreznosti in pregled zahtev glede primernosti in sposobnosti za člane nadzornega sveta

PREDLOGI SKLEPOV Z UTEMELJITVIJO

**1) OTVORITEV SKUPŠČINE, UGOTOVITEV
PRISOTNOSTI IN IZVOLITEV DELOVNIH TELES
SKUPŠČINE**

Skupščini se predlaga naslednji sklep:

Za predsedujočega na 63. seji skupščine se izvoli Mateja Osenarja, za sestavo notarskega zapisnika pa se določi notarko Nino Ferligoj iz Kopra.

OBRAZLOŽITEV PREDLOGA SKLEPOV

Za izvedbo seje skupščine je potrebna določitev notarja in izvolitev delovnih teles vsakokratnega zasedanja skupščine.

2) POTRDIITEV DNEVNEGA REDA

Skupščini se predlaga naslednji sklep:

Potrdi se dnevni red 63. seje skupščine, ki glasi:

1. *Otvoritev skupščine, ugotovitev prisotnosti in izvolitev delovnih teles skupščine*
2. *Potrditev dnevnega reda*
3. *Predstavitve letnega poročila za poslovno leto 2021 z mnenjem revizorja, poročila nadzornega sveta o rezultatih preveritve letnega poročila, poročil notranje revizije in*

**DOCUMENTS FOR THE 63rd GENERAL MEETING OF
SHAREHOLDERS OF GENERALI zavarovalnica d.d.,**

to be held on 12 April 2022 at 2 PM at the offices of the Notary
Nina Ferligoj, in Koper, Kolodvorska street 2

Content:

- *Proposals for resolutions with explanation*

Appendices:

- *Supervisory board report*
- *Annual report of Generali d.d.*
- *Decision of Workers Council*
- *Assessment of suitability and overview of requirements regarding the fitness and propriety of Supervisory Board members*

**PROPOSALS FOR RESOLUTIONS WITH
EXPLANATION**

**1) OPENING OF THE GENERAL MEETING OF
SHAREHOLDERS, VERIFICATION OF ATTENDANCE
AND ELECTION OF WORKING BODIES OF THE
GENERAL MEETING**

The following resolution is hereby proposed to the General Meeting:

Matej Osenar is elected to preside over the 63rd General Meeting of Shareholders, while the notarial records shall be drawn by the Notary Nina Ferligoj in Koper.

EXPLANATION OF THE PROPOSAL FOR THE RESOLUTION

In order to hold a session of the General Meeting, it is necessary to appoint the notary and to elect the working bodies each time the General Meeting is convened.

**2) CONFIRMATION OF THE AGENDA FOR THE
GENERAL MEETING**

The following resolution is hereby proposed to the General Meeting:

The agenda of the 63rd General Meeting is confirmed as following:

1. *Opening of the general meeting of shareholders, verification of attendance and election of working bodies of the general meeting*
2. *Confirmation of the agenda*

informacije o prejemkih organov vodenja in nadzora

4. Predlog uporabe bilančnega dobička
5. Razrešnica upravi in nadzornemu svetu
6. Popravek sklepa št. 3 iz 61. skupščine o seznanitvi z izvolitvijo članice nadzornega sveta
7. Periodična ocena ustreznosti nadzornega sveta

3. Presentation of the annual report for the business year 2021 with opinion of the auditor and report of the supervisory board, internal audit reports and information on payments to the management and supervisory bodies
4. Proposal on the use of the distributable profit
5. Discharge to the management board and the supervisory board
6. Correction of the resolution no. 3 from 61 General meeting - Note on election of Supervisory board member
7. Periodical suitability assessment for Supervisory board

3) PREDSTAVITEV LETNEGA POROČILA ZA POSLOVNO LETO 2021 Z MNENJEM REVIZORJA, POROČILA NADZORNEGA SVETA O REZULTATIH PREVERITVE LETNEGA POROČILA, POROČIL NOTRANJE REVIZIJE IN INFORMACIJE O PREJEMKIH ORGANOV VODENJA IN NADZORA

Sklep ni predviden.

3) PRESENTATION OF THE ANNUAL REPORT FOR THE BUSINESS YEAR 2021 WITH OPINION OF THE AUDITOR AND REPORT OF THE SUPERVISORY BOARD, INTERNAL AUDIT REPORTS AND INFORMATION ON PAYMENTS TO THE MANAGEMENT AND SUPERVISORY BODIES

No resolution is proposed.

4) PREDLOG UPORABE BILANČNEGA DOBIČKA

Skupščini se predlaga naslednji sklep:

Bilančni dobiček družbe na 31.12.2021 znaša 57.678.875,24 EUR, in se ga uporabi na naslednji način:

- *Del bilančnega dobička v višini 14.707.581,86 EUR se uporabi za izplačilo dividend v bruto vrednosti 6,22 EUR na delnico. Družba bo izplačala dividende v roku 60 dni po izvedbi 63. skupščine in sicer delničarjem, vpisanim pri KDD en delovni dan pred dnevom izplačila.*
- *Preostanek bilančnega dobička v višini 42.971.293,38 EUR ostane nerazporejen in se bo o njegovi uporabi odločalo v naslednjih letih.*

OBRAZLOŽITEV PREDLOGA SKLEPOV

Na podlagi 1. in 4. odstavka 293. člena ZGD-1 skupščina odloča o uporabi bilančnega dobička na predlog organov vodenja ali nadzora. Pri odločanju ni vezana na predlog organov vodenja ali nadzora, vezana pa je na sprejeto letno poročilo.

