



GRADIVO ZA 55. SEJO SKUPŠČINE DELNIČARJEV
GENERALI zavarovalnice d.d.,

ki bo dne 11. 2. 2020 ob 13. uri v prostorih notarke Nine
Ferligoj, v Kopru, Kolodvorska ulica 2

Vsebina:

- Predlogi sklepov z obrazložitvami

Priloge:

- Ocene sposobnosti in primernosti

PREDLOGI SKLEPOV Z UTEMELJITVIJO

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

Skupščini se predlaga naslednji sklep:

Za predsedujočega na 55. seji skupščine se izvoli
Mateja Osenarja, za sestavo notarskega zapisnika pa
se določi notarko Nino Ferligoj iz Kopra, Slovenija.

OBRAZLOŽITEV PREDLOGA SKLEPOV:

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

2) POTRDITEV DNEVNEGA REDA

Skupščini se predlaga naslednji sklep:

Potrdi se dnevni red 55. seje skupščine, ki glasi:

1. Otvoritev skupščine, ugotovitev prisotnosti in izvolitev
delovnih teles skupščine
2. Potrditev dnevnega reda
3. Imenovanje članov nadzornega sveta
4. Razrešitev člana nadzornega sveta

DOCUMENTS FOR THE 55th GENERAL MEETING OF
SHAREHOLDERS OF GENERALI zavarovalnica d.d.,

to be held on 11 February 2020 at 1 PM in the Office of the
Notary Nina Ferligoj, in Koper Kolodvorska 2

Content:

- Proposals for resolutions with explanation

Appendices:

- Fit & Proper Assessments

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 55th General
Meeting of Shareholders, while the notarial records shall
be drawn by the Notary Nina Ferligoj in Koper, Slovenia.

EXPLANATION OF THE PROPOSAL FOR THE RESOLUTION

In order to hold a session of the General Meeting, it is necessary
to determine 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 55. General Meeting is
confirmed as following:



3) IMENOVANJE ČLANOV NADZORNEGA SVETA

Skupščini se predlaga naslednje sklepe:

Z dnem 11. 2. 2020 se za mandatno obdobje do 1. 3. 2023 za člana nadzornega sveta družbe GENERALI zavarovalnica d. d. imenuje Luciano Cirinà, rojen dne 9. 7. 1965, s prebivališčem na naslovu Na Mičáncce 1914/35, 16000 Praga, Češka republika.

Z dnem 11. 2. 2020 se za mandatno obdobje do 1. 3. 2023 za člana nadzornega sveta družbe GENERALI zavarovalnica d. d., imenuje Miroslav Singer, rojen dne 14. 5. 1968, s prebivališčem na naslovu Eliášova 550/44, 16000 Praga, Češka republika.

Z dnem 11. 2. 2020 se za mandatno obdobje do 7. 3. 2023 za člana nadzornega sveta družbe GENERALI zavarovalnica d. d. imenuje Carlo Schiavetto, rojen dne 14. 2. 1972, s prebivališčem na naslovu Americká 177/35, 120000 Praga 2, Češka republika.

OBRAZLOŽITEV PREDLOGA SKLEPOV

Za zagotovitev nemotenega delovanja nadzornega sveta Družbe in zagotavljanja raznolikost izkušenj in kvalifikacij so predlagana imenovanja novih članov nadzornega sveta Družbe. V nadaljevanju delničar podaja kratko predstavitev kandidatov za nova člana nadzornega sveta Družbe:

Luciano Cirinà je po izobrazbi diplomirani ekonomist. Poklicno pot je začel leta 1988 v družbi Deutscher Lloyd Versicherungs AG v Nemčiji. V letih 1996 – 2004 je v družbi Generali Versicherung AG v Avstriji opravljal funkcijo prokurista in vodje divizije za korporativna tveganja. V letih 2007 – 2013 je g. Cirinà opravljal funkcijo predsednika upravnega odbora družb Generali Rückversicherung AG in Generali Holding Vienna AG. Od leta 2013 je g. Cirinà zaposlen kot direktor družbe Generali CEE Holding B.V.

G. Cirinà je prav tako član in predsednik več nadzornih svetov hčerinskih družb skupine Generali, član upravnega odbora družbe Ingosstrakh (Rusija) in namestnik predsednika nadzornega sveta družbe GP Reinsurance EAD (Bolgarija).

Miroslav Singer je po izobrazbi diplomirani ekonomist. G. Singer je med leti 1996 – 2001 opravljal različne vodilne funkcije v Skupini Expandia, kjer je bil med drugim glavni ekonomist in glavni izvršni direktor. Med leti 2001 – 2004 je bil zaposlen kot direktor poslovnega prestrukturiranja v družbi PricewaterhouseCoopers CR. G. Singer je v letih 2005 – 2016 zasedal položaj viceguvernerja in guvernerja Češke narodne banke. Od leta 2017 je v družbi Generali CEE Holding B.V. zaposlen kot direktor institucionalnih zadev in glavni ekonomist za investicije za Srednjo Evropo.

