

GENERALI FOND DE PENSII S.A.		
Str. Gheorghe Polizu, Nr. 58-60, Sect. 1, Bucuresti		
SECRETARIAT GENERAL		
INTRARE	Nr.	5935
LEȘTE		
Ziua 10	Luna 9	Anul 2008

GENERALI FOND DE PENSII S.A.

Adunarea Generala Extraordinara a Acționarilor  
din data de 10.09.2008

## HOTARAREA

### Adunării Generale Extraordinare a Acționarilor

**GENERALI FOND DE PENSII S.A.**

**din data de 10.09.2008**

Subscrisii actionari, reprezentand 100% din capitalul social al Generali Fond de Pensii S.A., societate pe actiuni organizata si functionand conform legilor din Romania, avand sediul social in București, str. Polizu nr. 58-60, parter, sector 1, cod postal 011062, cu numarul de inregistrare la Registrul Comertului J40/13188/09.07.2007 si CUI 22080825 („Societatea”):

- **Generali Holding Vienna AG**, societate pe actiuni organizata si functionand conform legilor din Austria, cu sediul in Landskrongasse nr. 1-3, A-1010 Vienna, Austria, avand inregistrarea la Registrul Comertului numarul FN 107444g („Generali Holding Vienna”); si
- **Generali Asigurari S.A.**, societate pe actiuni organizata si functionand conform legilor din Romania, avand sediul social in București, str. Polizu nr. 58-60, de la parter la etajul 3, sector 1, cod postal 011062, cu numarul de inregistrare la Registrul Comertului J40/15648/1993 si CUI 4134668 („Generali Asigurari”);

(fiecare numit „Actionar” si impreuna numiti „Actionari”)

avand ca invitat Ceska pojistovna a.s., societate pe actiuni infiintata si functionand in conformitate cu legile din Republica Ceha, cu sediul in Praga 1, Spálená 75/16, PSČ (cod postal) 113 04, Republica Ceha, inregistrata la Curtea Municipala Praga sub sectiunea B, insert 1464 cu numarul de identificare (IČ) 452 72 956 („Ceska pojistovna a.s.”), in calitate de

## RESOLUTION of the

### Extraordinary General Assembly of Shareholders of

**GENERALI FOND DE PENSII S.A.**

**Dated 10.09.2008**

The undersigned shareholders, representing 100% of the share capital of Generali Fond de Pensii S.A., a joint stock company established and functioning under Romanian law, with registered headquarters at Bucharest, str. Polizu nr. 58-60, ground floor, sector 1, postal code 011062, registered with the Trade Registry under no. J40/13188/09.07.2007 and CUI 22080825 (the “Company”):

- **Generali Holding Vienna AG**, a joint stock company organized and in good standing under the laws of Austria, with its registered headquarters at Landskrongasse Street no. 1-3, A-1010 Vienna, Austria, registered with the Commercial Court in Vienna under No. 107444 (“Generali Holding Vienna”); and
- **Generali Asigurari S.A.**, a joint stock company organized and in good standing under the laws of Romania, with its registered headquarters at Bucharest, str. Polizu no. 58-60, ground floor to 3rd floor, sector 1, postal code 011062, registered with the Trade Registry under no. J40/15648/1993 and CUI 4134668 (“Generali Asigurari”)

(each a “Shareholder” and both collectively the “Shareholders”)

having as invited party Ceska pojistovna a.s., a company established and functioning under the laws of the Czech Republic, with its headquarters in Prague 1, Spálená 75/16, PSČ (post code) 113 04, the Czech Republic, registered with the Municipal Court in Prague under Section B, insert 1464 identification number (IČ) 452 72 956 (“Ceska pojistovna

cumparator al actiunilor detinute de Generali Holding Vienna AG, conform contractului de transfer din data de 09.09.2008, si, deci, viitor actionar al Societatii,

au tinut azi, 10.09.2008 o Adunare Generala Extraordinara a Actionarilor Societatii si au decis in unanimitate urmatoarele:

- 1 Sa renunte, conform art. 121 din Legea 31/1990 si art. 16.4 din Actul Constitutiv al Societatii, la toate formalitatile cu privire la convocarea Adunarii Generale Extraordinare a Actionarilor (notificarea si/sau publicarea anterioara a convocatorului) si sa declare prezenta adunare ca fiind constituita legal si statutar;
- 2 Sa ia act de contractul de transfer de actiuni („**Contractul de Transfer**”) incheiat intre Generali Holding Vienna A.G. si Ceska pojistovna a.s. on 09.09.2008, privind transferul tuturor actiunilor detinute de Generali Holding Vienna A.G. in Societate catre Ceska pojistovna a.s., respectiv un numar de 70.992.900 (saptezecimilioanenuasutenouzecisidoua miinouasute) actiuni, in forma dematerializata, fiecare in valoare nominala de 1(unu) RON, numerotate de la 1 la 14.098.590, de la 14.100.001 la 24998.910 si de la 25.000.001 la 70.995.400, reprezentand 99,99% din capitalul social al Societatii. Transferul actiunilor se face conform Contractului de Transfer si produce efecte la data obtinerii aprobarii din partea *Comisiei de Supraveghere a Sistemului de Pensii Private* din Romania („**CSSPP**”);
- 3 Ca rezultat al transferului tuturor actiunilor detinute de Generali Holding Vienna AG catre Ceska pojistovna a.s., sa aprobe modificarea actului constitutiv al Societatii dupa cum urmeaza:
  - 3.1 Introducerea se modifica si va avea urmatorul continut:

