



**SKLIC 68. SKUPŠČINE DELNIČARJEV  
GENERALI zavarovalnica d.d.,**

ki bo dne 29.5.2024 ob 10.00. uri v prostorih notarske pisarne notarja Blaža Hrovatina v Ljubljani, Linhartova cesta 11

**Vsebina:**

- Predlogi sklepov z obrazložitvami

**Priloge:**

- Revidirano Letno poročilo družbe Generali d.d. z vključenim Poročilom nadzornega sveta
- Ocena ustreznosti in pregled zahtev glede primernosti in sposobnosti za člane nadzornega sveta
- Ocena ustreznosti kandidatke za člana nadzornega sveta
- Ocena ustreznosti nadzornega sveta kot kolektivnega organa v predlagani novi sestavi

**PREDLOGI SKLEPOV Z UTEMELJITVIJO**

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

Skupščini se predlaga naslednji sklep:

*Za predsedujočega na 68. seji skupščine se izvoli Andrejka Pihler ali Tatjana Jeraj, za sestavo notarskega zapisnika pa se določi notarja Blaža Hrovatina, Ljubljana.*

**OBRAZLOŽITEV PREDLAGANEGA SKLEPA**

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

**CONVOCAION FOR THE 68<sup>th</sup> general meeting of shareholders of company GENERALI d.d.**

to be held on 29. 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:**

- Audited Annual report of Generali d.d. including the Supervisory board report
- Assessment of suitability and overview of requirements regarding the fitness and propriety of Supervisory Board members
- Assessment of suitability of the candidate for Supervisory Board member
- Assessment of the suitability of the Supervisory Board as a collective body in its proposed new composition

**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. Tatjana Jeraj is elected to preside over the 68th general meeting of shareholders, while the notarial records shall be drawn by the Notary Blaža Hrovatina, Ljubljana.*

**EXPLANATION OF THE PROPOSED 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 is convened.

## 2) POTRDI TEV DNEVNEGA REDA SKUPŠČINE

Skupščini se predlaga naslednji sklep:

Potrdi se dnevni red 68. seje skupščine, ki glasi:

1. Otvoritev skupščine, ugotovitev prisotnosti in izvolitev delovnih teles skupščine
2. Potrditev dnevnega reda
3. Predstavitve letnega poročila za poslovno leto 2023 z mnenjem revizorja, poročilom nadzornega sveta o rezultatih preveritve letnega poročila in o mnenju na poročilo notranje revizije
4. Uporaba bilančnega dobička
5. Razrešnica upravi in nadzornemu svetu
6. Periodična ocena ustreznosti nadzornega sveta
7. Imenovanje članice nadzornega sveta

## 3) PREDSTAVITEV LETNEGA POROČILA ZA POSLOVNO LETO 2023 Z MNENJEM REVIZORJA, POROČILOM NADZORNEGA SVETA O REZULTATIH PREVERITVE LETNEGA POROČILA IN O MNENJU NA POROČILO NOTRANJE REVIZIJE

Sklep ni predviden.

## 4) PREDLOG UPORABE BILANČNEGA DOBIČKA

Skupščini se predlaga naslednji sklep:

*Bilančni dobiček družbe na 31.12.2023 znaša 124.213.905,00 EUR.*

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

### OBRAZLOŽITEV PREDLAGANEGA SKLEPA

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

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

The following resolution is hereby proposed to the general meeting:

*The agenda of the 68<sup>th</sup> general meeting is confirmed as following:*

1. *Opening of the general meeting, 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 financial year 2023 together with the auditor's opinion, the Supervisory Board's report on the results of the examination of the annual report and the opinion on the internal audit report*
4. *The use of the distributable profit*
5. *Discharge to the management board and the supervisory board*
6. *Periodical suitability assessment for Supervisory board*
7. *Appointment of the Supervisory Board member*

## 3) PRESENTATION OF THE ANNUAL REPORT FOR THE FINANCIAL YEAR 2023 TOGETHER WITH THE AUDITOR'S OPINION, THE SUPERVISORY BOARD'S REPORT ON THE RESULTS OF THE EXAMINATION OF THE ANNUAL REPORT AND THE OPINION ON THE INTERNAL AUDIT REPORT

No resolution is proposed.

