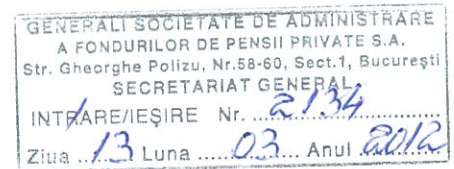




GENERALI
Pensii



**CONVOCATOR
ADUNAREA GENERALĂ ORDINARĂ A
ACȚIONARILOR**

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

Directoratul GENERALI - Societate de Administrare a Fondurilor de Pensii Private SA, societate administrata in sistem dualist, infiintata si functionand potrivit legislatiei din Romania, cu sediul social in Bucuresti, str. Polizu nr. 58-60, etaj 2, sector 1, inregistrata in Registrul Comertului sub nr. J40/13188/2007, CUI: 22080825, in temeiul art 117(1) din Legea 31/1990 privind societatile comerciale, republicata precum si ale art. 16.1 a) din Actul Constitutiv al Societatii

**CONVOCATION of the
ORDINARY GENERAL SHAREHOLDERS'
MEETING**

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

The Directorate of Generali Societate de Administrare a Fondurilor de Pensii Private SA, administered in dualist system, founded and operating under the laws of Romania, with its registered office in Bucharest, street Gh. Polizu no. 58-60, 2nd floor, district 1, registered in Trade Register under no. J40/13188/2007, CUI: 22080825, under Article 117 (1) of Law 31/1990, republished and of Article 16.1 a) of Company's Article of Association

**CONVOACĂ
ADUNAREA GENERALĂ ORDINARA A
ACȚIONARILOR**

ai Societății, in data de **13.04.2012, ora 10⁰⁰**, la sediul societatii, cu următoarea **ORDINE DE ZI:**

**CONVOKES
THE ORDINARY SHAREHOLDERS'
GENERAL MEETING**

On 04/13/2012, at 10⁰⁰, the company's headquarters, with the following **AGENDA:**

1) Aprobarea rapoartelor de activitate prezentate de Consiliul de Supraveghere si de Directorat pentru anul 2011 si descarcarea de gestiune a acestora.

1) The approval of the activity reports presented by the Supervisory Board and by the Board of Directors for the year 2011 and their relieve and discharge.

2) Aprobarea situatiilor financiare ale Societatii pe anul 2011, pe baza rapoartelor prezentate de Directorat, Consiliul de Supraveghere si Auditorul financiar extern Ernst & Young Assurance Services S.R.L.

2) The approval of the financial statements of the Company for the year 2011, based on the reports presented by the Board of Directors, Supervisory Board and the external financial auditor Ernst & Young Assurance Services S.R.L.

3) Aprobarea bugetului de venituri si de cheltuieli al Societatii pe anul 2012, asa cum a fost prezentat de Directorat.

3) The approval of the income and expenses budget of the Company for the year 2012, as it was presented by the Board of Directors

4) Aprobarea numirii societatii PriceWaterHouseCoopers Audit S.R.L. cu sediul in Bucuresti, Str.Costache Negri, nr.1-5, Sector 5 ca auditor financiar extern al societatii, pentru anul 2012.

4) The approval for appointment of PriceWaterHouseCoopers Audit S.R.L. with registered office in Bucharest, street Costache Negri, no.1-5, District 5 as the external financial auditor of the Company for the year 2012.

S.C. Generali Societate de Administrare a Fondurilor de Pensii Private S.A.– societate administrata in sistem dualist

Autorizata prin Decizia CSSPP nr. 63/2007, Cod însciere: SAP-RO-22093262, Operator de Date cu Caracter Personal nr. 5694, sediul social: București Sector 1 Str. Polizu Nr. 58-60, Etaj 2, Zona Sud, Cod poștal 011062, Telefon +40 21 3135150, Fax +40 213135170; Internet: <http://pensii.general.ro>, E-mail: pensii@general.ro, CUI: 22080825, J40/13188/2007, Capital social integral vărsat 89.000.000 lei, Companie membră a Grupului Generali listat în Registrul Grupurilor de asigurare gestionat de către ISVAP sub numărul 26

5) Aprobarea situatiilor financiare ale fondul administrat privat "ARIPI" asa cum au fost prezentate de Directorat si de firma de Audit financiar extern Ernst&Young Assurance Services S.R.L. ca auditor al fondului pe anul 2011.

5) The approval of the financial statements of the "ARIPI" Privately Administered Fund, as it was presented by the Board of Directors and by the External Auditor Company - Ernst & Young Assurance Services S.R.L. as auditor of the fund for the year 2011.

6) Repartizarea profitului fondului privat "ARIPI" obtinut in anul 2011.

6) Profit allotment of privately administered Fund, as it was obtained in year 2011.

7) Aprobarea situatiilor financiare ale fondului de pensii facultativ "STABIL" asa cum au fost prezentate de Directorat si de firma de Audit financiar extern Ernst&Young Assurance Services S.R.L. ca auditor al fondului pe anul 2011.

7) The approval of the financial statements of the "STABIL" Voluntary Pension Fund, as it was presented by the Board of Directors and by the External Auditor Company - Ernst & Young Assurance Services S.R.L. as auditor of the fund for the year 2011.

8) Repartizarea profitului fondului facultative "STABIL" obtinut in anul 2011.

8) Profit allotment of facultative pension fund obtained in year 2011.

9) Imputernicirea Presedintelui Directoratului/ Presedintelui/ Presedintei dintre membrii Directoratului de a semnata toate documentele necesare si de a asigura la indeplinire formalitatile cerute de legea Romana si de norme Comisiei de Supraveghere a Sistemului de Pensii din Romania

9) Chairman of the Board of Directors/any member of the Board of Directors will be empowered, to sign all the documents and to fulfill the formalities in accordance with the Romanian law and the Norms of the Supervisory Commission of Romanian Pensions System

10) In situatia neindeplinirii conditiilor de convocare la data primei adunari, se convoaca o noua Adunare Generala Ordinara a Actionarilor pentru data de 14.04.2012, la aceeasi ora, in acelasi conditii si cu aceeasi ordine de zi.

10) A new General Shareholders' Meeting will be scheduled on 14.04.2012 under the same conditions and with the same agenda provided that the quorum at the date of the first Meeting will not be met.

11) Actionarii pot participa si vota in Adunarea Generala a Actionarilor prin reprezentantii lor legali sau prin alte persoane imputernicite de catre acestia pentru Adunarea Generala.

11) Shareholders may attend the General Shareholders' Meeting through their legal representatives empowered persons or through other persons empowered by them for the General Shareholders' Meeting.

Anne Marie Mancas

Dragos Mihai Neamtu

Membri ai Directoratului/Board of Directors Members

