



<p>Ordinea de zi a Adunarii Generale Extraordinare a Actionarilor S.C. Generali Societate de Administrare a Fondurilor de Pensii Private S.A. din data de 07 aprilie 2009</p>	<p>AGENDA of the Extraordinary General Meeting of Shareholders of Generali Societate de Administrare a Fondurilor de Pensii Private S.A. of 07 april 2009</p>
<p>Directoratul Generali Societate de Administrare a Fondurilor de Pensii Private S.A., societate pe actiuni organizata si functionand în conformitate cu legile din Romania, cu 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”):</p> <p>Convoaca Adunarea Generala Extraordinara a Actionarilor in data de 7 Aprilie 2009 ora 11:00 la sediul societatii cu urmatoarea ordine de zi</p>	<p>The Board of Directors of Generali Societate de Administrare a Fondurilor de Pensii Private S.A., a joint stock company organized and operating under the laws of Romania, with its registered office in 58-60 Polizu street, ground floor, sector 1, postal code 011062, Bucharest, registered with the Trade Registry under No. J40/13188/09.07.2007, having the sole registration code 22080825 (the "Company”):</p> <p>Convokes the Extraordinary General Meeting of Shareholders on 7th of April 2009 at 11:00 at the Company’s headquarters having the following agenda</p>
<p>1. Modificarea art. 35.3 din Actului Constitutiv al Societatii dupa cum urmeaza: 2.1. Forma actuala a art. 35.3 din Actul Constitutiv "Membrii Directoratului vor fi numiti de Consiliul de Supraveghere pe o perioada de 1 (un) an." 2.2. Forma modificata a art. 35.3 din Actul Constitutiv: "<i>Membrii Directoratului vor fi numiti de Consiliul de Supraveghere pe o perioada de maximum 4 (patru) ani.</i>"</p>	<p>1. Modification of art. 35.3 from the Company’s Articles of Association: 2.1. In its actual form Article 35.3 of the Company’s Articles of Association stipulates "the Members of the Board of Directors will be appointed by the Supervisory Board for a period of 1 (one) year." 2.2. The amended form of art. 35.3 of the Company’s Articles of Association: "<i>the Members of the Board of Directors will be appointed by the Supervisory Board for a period of maximum 4 (four) years.</i>"</p>



Generali Societate de Administrare

a Fondurilor de Pensii Private S. A.

<p>2. Completarea Actului Constitutiv al societatii la art. 2 : Forma Juridica prin introducerea art. 2.7. cu text ISVAP: <i>„Compania face parte din grupul de asigurari Generali. In aceasta calitate este obligata sa se supuna instructiunilor primite de la compania mama in exercitarea managementului si activitatilor de coordonare, sa implementeze masurile emise de catre ISVAP in interesul unui management stabil si eficace al grupului. Directoratul companiei furnizeaza companiei mama toate informatiile solicitate pentru emiterea acestor instructiuni.”</i></p>	<p>2. Completion of the Company's Articles of Association, art. 2 – Legal Form, by introducing art. 2.7 with the ISVAP text: <i>„ The company is part of Generali Insurance Group. In such a capacity, it shall be bound to comply with the instructions issued by the parent company, in the exercise of its management and coordination activities, to implement the measures issued by ISVAP in the interests of stable, efficient management of the group. The company's directors provide the parent company with all data and information required for the issue of the said instructions”.</i></p>
<p>3. Numirea membrilor Consiliului de Administratie incepand cu data de 7 Aprilie 2009.</p>	<p>3. Appointment of Supervisory Board's Members starting with 7 April 2009</p>
<p>Generali Societate de Administrare a Fondurilor de Pensii Private S.A.</p> <p>Ioan Vreme CEO</p>	<p>Generali Societate de Administrare a Fondurilor de Pensii Private S.A.</p> <p>Ioan Vreme CEO</p>