## 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 2023 amounts to EUR 124,213,905.00.*

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

### EXPLANATION OF THE PROPOSED RESOLUTION

On the basis of Article 293(1) and (4) of the Companies Act (hereinafter: ZGD-1) the general meeting of shareholders

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 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 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:

1. *Skupščina delničarjev podeljuje Upravi razrešnico za poslovno leto 2023.*

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:

2. Skupščina delničarjev podeljuje Nadzornemu svetu razrešnico za poslovno leto 2023.

#### OBRAZLOŽITEV PREDLAGANEGA SKLEPA

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 PREDLAGANEGA SKLEPA

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 2023.
2. The general meeting of shareholders is granting the discharge to the Supervisory Board for the business year 2023.

#### EXPLANATION OF THE PROPOSED 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 PROPOSED 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) IMENOVANJE ČLANICE NADZORNEGA SVETA

Skupščini se predlaga naslednji sklep:

Za članico nadzornega sveta družbe GENERALI zavarovalnica d.d. se imenuje Andrea Leskovská, rojena 2.6.1974, s stalnim prebivališčem na naslovu Kostolište 125, 900 62 Kostolište, Slovaška Republika, za mandat od 1.6.2024 do 31.5.2028.

### OBRAZLOŽITEV PREDLAGANEGA SKLEPA

Za zagotavljanje raznolikosti izkušenj in kvalifikacij je predlagano imenovanje nove članice nadzornega sveta družbe GENERALI d.d. V nadaljevanju delničar podaja kratko predstavitev kandidatke za novo članico nadzornega sveta.

Andrea Leskovská je 2002 diplomirala na Ekonomski fakulteti v Bratislavi (Univerzity of Economics Bratislava). Svojo kariero je začela v zavarovalniški industriji leta 1999 kot pomočnik in nadzornik škod. V obdobju 20 let se je povzpela skozi vse karijerne stopnje na različnih področjih zavarovalniškega sektorja.

Od februarja 2024 je zaposlena v družbi Generali CEE Holding B.V., Praga, kot glavna izvršna direktorica za življenjska in zdravstvena zavarovanja, odgovorna za razvoj in donosno rast življenjskega in zdravstvenega zavarovanja v regiji Srednje in Vzhodne Evrope. Je tudi članica izvršnega odbora družbe Generali CEE Holding B.V., Praga.

Kot del gradiva je priloženo tudi poročilo o ustreznosti nadzornega sveta kot kolektivnega organa v predlagani novi sestavi.

Ljubljana, 16.5. 2024

Predsednica uprave / President of the Management board  
Vanja Hrovat

Član uprave / Member of the Management board  
Mitja Feri

## 7) APPOINTMENT OF THE SUPERVISORY BOARD MEMBER

The following resolution is proposed to the general meeting:

For a member of the Supervisory Board of GENERALI zavarovalnica d.d. is appointed Andrea Leskovská, born on June 2, 1974, residing at Kostolište 125, 900 62 Kostolište, Slovak Republic, for the term from 1.6.2024 to 31.5.2028.

### EXPLANATION OF THE PROPOSED RESOLUTION

In order to ensure the diversity of experience and qualifications, the appointment of new members of the Company's Supervisory Board is proposed. The following is a brief presentation of the candidates for the new members of the Supervisory Board.

Andrea Leskovská graduated from the Faculty of Economics in Bratislava (University of Economics Bratislava) in 2002. She began her career in the insurance industry in 1999 as an assistant and claims supervisor. Over a span of 20 years, she progressed through various career stages in different areas of the insurance sector.

Since February 2024, she has been employed at Generali CEE Holding B.V., Prague, as Life&Health Chief Insurance Officer in charge of Life & Health insurance development and profitable growth in the Central and Eastern European region. She is also a member of the executive board of Generali CEE Holding B.V., Prague.

A report on the suitability of the Supervisory Board as a collective body in its proposed new composition is also attached as part of the material.

