

GENERALI SOCIETATE DE ADMINISTRARE A FONDURILOR DE PENSII PRIVATE S.A. Str. Gheorghe Polizu, Nr.58-60, Sect.1, București		
SECRETARIAT GENERAL		
INTRARE/IEȘIRE Nr.	31578	
Ziua	11	Luna 08 Anul 2009



Generali Societate de Administrare  
a Fondurilor de Pensii Private S. A.

**HOTARAREA**  
**Adunarii Generale Extraordinare a**  
**Actionarilor S.C. Generali Societate de**  
**Administrare a Fondurilor de Pensii**  
**Private S.A.**  
**din data de 11 august 2009**

Subscrisii actionari, reprezentand 100% din capitalul social al 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**”):

1) **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, PSC 113 04, Republica Ceha, inregistrata la Curtea Municipala Praga sub sectiunea B, insert 1464 cu numarul de identificare (IČ) 452 72 956

(„**Ceska Pojistovna**”); si

2) **Generali Asigurari S.A.**, societate pe actiuni infiintata si functionand în conformitate cu legile din Romania, cu sediul social in București, str. Polizu nr. 58-60, parter-etaj 1, 2, 3, sector 1, 011062, cu numarul de inregistrare la Registrul Comertului J40/15648/1993 si CUI 4134668

(„**Generali Asigurari**”);

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

au tinut azi, 11 august 2009, o Adunare Generala Extraordinara a Actionarilor Societatii si au decis in unanimitate urmatoarele:

**DECISION**  
**of the Extraordinary General Meeting**  
**of Shareholders**  
**of Generali Societate de Administrare**  
**a Fondurilor de Pensii Private S.A.**  
**of August 11, 2009**

The undersigned shareholders, representing 100% of the share capital 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**”):

1) **Ceska pojistovna a.s.**, a joint stock company organized and operating under the laws of the Czech Republic, with its registered office at 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

(„**Ceska Pojistovna**”); and

2) **Generali Asigurari S.A.**, a joint stock company organized and operating under the laws of Romania, with its registered office in 58-60 Polizu street, Sector 1, postal code 011062, Bucharest, registered with the Trade Registry under No. J40/15648/1993 and holding the sole registration code 4134668

(“**Generali Asigurari**”);

(individually as “**Shareholder**” and jointly the “**Shareholders**”)

held today, August 11, 2009, an Extraordinary General Meeting of Shareholders of the Company and unanimously resolved the following:

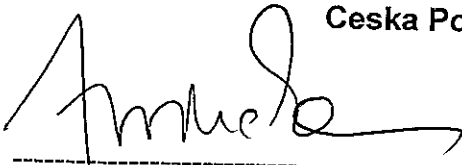
1. Sa renunte, conform art. 121 din Legea 31/1990 si art. 16.4 din Actul Constitutiv al Societatii, la toate formalitatile cu privire la convocarea Adunarii Generale Extraordinare a Actionarilor (notificarea si/sau publicarea anterioara a convocatorului) si sa declare prezenta adunare ca fiind constituita legal si statutar;
2. Numeste 2 (doi) noi membri in Consiliul de Administratie incepand cu data de 1 Septembrie 2009 si anume: dl. Gianluca Colocci si dl. Pavel Paidar.
3. Adunarea Generala Extraordinara a Actionarilor deleaga pana la urmatoarea Adunare Generala Ordinara a Actionarilor exercitiul atributiilor sale de aprobare a schimbarii sediului social al societatii catre Consiliul de Supraveghere, conform art. 25 lit. f din Actul Constitutiv si art. 114 alin. 1 din Legea 31/1990 privind societatile comerciale.
4. Sa adopte prezenta hotarare in scris, in conformitate cu articolul 15.3 din Actul Constitutiv al Societatii.
5. Toate partile semnatare ale prezentei hotarari imputernicesc/mandateaza pe Presedintele Directoratului/oricare dintre membrii Directoratului sa indeplineasca urmatoarele formalitati:
  - 5.1. Intocmirea noului act constitutiv consolidat al Societatii si inregistrarea acestuia la toate autoritatile competente din Romania, incluzand, dar fara a se limita la, CSSPP si Oficiul Registrului Comertului;
  - 5.2. Efectuarea oricaror alte formalitati cerute de legea romana pentru aducerea la indeplinire si publicarea prezentei hotarari.

Semnata in 6 (sase) exemplare originale.

1. To waive, according to Art. 121 of Law No. 31/1990 and Art. 16.4 of the Company's Articles of Association, all the call related formalities (notification and/or prior publication of the call) for the Extraordinary General Meeting of Shareholders and to declare this Meeting as legally and statutory convened;
2. Appoints 2 (two) new members of Supervisory Board starting with 1 September 2009, namely: Mr. Gianluca Colocci and Mr. Pavel Paidar.
3. Extraordinary General Assembly of Shareholders delegates, till the next General Ordinary Assembly of the Shareholders, the exercise of its attributions for approving the change of the registered office of the company to the Supervisory Board, according to art. 25, let. f of the Company's Articles of Association and art. 114 para. 1 of Law 31/1990 on commercial companies.
4. To adopt this resolution in writing, in accordance with article 15.3 of the Company's Articles of Association.
5. All the signatory parties of this decision hereby authorize the Chairman of the Board of Directors/any of the members of the Board of Directors to carry out the following formalities:
  - 5.1. To draw up the new consolidated Company's Articles of Association and its registration to all competent authorities in Romania, including, but not limited to the Private Pension System Supervisory Commission and the Office of the Trade Registry;
  - 5.2. To carry out any other formalities requested by Romanian law to enforce and publish this decision.

Signed in 6 (six) original copies.

Ceska Pojistovna s.a.



---

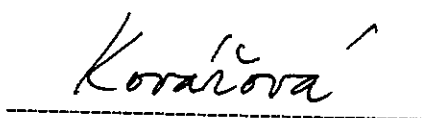
Prin / By: Ivan Vodička



---

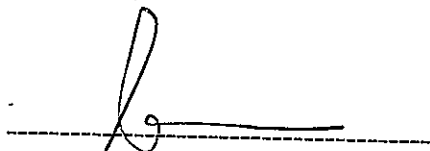
Prin / By: Marcel Dostal

Generali Asigurari Romania S.A.



---

Prin / By: Marie Kovářová



---

Prin / By: Adrian Marin