



**GRADIVO ZA 64. SEJO SKUPŠČINE DELNIČARJEV  
GENERALI zavarovalnice d.d.,**

ki bo dne 7.6.2022 ob 11.45. uri v prostorih notarja Blaža Hrovatina v Ljubljani,

**DOCUMENTS FOR THE 64th GENERAL MEETING OF  
SHAREHOLDERS OF GENERALI zavarovalnica d.d.,**

to be held on 7 June 2022 at 11.45 AM at the offices of the Notary Blaž Hrovatin, in Ljubljana,

**Vsebina:**

- *Predlogi sklepov z obrazložitvami*

**Priloge:**

- *Pogodba o pripojitvi*

**Content:**

- *Proposals for resolutions with explanation*

**Appendices:**

- *Merger Agreement*

**PREDLOGI SKLEPOV Z UTEMELJITVIJO**

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

Skupščini se predlaga naslednji sklep:

Za predsedovanje na 64. 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 64. seje skupščine, ki glasi:*

1. Otvoritev skupščine, ugotovitev prisotnosti in izvolitev delovnih teles skupščine
2. Soglasje k sklenitvi pogodbe o pripojitvi družbe PROSPERA d.o.o.

**3) SOGLASJE K SKLENITVI POGODEBE O PRIPOJITVI DRUŽBE PROSPERA d.o.o.**

Skupščini se predlaga naslednji sklep:

Skupščina družbe GENERALI d.d., v skladu s prvim odstavkom 585. člena in prvim odstavkom 620. člena Zakona o gospodarskih družbah (ZGD-1) soglaša s sklenitvijo Pogodbe o pripojitvi. Pogodbo o pripojitvi sta dne 7.6.2022 sklenili družbi GENERALI d.d. (kot Prevzemna družba) in

**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 64th General Meeting of Shareholders, while the notarial records shall be drawn by the Notary public Blaž Hrovatin in Ljubljana.

**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 64th 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. Consent to the conclusion of merger agreement with the company PROSPERA d.o.o.



PROSPERA d.o.o. (kot Prevzeta družbi) v obliki notarskega zapisa pri notarju mag. Blažu Hrovatinu iz Ljubljane. Pogodba o pripojitvi je priloga tega sklepa. Obračun pripojitve je 30.6.2022.

#### OBRAZLOŽITEV PREDLOGA SKLEPOV

V konkretnem primeru pripojitve se bo družba PROSPERA d.o.o. kot prevzeta družba s prenosom celotnega premoženja, skupaj z vsemi pravicami in obveznostmi, kot so obstajale na dan obračuna pripojitve, in brez izvedbe postopka likvidacije, preko univerzalnega pravnega nasledstva pripojila k družbi GENERALI d.d. kot prevzemni družbi.

Prevzeta družba bo s pripojitvijo prenehala obstajati brez likvidacije in prevzemna družba bo kot univerzalni pravni naslednik vstopila v vsa pravna razmerja, katerih subjekt je bila prevzeta družba na dan obračuna pripojitve (30.6.2022).

Za veljavnost pogodbe o pripojitvi je po določbi prvega odstavka 585. člena in prvega odstavka 620. člena Zakona o gospodarskih družbah (ZGD-1) potrebno soglasje skupščin vseh udeleženih družb.

#### **3) CONSENT TO THE CONCLUSION OF MERGER AGREEMENT WITH THE COMPANY PROSPERA d.o.o.**

The following resolution is proposed to the General Meeting:

*In accordance with the first paragraph of Article 585 and the first paragraph of Article 620 of the Companies Act (ZGD-1), the General Meeting of Shareholders of GENERALI d.d. agrees to the conclusion of the Merger Agreement. The merger agreement was concluded on 7 June 2022 by GENERALI d.d. (as the Transferee Company) and PROSPERA d.o.o. (as a Transferor company) in the form of a notarial deed of notary mag. Blaž Hrovatin from Ljubljana. The Merger Agreement is attached to this Decision. The cut-off date of the merger is 30 June 2022.*

#### EXPLANATION OF THE PROPOSAL FOR THE RESOLUTION

In this particular case of merger by absorption, PROSPERA d.o.o. as the transferor company shall be merged with GENERALI d.d. as the transferee company by way of universal legal succession, transferring the whole of its assets - together with all rights and obligations, existing on the cut-off date of this merger by acquisition - to the acquiring company. The merger by acquisition shall be performed without implementing the liquidation procedure.

As a result, the transferor company shall cease to exist without commencing a liquidation procedure. The transferee company shall, as a universal legal successor, enter into all legal relations of the transferor company, existing on the cut-off date of this merger by absorption (30 June 2022).

Pursuant to the provisions of the first paragraph of Article 585 and the first paragraph of Article 620 of the Companies Act (ZGD-1), the consent of the General Meeting of Shareholders of all involved companies is required for the validity of the merger agreement.

Ljubljana, 1.6.2022

Predsednica uprave / Chairman of the Management board  
Vanja Hrovat

Članica uprave / Member of the Management board  
Katarina Guzej

