



**GRADIVO ZA 57. SEJO SKUPŠČINE DELNIČARJEV  
GENERALI ZAVAROVALNICE D.D.,**

ki bo dne 24.04.2020 ob 11:30. uri v prostorih notarke Nine  
Ferligoj v Kopru, Kolodvorska ulica 2

*Vsebina:*

- *Predlogi sklepov z obrazložitvami*

*Priloge:*

- *Dopis AZN*

**PREDLOGI SKLEPOV Z UTEMELJITVIJO:**

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

Skupščini se predlaga naslednji sklep:

Za predsedujočega na 57. 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 57. seje skupščine, ki glasi:

1. Otvoritev skupščine, ugotovitev prisotnosti in izvolitev  
delovnih teles skupščine
2. Potrditev dnevnega reda
3. Predstavitev dopisa AZN
4. Razveljavitev sklepa o uporabi bilančnega  
dobička

**3) PREDSTAVITEV DOPISA AZN**

Skupščini se predlaga naslednji sklep:

Skupščina se je seznanila z dopisom AZN z dne 31.3.2020.

**OBRAZLOŽITEV PREDLOGA SKLEPOV**

Dne 31. 3. 2020 so slovenske zavarovalnice prejele dopis  
regulatorja AZN, s katerim jim je predlagano, da zadržijo izplačila  
kakršnihkoli dividend.

**DOCUMENTS FOR THE 57th GENERAL MEETING OF  
SHAREHOLDERS OF GENERALI ZAVAROVALNICA D.D.,**

to be held on 24 April 2020 at 11:30 AM at the offices of the  
Notary Nina Ferligoj, in Koper, Kolodvorska ulica 2

*Content:*

- *Proposals for resolutions with explanation*

*Appendices:*

- *Letter from ISA*

**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 57th 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 57. 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
3. Presentation of the ISA letter
4. Annulment of the resolution on the use of  
the distributable profit

AZN zaradi možnih učinkov epidemije CoViD – 19 na zavarovalnice, in ob upoštevanju smernic EIOPA pričakuje, da zavarovalnice ne bodo izplačevale dividend ali prevzemale kakršnekoli nepreklicne zaveze glede dividend vse do 1.10.2020.

Uprava in nadzorni svet, ki se je z dopisom seznanil na dopisni seji, sta na stališču, da se upošteva priporočilo regulatorja.

#### **4) RAZVELJAVITEV SKLEPA O UPORABI BILANČNEGA DOBIČKA**

Skupščini se predlaga naslednji sklep:

V celoti se razveljavi Sklep št. 2, ki je bil sprejet na 56. skupščini delničarjev dne 31. 3. 2020.

#### 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. Vendar pa je pristojnost razpolaganja skupščine v zavarovalnicah omejena, ker mora tudi skupščina delničarjev zavarovalne družbe pri odločanju spoštovati določbe ZZavar-1. 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. Priporočilo iz dopisa AZN je tako potrebno upoštevati v zgornjem kontekstu.

Ker je zavarovalnica tik pred prejemom dopisa AZN opravila 57. skupščino delničarjev, in sprejela sklep št. 2 o izplačilu dividende, je ta sklep v skladu s stališčem AZN potrebno razveljaviti. Tako bo skupščina o uporabi dobička lahko odločala šele kasneje, ob upoštevanju aktualnih zahtev AZN.

Predlog uprave je zato oblikovan na način, da se sprejeti sklep št. 2 z dne 31.3.2020 o izplačilu dividende, v celoti prekliča.

### **3) PRESENTATION OF THE ISA LETTER**

The following resolution is proposed to the General Meeting:

The General Assembly took note of the ISA letter, dated 31 March 2020.

#### EXPLANATION OF THE PROPOSAL FOR THE RESOLUTION

On 31st of March 2020, the insurance companies in Slovenia have received a letter from regulator ISA, requesting them to withhold dividends payment.

Due to CoViD – 19 epidemic and its possible impact on insurance companies, following the guidelines of EIOPA, ISA expects no dividend payments to be done until 1<sup>st</sup> of October.20020, while also no irrevocable commitments on dividend payments should be done.

The Management Board and the Supervisory Board, who took note of the letter at the correspondence meeting, took the position to follow the recommendation of the regulator.

### **4) ANNULMENT OF THE RESOLUTION ON THE USE OF THE DISTRIBUTABLE PROFIT**

The following resolution is proposed to the General Meeting:

The resolution no. 2, which was adopted at the 56th General Meeting of Shareholders on 31 March 2020, shall be annulled in its entirety.

#### 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. The authorisations on the disposal by the Shareholder's Assembly in insurance companies is limited and when making the decision it has to apply the Insurance Act (ZZavar-1). 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 recommendation from the ISA letter should therefore be considered in the above context.

Just before the letter was received, the insurance company held its 56<sup>th</sup> general meeting and adopted the Resolution no. 2 on dividend payment. In the light of the foregoing, this resolution should now be annulled. The Assembly will be able to decide on the use of profit only later, taking into account the current requirements of the ISA.

The proposal of the Management Board is therefore formulated in the sense, that Decision no. 2 dated 31 March 2020 on dividend payment is completely annulled.



Ljubljana, 20.4. 2020

Predsednica uprave / President of the Management board  
Vanja Hrovat

Članica uprave / Member of the Management board  
Katarina Guzej



**Mitja Feri**  
član uprave