a.s.”), as acquirer of all shares held by Generali Holding Vienna AG according to the Deed of Transfer dated 09.09.2008 and, thus future shareholder of the Company,

held today, 10.09.2008 an Extraordinary General Assembly of Shareholders of the Company and unanimously resolved as follows:

- 1 To waive, according to article 121 of Law No. 31/1990 and article 16.4 of the constitutive act of the Company, all the call related formalities (notification and/or prior publication) for this Extraordinary General Assembly of Shareholders and to declare this assembly legally and statutory held;
- 2 To acknowledge the deed of transfer of shares (the “**Deed of Transfer**” concluded between Generali Holding Vienna A.G. and Ceska pojistovna a.s. on 09.09.2008, regarding the transfer of all shares held by Generali Holding Vienna A.G. in the Company to Ceska pojistovna a.s., respectively a number of 70.992.900 (seventy million nine hundred and ninety-two thousands and nine hundred) shares, dematerialized, each with a nominal value of 1 (one) RON, numbered from 1 to 14.098.590, from 14.100.001 to 24998.910 and from 25.000.001 to 70.995.400, representing 99,99% of the share capital of the Company. The shares shall be transferred according to the Deed of Transfer and the transfer shall be effective on the date of its approval by *Comisia de Supraveghere a Sistemului de Pensii Private* of Romania (“**CSSPP**”);
- 3 As a result of the transfer of all shares held by Generali Holding Vienna AG to Ceska pojistovna a.s., to approve the amendment of the constitutive act of the Company, as follows:
  - 3.1 The introduction shall be amended and it shall have the following content:

**„ACTUL CONSTITUTIV**

**AL**

**GENERALI FOND DE PENSII S.A.**

Prezentul Act Constitutiv (prezentul „Act Constitutiv”) este incheiat de catre si intre:

- 1 **Ceska pojistovna a.s.**, societate pe actiuni infiintata si functionand in conformitate cu legile din Republica Ceha, sediul in Praga, 1, Spálená 75/16, PSČ 113 04, Republica Ceha, inregistrata la Curtea Municipala Praga sub sectiunea B, insert 1464 cu numarul de identificare IČ 452 72 956;
- 2 **Generali Asigurari S.A.**, societate pe actiuni infiintata si functionand in conformitate cu legile din Romania, cu sediul social in Str. Polizu, nr. 58-60, de la Parter la etajul 3, sector 1, 011602, Bucuresti, Romania, inregistrata la Registrul Comertului sub nr. J40/15684/1993, avand cod unic de inregistrare 4134668,

(denumite individual „**Actionarul**” si in mod colectiv „**Actionarii**”) ”

3.2 Anexa A se modifica si va avea urmatorul continut:

**„Anexa A**

**Participarea Actionarilor la capitalul social**

Participarea Actionarilor la capitalul social al Societatii este urmatoarea:

- 1 **Ceska pojistovna a.s.** detine 70.992.900 (sapezecimilioanenuasutenouzecisidoua miinouasute) Actiuni, numerotate de la 1 la 14.098.590, de la 14.100.001 la 24998.910 si de la 25.000.001 la 70.995.400, fiecare in valoare nominala de 1 (unu) RON, reprezentand 99,99% din capitalul social al

**“CONSTITUTIVE ACT**

**OF**

**GENERALI FOND DE PENSII S.A.**

This Constitutive Act (the „Constitutive Act”) is concluded by and between:

- 1 **Ceska pojistovna a.s.**, joint stock company established and functioning under the laws of the Czech Republic, with its headquarters in Prague 1, Spálená 75/16, PSC 113 04, the Czech Republic, registered with the Municipal Court in Prague under Section B, insert 1464 identification number IČ 452 72 956;

- 2 **Generali Asigurari S.A.**, a joint stock company organized and in good standing under the laws of Romania, with its registered headquarters at Bucharest, str. Polizu no. 58-60, ground floor to 3rd floor, sector 1, postal code 011062, registered with the Trade Registry under no. J40/15648/1993 and CUI 4134668,

(individually referred to as the “**Shareholder**” and collectively, the “**Shareholders**”).”

