

**GRADIVO ZA 60. SEJO SKUPŠČINE DELNIČARJEV
GENERALI zavarovalnice d.d.,**

ki bo dne 12. 4. 2021 ob 10. uri v prostorih notarja mag. Blaža Hrovatina, Dunajska 56, Ljubljana

**DOCUMENTS FOR THE 60th GENERAL MEETING OF
SHAREHOLDERS OF GENERALI zavarovalnica d.d.,**

to be held on 12 April 2021 at 10 AM at the offices of the Notary mag. Blaž Hrovatin, Dunajska 56, Ljubljana

Vsebina:

- Predlogi sklefov z obrazložitvami

Priloge:

- Poročilo nadzornega sveta
- Letno poročilo in konsolidirano letno poročilo družbe Generali d.d.
- Dopis AZN z 5. 3. 2021
- Ocena ustreznosti in pregled zahtev glede primernosti in sposobnosti za člane nadzornega sveta

Content:

- Proposals for resolutions with explanation

Appendices:

- Supervisory board report
- Annual report and consolidated annual report of Generali d.d.
- ISA letter from 5 March 2021
- Assessment of suitability and overview of requirements regarding the fitness and propriety of Supervisory Board members

PREDLOGI SKLEPOV Z UTEMELJITVIJO

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

Skupščini se predlaga naslednji sklep:

Za predsedujočega na 60. seji skupščine se izvoli Andrejko Pihler, za sestavo notarskega zapisnika pa se določi notarja Blaža Hrovatina iz Ljubljane.

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 60. seje skupščine, ki glasi:

1. Otvoritev skupščine, ugotovitev prisotnosti in izvolitev delovnih teles skupščine
2. Potrditev dnevnega reda
3. Predstavitev letnega poročila in konsolidiranega letnega poročila za poslovno leto 2020 z mnenjem revizorja, poročila nadzornega sveta o rezultatih preveritve letnega poročila, poročil notranje revizije in informacije o prejemkih organov vodenja in nadzora

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 is elected to preside over the 60th General Meeting of Shareholders, while the Notary Blaž Hrovatin in Ljubljana shall draw the notarial records.

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 60. 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

4. Zadržanje odločitve o uporabi dobička po priporočilu AZN
5. Razrešnica upravi in nadzornemu svetu
6. Imenovanje revizorja
7. Periodična ocena ustreznosti nadzornega sveta

3) PREDSTAVITEV LETNEGA POROČILA IN KONSOLIDIRANEGA LETNEGA POROČILA ZA POSLOVNO LETO 2020 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

4) ZADRŽANJE ODLOČITVE O UPORABI DOBIČKA PO PRIPOROČILU AZN

Skupščini se predlaga naslednji sklep:

Skupščina se je seznanila z dopisom AZN z dne 5. 3. 2021 o začasnem zadržanju izplačila dividend do 30. 9. 2021

O uporabi bilančnega dobička in morebitnem izplačili dividend bo skupščina odločala naknadno, v okviru omejitev in zahtev AZN.

OBRAZLOŽITEV PREDLOGA SKLEPOV

Dne 5. 3. 2021 so slovenske zavarovalnice prejele dopis regulatorja AZN.

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 30. 9. 2021.

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.

5) RAZREŠNICA UPRAVI IN NADZORNEMU SVETU

Skupščini se predlaga naslednji sklep:

2. Confirmation of the agenda for the General Meeting
3. Presentation of the annual report and consolidated annual report for the business year 2020 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. Deferral of the decision on the use of distributable profit according to the ISA recommendation
5. Discharge to the management board and the supervisory board
6. Appointment of the external auditor
7. Periodical suitability assessment for Supervisory board

3) PRESENTATION OF THE ANNUAL REPORT AND CONSOLIDATED ANNUAL REPORT FOR THE BUSINESS YEAR 2020 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) DEFERRAL OF THE DECISION ON THE USE OF DISTRIBUTABLE PROFIT ACCORDING TO THE ISA RECOMMENDATION

The following resolution is proposed to the General Meeting:

The Shareholders Assembly took note of the letter from the ISA dated 5 March 2021 on the temporary deferral of dividend payments until 30 September 2021.

The Shareholders Assembly will decide on the use of distributable profit and possible payment of dividends subsequently, within the limits and requirements of the ISA.

EXPLANATION OF THE PROPOSAL FOR THE RESOLUTION

On 5 March 2021, the insurance companies in Slovenia have received a letter from regulator ISA.

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 30 September 2021, while also no irrevocable commitments on dividend payments should be done.

On the basis of Article 293(1) and (4) of the Companies Act (ZGD-1) the Shareholder's Assembly decides 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

1. Skupščina delničarjev podeljuje Upravi razrešnico za poslovno leto 2020.
2. Skupščina delničarjev podeljuje Nadzornemu svetu razrešnico za poslovno leto 2020.

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 letnih poročil družbe za leta 2021, 2022 in 2023 opravi revizorska družba KPMG Slovenija d.o.o.

OBRAZLOŽITEV PREDLOGA SKLEPOV

Na podlagi 258. člena ZZavar-1 zavarovalnica imenuje revizijsko družbo za obdobje, ki ne sme biti krajše od treh let. Predlog imenovanja revizorja je tudi v skladu s priporočilom revizijske komisije.

7) 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 odločjanju 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.

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.

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 for the business year 2020.
2. The Shareholder's Assembly is granting the discharge to the Supervisory Board for the business year 2020.

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:

Auditing company KPMG Slovenija d.o.o. will carry out the audit of annual reports for 2021, 2022 and 2023.

EXPLANATION OF THE PROPOSAL FOR THE RESOLUTION

According to article 258 of the Insurance Act, the insurance company shall appoint auditing company for at least 3 years. The Audit Committee of the company has recommended the appointment of the above auditing company.

7) PERIODICAL SUITABILITY ASSESSMENT FOR SUPERVISORY BOARD

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

1. The Shareholders Assembly 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 Shareholders Assembly 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 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.

I jubljana, 9. 4. 2021

Član uprave / Member of the Management Board
Mitja Feri

Predsednica uprave / President of the Management Board
Vanja Hrovat