



**GRADIVO ZA 56. SEJO SKUPŠČINE DELNIČARJEV  
GENERALI zavarovalnice d.d.,**

**ki bo dne 31.03.2020 ob 13. uri v prostorih notarke Nine  
Ferligoj, v Kopru, Kolodvorska ulica 2**

**Vsebina:**

- *Predlogi sklepov z obrazložitvami*

**Priloge:**

- *Poročilo nadzornega sveta*
- *Letna poročila družb Generali d.d. in Adriatic Slovenica d.d.*

**PREDLOGI SKLEPOV Z UTEMELJITVIJO**

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

Skupščini se predlaga naslednji sklep:

Za predsedujočega na 56. 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) POTRDITEV DNEVNEGA REDA**

Skupščini se predlaga naslednji sklep:

Potrdi se dnevni red 56. seje skupščine, ki glasi:

1. Otvoritev skupščine, ugotovitev prisotnosti in izvolitev delovnih teles skupščine
2. Potrditev dnevnega reda
3. Predstavitve letnih poročil in konsolidiranih letnih poročil za poslovno leto 2019 z mnenji revizorja, poročil nadzornega sveta o rezultatih preveritve letnega poročila, poročil notranje revizije in informacije o prejemkih organov vodenja in nadzora
4. Predlog uporabe bilančnega dobička
5. Podelitev razrešnice

**DOCUMENTS FOR THE 56th GENERAL MEETING OF  
SHAREHOLDERS OF GENERALI zavarovalnica d.d.,**

**to be held on 31 March 2020 at 1 PM at the offices of the  
Notary Nina Ferligoj, in Koper, Kolodvorska ulica 2**

**Content:**

- *Proposals for resolutions with explanation*

**Appendices:**

- *Supervisory board report*
- *Annual reports of Generali d.d. and Adriatic Slovenica d.d.*

**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 56th 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 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 56. 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 for the General Meeting

### 3) PREDSTAVITEV LETNIH POROČIL IN KONSOLIDIRANIH LETNIH POROČIL ZA POSLOVNO LETO 2019 Z MNENJI REVIZORJA, POROČIL NADZORNEGA SVETA O REZULTATIH PREVERITVE LETNEGA POROČILA, POROČIL NOTRANJE REVIZIJE IN INFORMACIJE O PREJEMKIH ORGANOV VODENJA IN NADZORA

Sklep ni predviden

### 4) PREDLOG UPORABE BILANČNEGA DOBIČKA

Skupščini se predlaga naslednji sklep:

Bilančni dobiček družbe Generali d.d., ugotovljen na 31.12.2019, znaša 3.538.070 EUR.

Bilančni dobiček dne 3. 1. 2020 pripojene družbe Adriatic Slovenica d.d., ugotovljen na 31.12.2019, znaša 36.973.931,18 EUR.

Vsota bilančnih dobičkov obeh družb znaša 40.512.001,18 EUR in se ta bilančni dobiček uporabi na naslednji način:

- del bilančnega dobička v znesku 6.218.800,69 EUR se uporabi za izplačilo dividend v bruto vrednosti 2,63 EUR na delnico. Družba bo izplačala dividende 24. 04. 2020, in sicer delničarjem, vpisanim pri KDD na 20.04.2020,
- Preostanek bilančnega dobička v višini 34.293.200,49 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:

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. Presentation of the annual reports and consolidated annual reports for the business year 2019 with opinions of the auditor and reports 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

### 3) PRESENTATION OF THE ANNUAL REPORTS AND CONSOLIDATED ANNUAL REPORTS FOR THE BUSINESS YEAR 2019 WITH OPINIONS OF THE AUDITOR AND REPORTS OF THE SUPERVISORY BOARD, INTERNAL AUDIT REPORTS AND INFORMATION ON PAYMENTS TO THE MANAGEMENT AND SUPERVISORY BODIES

No resolutions are proposed to the General Meeting:

### 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 2019 of Generali d.d. amounts to 3.538.070 EUR

The distributable profit as per 31 December 2019 of the company Adriatic Slovenica d.d., which has merged with Generali d.d. on 3 January 2020, amounts to 36.973.931,18 EUR.

The sum of distributable profits of both companies amounts to 40.512.001,18 EUR and is to be distributed as follows:

- Part of the distributable profit, in the amount of 6.218.800,69 EUR, shall be used for the payment of dividends in the gross amount of 2,63 EUR per share and is to be paid on 24 April 2020 to shareholders registered in shareholders book as of 20 April 2020;
- The remaining distributable profit, in the amount of 34.293.200,49 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 decided 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 but it is bound by 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

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.

Predlog uprave je zato oblikovan na način, da poleg izplačila dividende predvideva tudi prenos dela dobička v naslednja leta.

O uporabi bilančnega dobička skladno z 230. členom ZGD-1 sicer odloča skupščina, in je predlog uprave ne more vezati, vendar pa je na zgoraj opisani način pristojnost razpolaganja skupščine v zavarovalnicah dejansko lahko tudi omejena.

## 5) RAZREŠNICA UPRAVI IN NADZORNEMU SVETU

Skupščini se predlaga naslednji sklep:

1. Skupščina delničarjev podeljuje Upravi Generali d.d. razrešnico za poslovno leto 2019.
2. Skupščina delničarjev podeljuje Nadzornemu svetu Generali d.d. razrešnico za poslovno leto 2019.
3. Skupščina delničarjev podeljuje Upravi Adriatica Slovenice d.d. razrešnico za poslovno leto 2019.
4. Skupščina delničarjev podeljuje Nadzornemu svetu Adriatica Slovenice d.d. razrešnico za poslovno leto 2019.

### 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) IMENOVANJE REVIZORJA

Skupščini se predlaga naslednji sklep:

Revizijo poslovanja družbe za leto 2020 opravi revizorska hiša Ernst & Young d.o.o.

it has to apply Article 248 of the Insurance Act (ZZavar-1). 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.

The proposal of the Management Board includes the payment of dividends as well as the transfer of part of the profit for following years.

In accordance with Article 230 of the ZGD-1, the Shareholder's Assembly decides on the use of the distributable profit; however the authorisations of disposal of the Shareholder's Assembly of insurance companies is actually limited as described above.

## 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 of Generali d.d. for the business year 2019.
2. The Shareholder's Assembly is granting the discharge to the Supervisory Board of Generali d.d. for the business year 2019.
3. The Shareholder's Assembly is granting the discharge to the Management Board of Adriatic Slovenica d.d. for the business year 2019.
4. The Shareholder's Assembly is granting the discharge to the Supervisory Board of Adriatic Slovenica d.d. for the business year 2019.



#### OBRAZLOŽITEV PREDLOGA SKLEPOV

Predlog imenovanja revizorja temelji na priporočilu revizijske komisije.

#### 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) APPOINTMENT OF THE EXTERNAL AUDITOR**

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

The audit of the company operation in 2020 will be carried out by the auditor Ernst & Young d.o.o.

#### EXPLANATION OF THE PROPOSAL FOR THE RESOLUTION

The Audit Committee of the company has recommended the appointment.

Ljubljana, 26. 3. 2020

Predsednik nadzornega sveta / Chairman of the Supervisory board

Gregor Pitgram