3.2 Annex A shall be amended and it shall have the following content:

**“Annex A**

**The shareholders’ participation to the share capital**

The Shareholders’ participation to the share capital of the Company is as follows:

- 1 **Ceska pojistovna a.s.** holds 70,992,900 (seventy million nine hundred and ninety-two thousand and nine hundred) Shares, numbered from 1 to 14.098.590, from 14.100.001 to 24998.910 and from 25.000.001 to 70.995.400, each having a nominal value of 1 (one) RON, representing 99.99%, of the Company’s

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*Societatii, cu valoare totala de 70.992.900 (saptzeci milioan nouasutenuzece si doua mii nouasute) RON.*

*share capital, with a total value of 70,992,900 (seventy million nine-hundred and ninety-two thousand and nine hundred) RON.*

- |   |   |
|---|---|
| <p>2 <b>Generali Asigurari S.A.</b> detine 7.100 (saptemiinasuta) Actiuni, numerotate de la 14.098.591 la 14.100.000, de la 24.998.911 la 25.000.000 si de la 70.995.401 la 71.000.000, fiecare in valoare nominala de 1(unu) RON, reprezentand 00,01% din capitalul social al Societatii, cu valoare totala de 7.100 (saptemiinasuta) RON.”;</p> | <p>2 <b>Generali Asigurari S.A.</b> holds 7,100 (seven thousand one hundred) Shares, numbered from 14.098.591 to 14.100.000, from 24.998.911 to 25.000.000 and from 70.995.401 to 71.000.000, each having a nominal value of 1 (one) RON, representing 00.01% of the Company's share capital, with a total value of 7,100 (seven thousand one hundred) RON.”;</p> |
| <p>4 Sa aprobe intocmirea unui nou act constitutiv consolidat al Societatii, care va reflecta intocmai modificarile aprobate mai sus, si care va inlocui integral actualul act constitutiv al Societatii;</p>   | <p>4 To approve the drafting of a new consolidated constitutive act of the Company, reflecting exactly the amendments approved herein, that will replace in its entirety the current constitutive act of the Company;</p>   |
| <p>5 Sa adopte prezenta hotarare in scris prin corespondenta, in conformitate cu articolele 15.4 si 15.5 din actul constitutiv al Societatii, i.e. prin circularea prezentei hotarari spre semnare de catre toti actionarii si de catre partea invitata, in locul unei sedinte.</p>   | <p>5 To approve this resolution in writing by mail, in accordance with articles 15.4 and 15.5 of the constitutive act of the Company, i.e. by circulating this resolution to all Shareholders and the invited party, in lieu of a meeting.</p>  |
| <p>6 Toate partile semnatare ale prezentei hotarari imputernicesc/mandateaza pe Presedintele Directoratului/oricare dintre membrii Directoratului sa indeplineasca urmatoarele formalitati:</p>   | <p>6 All parties signing the present Resolution authorize hereby the President of the Board of Directors/either Member of the Board of Directors to carry out the following formalities:</p>  |
| <p>6.1 obtinerea aprobarii din partea CSSPP privind Contractul de Transfer si calitatea Ceska pojistovna a.s. de nou actionar al Societatii;</p>  | <p>6.1 obtaining the approval by CSSPP of the Deed of Transfer and Ceska pojistovna a.s. as new shareholder of the Company;</p>   |
| <p>6.2 intocmirea noul act constitutiv consolidat al Societatii, conform punctului 4 din prezenta hotarare, si inregistrarea acestuia la toate autoritatile competente din Romania, incluzand, dar fara a se limita la, CSSPP si Oficiul Registrului Comertului;</p>  | <p>6.2 drafting the new consolidated constitutive act of the Company, according to point 4 herein, and its registration to all relevant authorities in Romania, including, but not limited to CSSPP and the trade Registry;</p>   |
| <p>6.3 imediat dupa obtinerea aprobarii CSSPP, efectuarea modificarilor aferente in</p>   | <p>6.3 immediately after the approval by CSSPP is obtained, to record the related</p>   |

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Registrul Actionarilor Societatii privind  
iesirea din societate a actionarului Generali  
Holding Vienna AG si inlocuirea acestuia  
cu noul actionar Ceska pojistovna a.s.;

changes in the Company's Shareholders'  
Registry, regarding the exit of Generali  
Holding Vienna AG from the Company  
and its replacement with the new  
shareholder Ceska pojistovna a.s.;

6.4 efectuarea oricaror alte formalitati cerute  
de legea romana pentru aducerea la  
indeplinire si publicarea prezentei hotarari.

6.4 to carry out any other formalities  
requested by Romania law to enforce this  
resolution, including to publish it.

Semnata in 6 (sase) exemplare originale.

Signed in 6 (six) originals.

Generali Holding Vienna A.G.

Generali Holding Vienna AG

Prin: Dr. Luciano Cirina

By: Dr. Luciano Cirina

Prin: Mag. Michael Köchl

By: Mag. Michael Köchl

Generali Asigurari Romania S.A.

Generali Asigurari Romania S.A.

Prin: Mr. Tudor Mircea Moldovan

By: Mr. Tudor Mircea Moldovan

Prin: Mr. Calin Dragos Marius

By: Mr. Calin Dragos Marius

Ceska pojistovna a.s.

Ceska pojistovna a.s.

Prin: Mr. Ladislav Bartonicek

By: Mr. Ladislav Bartonicek

Prin: Mr. Ivan Vodicka

By: Mr. Ivan Vodicka