O uporabi bilančnega dobička skupščina odloča skladno z 230. členom ZGD-1. Vendar pa je pristojnost razpolaganja skupščine v zavarovalnicah omejena, ker mora tudi skupščina delničarjev zavarovalne družbe pri odločanju spoštovati določbe 248. člena ZZavar-1. Po tej določbi zavarovalnica ne sme izplačati dobička niti v obliki vmesne dividende oziroma dividende niti v obliki izplačila iz naslova udeležbe pri dobičku uprave družbe, nadzornega sveta oziroma zaposlenih v naslednjih primerih:

4) PROPOSAL ON THE USE OF THE DISTRIBUTABLE PROFIT

The following resolution is proposed to the General Meeting:

The distributable profit as per 31 December 2021 amounts to EUR 57,678,875.24 and is to be distributed as follows:

- *Part of the distributable profit, in the amount of EUR 14,707,581.86 shall be used for the payment of dividends in the gross amount of EUR 6.22 per share. The dividend shall be paid within 60 days after the 63rd General meeting, to shareholders registered with KDD one working day before the day of payment.*
- *The remaining distributable profit in the amount of EUR 42,971,293.38 EUR, shall not be distributed and its use will be decided in following years.*

EXPLANATION OF THE PROPOSAL FOR THE RESOLUTION

On the basis of Article 293(1) and (4) of the Companies Act (ZGD-1) the Shareholder's Assembly decides on the use of the distributable profit upon the proposal of the management and supervisory bodies. When deciding, it is not bound by the proposal of the management and supervisory bodies, however it must be based on the adopted annual report.

The Shareholder's Assembly decides on the use of the distributable profit in accordance with Article 230 of the ZGD-1. The authorisations on the disposal by the Shareholder's Assembly in insurance companies is limited and when making the decision it has to apply Article 248 of the Insurance Act (ZZavar-1).

1. če so primerni lastni viri sredstev zavarovalnice manjši od zahtevanega solventnostnega kapitala ali če bi se primerni lastni viri sredstev zavarovalnice zaradi izplačila dobička zmanjšali tako, da ne bi več dosegali zahtevanega solventnostnega kapitala;
2. če so primerni osnovni lastni viri sredstev zavarovalnice manjši od zahtevanega minimalnega kapitala ali če bi se primerni osnovni lastni viri sredstev zavarovalnice zaradi izplačila dobička zmanjšali tako, da ne bi več dosegali zahtevanega minimalnega kapitala;
3. če zavarovalnica ne zagotavlja ustrezne likvidnosti ali če zavarovalnica zaradi izplačila dobička ne bi več zagotavljala ustrezne likvidnosti;
4. če je Agencija za zavarovalni nadzor zavarovalnici odredila odpravo kršitev v zvezi z napačnim izkazovanjem aktivnih oziroma pasivnih bilančnih oziroma zunajbilančnih postavk, katerih pravilno izkazovanje bi lahko pomembneje vplivalo na izkaz poslovnega izida zavarovalnice.

Iz določb zakona je mogoče povzeti, da mora zavarovalnica ves čas skrbeti za ustrezno višino kapitala glede na obseg in vrste zavarovalnih poslov, ki jih opravlja, ter glede na tveganja, ki jim je izpostavljena pri opravljanju teh poslov.

5) RAZREŠNICA UPRAVI IN NADZORNEMU SVETU

Skupščini se predlaga naslednji sklep:

1. *Skupščina delničarjev podeljuje Upravi razrešnico za poslovno leto 2021.*
2. *Skupščina delničarjev podeljuje Nadzornemu svetu razrešnico za poslovno leto 2021.*

OBRAZLOŽITEV PREDLOGA SKLEPOV

Na podlagi 1. odstavka 293. in 294. člena ZGD-1 skupščina družbe med drugim odloča tudi o podelitvi razrešnice članom organov vodenja in nadzora, torej uprave in nadzornega sveta. O tem odloča hkrati z odločanjem o uporabi bilančnega dobička. Razprava o podelitvi razrešnice se poveže z razpravo o uporabi bilančnega dobička. S podelitvijo razrešnice skupščina potrdi in odobri delo uprave in nadzornega sveta v poslovnem letu.