G. Singer prav tako poučuje na ekonomski univerzi v Pragi in deluje kot raziskovalec na Centru za ekonomske raziskave pri Karlovi univerzi v Pragi in pri Češki akademiji znanosti.

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 for the General Meeting
3. Appointment of the members of the Supervisory Board
4. Dismissal of the Supervisory Board member

3) APPOINTMENT OF THE MEMBERS OF THE SUPERVISORY BOARD

The following resolutions are proposed to the General Meeting:

As of 11 February 2020, Luciano Cirinà, born on 9 July 1965, resident at Na Mičáncce 1914/35, 16000 Prague, Czech Republic, is hereby appointed Member of the Supervisory Board GENERALI zavarovalnica d. d., for the term of office of up to 1 March 2023.

As of 11 February 2020, Miroslav Singer, born on 14 May 1968, resident at Eliášova 550/44, 16000 Prague, Czech Republic, is hereby appointed Member of the Supervisory Board GENERALI zavarovalnica d. d., for the term of office of up to 1 March 2023.

As of 11 February 2020, Carlo Schiavetto, born on 14 February 1972, resident at Americká 177/35, 120000 Prague 2, Czech Republic, is hereby appointed Member of the Supervisory Board GENERALI zavarovalnica d. d., for the term of office of up to 7 March 2023.

EXPLANATION OF THE PROPOSAL FOR THE RESOLUTIONS

In order to ensure the smooth functioning of the Supervisory Board of the Company and to ensure the diversity of experience and qualifications, the appointment of new members of the Company's Supervisory Board is proposed. The following is a brief presentation of the candidates for the new members of the Supervisory Board of the Company:

Luciano Cirinà is a university graduate in economics. He began his career in 1988 with Deutscher Lloyd Versicherungs AG in Germany. From 1996 to 2004, he served as procurator and as Head of the Corporate Risks Division with Generali Versicherung AG in Austria. Mr. Cirinà served as President of the Board of Directors of Generali Rückversicherung AG and Generali Holding Vienna AG from 2007 to 2013. Mr. Cirinà has been the CEO of Generali CEE Holding B.V. since 2013.

Mr. Cirinà is a member or chairman of several supervisory boards in subsidiaries of the Generali group, member of the Board of Directors of the company Ingosstrakh (Russia) and Vice-Chairman of the Supervisory Board of the company GP Reinsurance EAD (Bulgaria).

Za člana nadzornega sveta **Carla Schiavetta** je predlagano podaljšanje mandata, ki bi se predvidoma zaključil 7. 3. 2020, vse do 7. 3. 2023.

4) RAZREŠITEV ČLANA NADZORNEGA SVETA

Skupščini se predlaga naslednji sklep:

Z 11. 2. 2020 se razreši člana nadzornega sveta Stefana Culosa, s prebivališčem na naslovu Chopinova 1478/22 Vinohrady, 12000 Praha, Češka Republika.

OBRAZLOŽITEV PREDLOGA SKLEPOV

Predlog temelji na predhodno predlaganem imenovanju novih članov nadzornega sveta. Delničar bo tako v nadzornem svetu zastopan s štirimi člani.

Do sklica skupščine in sprejema gradiva za skupščino je prišlo nadzornega sveta družbe z dne 31. 1. 2020

Miroslav Singer is a university graduate in economics. Between 1996 and 2001, Mr. Singer held various management posts in Expandia Group, where he was the chief economist and CEO. From 2001, until 2004 he was in charge of Business Restructuring Services at PriceWaterhouseCoopers CR. Mr. Singer was the Vice Governor and later Governor of the Czech National Bank. Mr. Singer joined Generali CEE Holding B.V. in 2017 as Director for Institutional Affairs and Chief Economist for investments in Central Europe.

Mr. Singer is a lecturer at the University of Economics in Prague and works as a researcher at the Centre for Economic Research of the Charles University in Prague and of the of the Czech Academy of Science

With regard to the term of office of Supervisory Board member **Carlo Schiavetto**, it is proposed to extend the term of office, which would otherwise end on 7 March 2020, until 7 March 2023.

4) DISMISSAL OF THE SUPERVISORY BOARD MEMBER

The following resolution is proposed to the General Meeting:

With effect from 11 February 2020, Stefano Culos, Member of the Supervisory Board, resident at Chopin 1478/22 Vinohrady, 12000 Praha, Czech Republic shall be dismissed.

EXPLANATION OF THE PROPOSAL FOR THE RESOLUTION

The proposal is based on the previously proposed appointment of new members of the Supervisory Board. The shareholder will thus have 4 representatives in the Supervisory Board.

The General Meeting has been convened by the decision of the Supervisory Board from 31 January 2020.



Ljubljana, 31. 1. 2020

Predsednik nadzornega sveta
Gregor Pilgram

