



**GRADIVO ZA 66. SEJO SKUPŠČINE DELNIČARJEV
GENERALI zavarovalnice d.d.,**

ki bo dne 25.5.2023 ob 10. uri v prostorih notarske pisarne notarja Blaža Hrovatina v Ljubljani, Linhartova cesta 11

Vsebina:

- Predlogi sklepov z obrazložitvami

Priloge:

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

PREDLOGI SKLEPOV Z UTEMELJITVIJO

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

Skupščini se predlaga naslednji sklep:

Za predsedujočega na 66. seji skupščine se izvoli Andrejka Pihler ali Matej Osenar, za sestavo notarskega zapisnika pa se določi notarja Blaža Hrovatina, Ljubljana.

OBRAZLOŽITEV PREDLOGA SKLEPOV

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:

**DOCUMENTS FOR THE 66th general meeting of
shareholders of company GENERALI d.d.**

to be held on 25. May 2023 at 10.00 o'clock the premises of notarial office of notary Blaž Hrovatin in Ljubljana, Linhartova cesta 11

Content:

- Proposals for resolutions with explanation

Appendices:

- Supervisory board report
- Annual report of Generali d.d.
- Assessment of suitability and overview of requirements regarding the fitness and propriety of Supervisory Board members
- Demerger plan

**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:

Pihler Andrejka or. Matej Osenar is elected to preside over the 66th 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:

Potrdi se dnevni red 66. seje skupščine, ki glasi:

1. Otvoritev skupščine, ugotovitev prisotnosti in izvolitev delovnih teles skupščine
2. Potrditev dnevnega reda
3. Predstavitev letnega poročila za poslovno leto 2022 z mnenjem revizorja, poročila nadzornega sveta o rezultatih preveritve letnega poročila, poročil notranje revizije in informacije o prejemkih organov vodenja in nadzora
4. Predlog uporabe bilančnega dobička
5. Razrešnica upravi in nadzornemu svetu
6. Periodična ocena ustreznosti nadzornega sveta
7. Soglasje k delitvi družbe GENERALI d.d. in sicer oddelitve dela premoženja na novoustanovljeno družbo Generali Investments SI d.o.o., na podlagi Delitvenega načrta z dne 12.4.2023.

The agenda of the 66th 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. Presentation of the annual report for the business year 2022 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. Periodical suitability assessment for Supervisory board
7. Consent to the demerger of GENERALI d.d., namely to demerge a part of the assets into the newly established company Generali Investments SI d.o.o., on the basis of the Demerger plan dated 12.4.2023.

3) PREDSTAVITEV LETNEGA POROČILA ZA POSLOVNO LETO 2022 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 2022 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 31.12.2022 znaša 56.947.701,77 EUR.

Celotni bilančni dobiček ostane nerazporejen in se bo o njegovi uporabi odločalo v naslednjih letih.

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 2022 amounts to EUR 56.947.701,77.

The distributable profit shall not be distributed and its use will be decided in following years.

OBRAZLOŽITEV PREDLOGA SKLEPOV

Na podlagi 1. in 4. odstavka 293. člena Zakona o gospodarskih družbah (v nadaljevanju: 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 upoštevati določbe 248. člena Zakona o zavarovalništvu (v nadaljevanju: 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. če zavarovalnica ne zagotavlja ustreznih likvidnosti ali če zavarovalnica zaradi izplačila dobička ne bi več zagotavljala ustreznih 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:

EXPLANATION OF THE PROPOSAL FOR THE RESOLUTION

On the basis of Article 293(1) and (4) of the Companies Act (hereinafter: ZGD-1) the general meeting of shareholders 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 general meeting of shareholders decides on the use of the distributable profit in accordance with Article 230 of the ZGD-1. The authorisations on the disposal by the general meeting of shareholders in insurance companies is limited and when making the decision it has to comply with the provisions of Article 248 of the Insurance Act (hereinafter: 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.

5) DISCHARGE TO THE MANAGEMENT BOARD AND THE SUPERVISORY BOARD

The following resolutions are proposed to the general meeting of shareholders:

1. Skupščina delničarjev podeljuje Upravi razrešnico za poslovno leto 2022.
2. Skupščina delničarjev podeljuje Nadzornemu svetu razrešnico za poslovno leto 2022.

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) 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.

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.

1. The general meeting of shareholders is granting the discharge to the Management Board for the business year 2022.
2. The general meeting of shareholders is granting the discharge to the Supervisory Board for the business year 2022.

EXPLANATION OF THE PROPOSAL FOR THE RESOLUTION

On the basis of Articles 293(1) and 294 of the ZGD-1, general meeting of shareholders 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 general meeting of shareholders confirms and approves the work of the management board and the supervisory board in the business year.

6) PERIODICAL SUITABILITY ASSESSMENT FOR SUPERVISORY BOARD

The following resolution is proposed to the general meeting:

1. The general meeting of shareholders 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 general meeting of shareholders took note of the requirements of legislation and internal policy regarding the fitness and propriety of a supervisory board member.

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 of shareholders 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.



7) SOGLASJE K DELITVI DRUŽBE GENERALI d.d. IN SICER ODDELITVE DELA PREMOŽENJA NA NOVOUSTANOVljENO DRUŽBO GENERALI INVESTMENST SI D.O.O. NA PODLAGI DELITVNEGA NAČRTA Z DNE 12.4.2023.

7) CONSENT TO THE MERGER OF GENERALI d.d., NAMELY TO DEMERGE A PART OF ITS ASSETS TO THE NEWLY ESTABLISHED COMPANY GENERALI INVESTMETNS SI D.O.O., ON THE BASIS OF THE DEMERGER PLAN DATED 12.4.2023.

Skupščini se predlaga naslednji sklep:

- 1. Skupščina družbe GENERALI d.d., v skladu s prvim odstavkom 630. člena ZGD-1 soglašša z delitvijo družbe GENERALI d.d. na podlagi Delitvenega načrta z dne 12.4.2023.*

The following resolution is proposed to the general meeting:

1. The general meeting of GENERALI d.d., in accordance with paragraph 1 of Article 630 of the Companies act (ZGD-1), hereby approves the demerger of GENERALI d.d. on the basis of the Demerger plan dated 12.4.2023.

OBRAZLOŽITEV PREDLOGA SKLEPOV

Skupščina se bo seznanila z informacijami vezanimi na predlagan postopek oddelitve dela premoženja družbe GENERALI d.d. na novoustanovljeno družbo Generali Investments SI d.o.o.

Prenosna družba je sprejela odločitev o oddelitvi dela premoženja družbe in prenosu tega dela premoženja prenosne družbe, ki z oddelitvijo ne preneha, na novo družbo, ki se ustanovi zaradi oddelitve in sicer družbo Generali Investments SI d.o.o., Dunajska cesta 63, 1000 Ljubljana.

EXPLANATION OF THE PROPOSAL FOR THE RESOLUTION

The general meeting of shareholders shall be informed with proposed procedure to demerge part of the assets of the Transferring company to the newly established company Generali Investments SI d.o.o.

The Transferring Company has taken a decision to demerge part of the assets of the Company and to transfer that part of the assets of the Transferring Company, which will not cease to exist due to the demerger, to a new company to be established as a result of the demerger, namely Generali Investments SI d.o.o., Dunajska cesta 63, 1000 Ljubljana.

Ljubljana, 12.4. 2023

Članica uprave / Member of the Management board
Katarina Guzej

Predsednica uprave / President of the Management board
Vanja Hrovat