

Resolutions of the 56th General Shareholders' Meeting

1 April 2020

GENERALI zavarovalnica d.d., an insurance company having its registered office at Kržičeva ulica 3, 1000 Ljubljana, Republic of Slovenia, ("Company"), the issuer of Subordinated Notes due in 2026, ISIN: XS1420371228, notifies about adopted resolutions of the 56th General Shareholders' Meeting, held on 31 March 2019 at 1 PM at the offices of notary Nina Ferligoj in Koper, Slovenia.

The following resolutions were adopted:

- 1) *Matej Osenar is elected to preside over the 56th General Meeting of Shareholders, while the notarial records shall be drawn by the Notary Nina Ferligoj in Koper.*
- 2) *The agenda of the 56. 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 for the General Meeting*
 3. *Presentation of the annual reports and consolidated annual reports for the business year 2019 with opinions of the auditor and reports 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. *Appointment of the external auditor*
- 3) *The distributable profit as per 31 December 2019 of Generali d.d. amounts to 3.538.070 EUR. The distributable profit as per 31 December 2019 of the company Adriatic Slovenica d.d., which has merged with Generali d.d. on 3 January 2020, amounts to 36.973.931,18 EUR. The sum of distributable profits of both companies amounts to 40.512.001,18 EUR and is to be distributed as follows:*
 - *Part of the distributable profit, in the amount of 6.218.800,69 EUR, shall be used for the payment of dividends in the gross amount of 2,63 EUR per share and is to be paid on 24 April 2020 to shareholders registered in shareholders book as of 20 April 2020;*
 - *The remaining distributable profit, in the amount of 34.293.200,49 EUR, shall not be distributed and its use will be decided in following years.*
- 4) *The Shareholder's Assembly is granting the discharge to the Management Board of Generali d.d. for the business year 2019.
The Shareholder's Assembly is granting the discharge to the Supervisory Board of Generali d.d. for the business year 2019.
The Shareholder's Assembly is granting the discharge to the Management Board of Adriatic Slovenica d.d. for the business year 2019.
The Shareholder's Assembly is granting the discharge to the Supervisory Board of Adriatic Slovenica d.d. for the business year 2019.*
- 5) *The audit of the company operation in 2020 will be carried out by the auditor Ernst & Young d.o.o.*

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GENERALI zavarovalnica d.d.