6) SEZNANITEV Z IZVOLITVIJO ČLANA NADZORNEGA SVETA (PREDSTAVNIK ZAPOSLENIH)

Skupščini se predlaga naslednji sklep:

*Sklep št. 3 iz 61. skupščine se popravi, tako da se glasi:
»Skupščina se seznanila, da je Suzana Meglič z dnem 7.*

According to this provision, the insurance company shall not pay the profit in a form of interim dividends or dividends nor for the participation in the profit to the Management Board, the Supervisory Board or employees in the following instances:

1. if adequate own sources of the insurance company's assets are lower than the required solvency capital or if adequate own sources of the insurance company's assets would be reduced due to the payment of profit to the extent they will no longer meet the required solvency capital;
2. if adequate fixed own sources of the insurance company's assets are lower than the required minimum capital or if adequate fixed own sources of the insurance company's assets would be reduced due to the payment of profit to the extent they will no longer meet the required minimum capital;
3. if the insurance company does not assure adequate liquidity or if the insurance company would no longer assure adequate liquidity as a result of paying the profit;
4. if the Insurance Supervision Agency orders against the insurance company to remedy the infringement concerning wrong presentation of on-balance sheet or off-balance sheet items whose correct presentation would importantly affect the profit and loss statement of the insurance company.

From the provisions of the law, it is possible to summarise that the insurance company must continuously ensure it has adequate capital with regard to the volume and types of insurance transactions it is engaged in and the risks arising from engaging in these transactions.

5) DISCHARGE TO THE MANAGEMENT BOARD AND THE SUPERVISORY BOARD

The following resolutions are proposed to the General meeting:

1. *The Shareholder's Assembly is granting the discharge to the Management Board for the business year 2021.*
2. *The Shareholder's Assembly is granting the discharge to the Supervisory Board for the business year 2021.*

EXPLANATION OF THE PROPOSAL FOR THE RESOLUTION

On the basis of Articles 293(1) and 294 of the ZGD-1, a company shareholder's assembly also decides on granting the discharge to the members of the management and supervisory bodies, namely to the Management Board and the Supervisory Board. This is decided at the same time as deciding on the use of the distributable profit. The discussion on granting the discharge is joined with the discussion on the use of the distributable profit. By granting the discharge the Shareholder's Assembly confirms and approves the work of the Management Board and the Supervisory Board in the business year.

6) NOTE ON ELECTION OF SUPERVISORY BOARD MEMBER (EMPLOYEE REPRESENTATIVE)

The following resolution is proposed to the General Meeting:

Decision no. 3 of the 61st General Meeting is amended to read as follows: "The General Meeting is informed that

5. 2021 za mandatno obdobje 5 let do vključno 6. 5. 2026 izvoljena za člana nadzornega sveta – predstavnika zaposlenih.«.

Suzana Meglič was elected a member of the Supervisory Board - employee representative on 7 May 2021 for a term of 5 years up to and including 6 May 2026.”.

OBRAZLOŽITEV PREDLOGA SKLEPOV

Predlog je podan zaradi napake pri zapisu datuma izteka mandata članice nadzornega sveta (6.5.2025, pravilno pa je 6.5.2026) v ugotovitvenem sklepu št. 3, sprejetem na 61. skupščini delničarjev.

EXPLANATION OF THE PROPOSAL FOR THE RESOLUTION

The proposal is given due to a written error of the expiration date of the term of office of the member of the Supervisory Board (6.5.2025 instead of 6.5.2026) in the declaratory decision no. 3, adopted at the 61st General Meeting of Shareholders.

7) PERIODIČNA OCENA USTREZNOSTI NADZORNEGA SVETA

Skupščini se predlaga naslednji sklep:

1. Skupščina se je seznanila z oceno ustreznosti za člane nadzornega sveta in oceno ustreznosti nadzornega sveta kot kolektivnega organa.
2. Skupščina se je seznanila z informacijo o zahtevah zakonodaje in interne politike glede sposobnosti in primernosti člana nadzornega sveta.

7) PERIODICAL SUITABILITY ASSESSMENT FOR SUPERVISORY BOARD

The following resolution is proposed to the Shareholder's Assembly:

1. The Shareholders Assembly took note of the assessment of suitability for the members of the Supervisory Board and the assessment of the suitability of the Supervisory Board as a collective body.
2. The Shareholders Assembly took note of the requirements of legislation and internal policy regarding the fitness and propriety of a Supervisory Board member.

OBRAZLOŽITEV PREDLOGA SKLEPOV

Skladno s politiko družbe je ocena nadzornega sveta o ustreznosti kandidata za člana nadzornega sveta sestavni del gradiva skupščini pri odločanju o imenovanju člana nadzornega sveta, ocena pa se izdeluje tudi periodično, z namenom stalnega zagotavljanja ustreznosti. Periodična ocena je izdelana za posamezne člane in za celoten organ.

Del gradiva je tudi informacija o zahtevah zakonodaje in interne politike glede sposobnosti in primernosti člana nadzornega sveta.

EXPLANATION OF THE PROPOSAL FOR THE RESOLUTION

In accordance with the company's policy, the assessment of the Supervisory Board on the suitability of a candidate for a member of the Supervisory Board is an integral part of the material to the General Meeting when deciding on the appointment of a member of the Supervisory Board. Periodic assessment is made for individual members and for the collective body.

Enclosed is also information on the requirements of legislation and internal policy regarding the fitness and propriety of a member of the Supervisory Board.

Ljubljana, 8.4.2022

Predsednica uprave / Chairman of the Management board
Vanja Hrovat

Član uprave / Member of the Management board
Mitja Feri