



**GRADIVO ZA 67. SEJO SKUPŠČINE DELNIČARJEV  
GENERALI zavarovalnice d.d.,**

ki bo dne 16.8.2023 ob 14.00 uri v prostorih notarske pisarne notarja Blaža Hrovatina v Ljubljani, Linhartova cesta 11

**Vsebina:**

- Predlogi sklepov z obrazložitvami

**Priloge:**

- Dopolnitev delitvenega načrta družbe GENERALI zavarovalnica d.d.

**PREDLOGI SKLEPOV Z UTEMELJITVIJO**

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

Skupščini se predlaga naslednji sklep:

*Za predsedujočega na 67. seji skupščine se izvoli Andrejka Pihler ali Matej Osenar, za sestavo notarskega zapisnika pa se določi notarja Blaža Hrovatina, Ljubljana.*

**OBRAZLOŽITEV PREDLOGA SKLEPA**

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

**2) POTRDITEV DNEVNEGA REDA SKUPŠČINE**

Skupščini se predlaga naslednji sklep:

Potrdi se dnevni red 67. seje skupščine, ki glasi:

1. Otvoritev skupščine, ugotovitev prisotnosti in izvolitev delovnih teles skupščine
2. Potrditev dnevnega reda
3. Soglasje k Dopolnitvi delitvenega načrta družbe GENERALI zavarovalnica d.d. z dne 7.7.2023

**DOCUMENTS FOR THE 67<sup>th</sup> general meeting of  
shareholders of company GENERALI zavarovalnica d.d.**

to be held on 16 August 2023 at 2 PM at the premises of notary Blaž Hrovatin in Ljubljana, Linhartova cesta 11

**Content:**

- Proposals for resolutions with explanation

**Appendices:**

- Supplementation of the Demerger plan of the company GENERALI zavarovalnica 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:

*Andrejka Pihler or Matej Osenar is elected to preside over the 67<sup>th</sup> general meeting of shareholders, while the notarial records shall be drawn by the Notary Blaž Hrovatina, Ljubljana.*

**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 of shareholders is convened.

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

The following resolution is hereby proposed to the general meeting of shareholders:

*The agenda of the 67<sup>th</sup> general meeting of shareholders 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. Consent to the Supplementation of the Demerger plan of the company GENERALI zavarovalnica d.d. dated 7 July 2023

### 3) SOGLASJE K DOPOLNITVI DELITVENEGA NAČRTA DRUŽBE GENERALI ZAVAROVALNICA D.D. Z DNE 7.7.2023

### 3) CONSENT TO THE SUPPLEMENTATION OF THE DEMERGER PLAN OF THE COMPANY GENERALI ZAVAROVALNICA D.D. DATED 7.7.2023.

The following resolution is proposed to the general meeting:

Skupščini se predlaga naslednji sklep:

1. Skupščina družbe GENERALI d.d. ugotavlja, da je dne 25.5.2023 že sprejela sklep na podlagi katerega je v skladu s prvim odstavkom 630. člena ZGD-1 soglašala z delitvijo družbe GENERALI d.d. na podlagi Delitvenega načrta z dne 12.4.2023.
2. Skupščina družbe GENERALI d.d., v skladu s prvim odstavkom 630. člena ZGD-1 sedaj soglaša z delitvijo družbe GENERALI d.d. tudi na podlagi Dopolnitve Delitvenega načrta z dne 7.7.2023.

1. The general meeting of shareholders of the company GENERALI d.d. notes that on the 25.5.2023 it already adopted a resolution in accordance with first paragraph article 630 ZGD-1, based on which it consented to the demerger of the company GENERALI d.d., on the basis of the Demerger plan dated 12 April 2023.
2. The general meeting of shareholders of the company GENERALI d.d. in accordance with first paragraph article 630 ZGD-1, hereby consents to the demerger of the company GENERALI d.d. also on the basis of the Supplementation of the Demerger plan dated 7 July 2023.

#### OBRAZLOŽITEV PREDLOGA SKLEPOV

Dne 21.6.2023 je GENERALI d.d. s strani Agencije za zavarovalni nadzor prejel Zahtevo za dodatne podatke iz prvega odstavka 480. člena Zakona o zavarovalništvu. Zahteva se nanaša na dopolnitev Delitvenega načrta in Akta o ustanovitvi nove družbe. Glede Delitvenega načrta se zahteva nanaša na dopolnitev Delitvenega načrta glede veljavnosti Delitvenega načrta z določanjem odločnih pogojev v zvezi z predhodno pridobitvijo dovoljenj AZN in ATVP. Glede spremembe Akta o ustanovitvi (ki je priloga 2 Delitvenega načrta) nove družba pa se zahteva nanaša na odpravo neskladij pri opredelitvi zastopanja in pridržanih pravic direktorjev, za katere se je pokazalo, da je le potrebno bolj jasno opredeliti vsebino pridržanih zadev (AMSB Reserved matters).

Skupščini se predlaga, da sprejeme soglasje na Dopolnitev delitvenega načrta in posledično spremembo priloge 2 (Akta o ustanovitvi nove družbe), ki sledi zahtevi Agencije za zavarovalni nadzor.

#### EXPLANATION OF THE PROPOSAL FOR THE RESOLUTION

On 21 June.2023 GENERALI d.d. received a Request for additional information from the Insurance Supervision Agency based on first paragraph of article 480 Insurance Act. The request refers to the supplementation of the Demerger plan and Act on incorporation of the new company. With regard to the Demerger plan, the request relates to the amendment of the Demerger plan concerning the validity of the Demerger plan by imposing conditions precedent with regard to the prior approval of the AZN and the ATVP. With regard to the amendment of the Act on incorporation of the new company (which is an appendix 2 to the Demerger plan), the request relates to the elimination of the inconsistencies in the definition of the representation and the reserved matters of the directors, for which it has been established to require only a clearer definition of the subject matter of the reserved matters (the "AMSB Reserved Matters").

The General Meeting is proposed to approve the Supplementation to the Demerger plan and the consequent



*amendment to appendix 2 (Act on incorporation of the new company) following the request of the Insurance Supervision Agency.*

Ljubljana, 14.7.2023

Članica uprave / Member of the Management board  
Katarina Guzej



Predsednica uprave / President of the Management board  
Vanja Hrovat