



## GRADIVO ZA 62. SEJO SKUPŠČINE DELNIČARJEV GENERALI zavarovalnice d.d.,

ki bo dne 11.10.2021 ob 10. uri v prostorih notarke Nine Ferligoj, v Kopru, Kolodvorska ulica 2

## DOCUMENTS FOR THE 62nd GENERAL MEETING OF SHAREHOLDERS OF GENERALI zavarovalnica d.d.,

to be held on 11 October 2021 at 10 AM at the offices of the Notary Nina Ferligoj, in Koper, Kolodvorska street 2

### Vsebina:

- *Predlogi sklepov z obrazložitvami*

### Priloge:

- *Sklep SD*

### Content:

- *Proposals for resolutions with explanation*

### Appendices:

- *Decision of Workers Council*

## PREDLOGI SKLEPOV Z UTEMELJITVIJO

## PROPOSALS FOR RESOLUTIONS WITH EXPLANATION

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

### 1) OPENING OF THE GENERAL MEETING OF SHAREHOLDERS, VERIFICATION OF ATTENDANCE AND ELECTION OF WORKING BODIES OF THE GENERAL MEETING

Skupščini se predlaga naslednji sklep:

The following resolution is hereby proposed to the General Meeting:

Za predsedujočega na 62. seji skupščine se izvoli Mateja Osenarja, za sestavo notarskega zapisnika pa se določi notarko Nino Ferligoj iz Kopra.

Matej Osenar is elected to preside over the 62<sup>nd</sup> General Meeting of Shareholders, while the notarial records shall be drawn by the Notary Nina Ferligoj in Koper.

### OBRAZLOŽITEV PREDLOGA SKLEPOV

### EXPLANATION OF THE PROPOSAL FOR THE RESOLUTION

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

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 is convened.

### 2) POTRDITEV DNEVNEGA REDA

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

Skupščini se predlaga naslednji sklep:

The following resolution is hereby proposed to the General Meeting:

Potrdi se dnevni red 62. seje skupščine, ki glasi:

1. Otvoritev skupščine, ugotovitev prisotnosti in izvolitev delovnih teles skupščine
2. Potrditev dnevnega reda
3. Predlog uporabe bilančnega dobička
4. Seznanitev z izvolitvijo člena nadzornega sveta (predstavnik zaposlenih)

The agenda of the 62. 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. Proposal on the use of the distributable profit
4. Note on election of Supervisory board member (employee representative)

### 3) PREDLOG UPORABE BILANČNEGA DOBIČKA

Skupščini se predlaga naslednji sklep:

Bilančni dobiček družbe na 31.12.2020 znaša 44.668.820,11 EUR, in se ga uporabi na naslednji način:

- Del bilančnega dobička v višini 11.870.106,26 EUR se uporabi za izplačilo dividend v bruto vrednosti 5,02 EUR na delnico. Družba bo izplačala dividende 18. 10. 2021, in sicer delničarjem, vpisanim pri KDD na 15. 10. 2021.
- Preostanek bilančnega dobička v višini 32.798.713,85 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 solventnognega kapitala ali če bi se primerni lastni viri sredstev zavarovalnice zaradi izplačila dobička zmanjšali tako, da ne bi več dosegali zahtevanega solventnognega 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 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 pomembnejše 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 sledi izteku priporočila Agencije za zavarovalni nadzor (t.j. da se izplačila zadržijo do 30. 9. 2021).

#### **4) SEZNANITEV Z IZVOLITVIJO ČLANA NADZORNEGA SVETA (PREDSTAVNIK ZAPOSLENIH)**

Skupščini se predlaga naslednji sklep:

*Skupščina se seznanji, da je Matjaž Pavlin z dnem 4. 9. 2020 za mandatno obdobje 5 let do vključno 3. 9. 2025*

#### **3) PROPOSAL ON THE USE OF THE DISTRIBUTABLE PROFIT**

The following resolution is proposed to the General Meeting:

*The distributable profit as per 31 December 2020 amounts to 44.668.820,11 EUR and is to be distributed as follows:*

- *Part of the distributable profit, in the amount of 11.870.106,26 EUR shall be used for the payment of dividends in the gross amount of 5,02 EUR per share and is to be paid on 18 October 2021 to shareholders registered in shareholders book as of 15 October 2021;*
- *The remaining distributable profit, in the amount of 32.798.713,85 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 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 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 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



izvoljen za člana nadzornega sveta – predstavnika zaposlenih.

#### OBRAZLOŽITEV PREDLOGA SKLEPOV

Skladno z Zakonom o sodelovanju delavcev pri upravljanju imajo delavci družbe možnost imenovati predstavnika v nadzornem svetu, z imenovanjem pa je nato potrebno seznaniti delničarje. Skladno s Statutom imajo delavci dva predstavnika v nadzornem svetu.

Matjaža Pavlina je v letu 2020 za predstavnika zaposlenih izvolil Svet delavcev, o čemer se skupščina še ni formalno seznanila. Po izvolitvi je nadzorni svet opravil presojo ustreznosti in ugotovil da Matjaž Pavlin izpolnjuje pogoje za člana nadzornega sveta.

transactions it is engaged in and the risks arising from engaging in these transactions.

The proposal of the Management Board follows the expiration of restriction (of the Insurance supervision agency) on dividends payouts, valid until 30 of September 2021.

#### **4) NOTE ON ELECTION OF SUPERVISORY BOARD MEMBER (EMPLOYEE REPRESENTATIVE)**

The following resolution is proposed to the General Meeting:

*The Shareholders assembly is informed that on 4 September 2020, Matjaž Pavlin was elected a member of the Supervisory Board - employee representative - for a term of 5 years up to and including 3 September 2025.*

#### EXPLANATION OF THE PROPOSAL FOR THE RESOLUTION

Pursuant to the Workers' Participation Act, the company's employees have the option of appointing a representative. The shareholders shall be informed of the appointment. In accordance with the Articles of Association, employees have two representatives in the Supervisory Board.

The Workers' Council has elected Matjaž Pavlin as the employee representative in 2020, however the Shareholders have not been formally informed of this decision. After the election, the Supervisory Board performed an assessment of suitability and found that Matjaž Pavlin meets the conditions for a member of the Supervisory Board.

Ljubljana, 27. 9. 2021

Predsednica uprave / Chairman of the Management board  
Vanja Hrovat

Član uprave / Member of the Management board  
Mitja Feri

