



**CONVOCATOR
ADUNAREA GENERALA EXTRAORDINARA A
ACTIONARILOR
Generali Societate de Administrare a Fondurilor
de Pensii Private S.A.**

Directoratul GENERALI - Societate de Administrare a Fondurilor de Pensii Private S.A., societate administrata in sistem dualist, infiintata si functionand potrivit legislatiei din Romania, cu sediul social in Bucuresti, Piata Charles de Gaulle, nr. 15, etaj 6, sector 1, cod postal 011857, 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

**CONVOACA ADUNAREA GENERALA
EXTRAORDINARA A ACTIONARILOR**
pentru data de **19.08.2013, ora 10⁰⁰, la sediul
social al societatii**, cu urmatoarea **ORDINE DE ZI:**

1. Informarea actionarilor cu privire la mutarea sediului social al societatii Generali Romania Asigurare Reasigurare S.A., din Bucuresti, str. Ghe. Polizu, nr. 58 – 60, etaj 4, sector 1 in Bucuresti, Piata Charles de Gaulle, nr. 15, etaj 6, 7 si 8, sector 1.

2. Aprobarea actualizarii Actului Constitutiv al Generali Societate de Administrare a Fondurilor de Pensii Private S.A. cu adresa noului actionar, dupa cum urmeaza:

2.1 Preambulul Actului Constitutiv avand urmatorul continut:

“S.C. Generali Romania Asigurare Reasigurare S.A. societate pe actiuni infiintata si functionand in conformitate cu legile din Romania, cu sediul social in Str. Gh. Polizu, nr. 58-60, etaj 4, sector 1, Bucuresti, Romania, inregistrata la Registrul Comertului sub nr. J40/17484/2007, avand Cod Unic de Inregistrare RO 2886621”

Se modifica si va avea urmatorul continut:

“Generali Romania Asigurare Reasigurare S.A. societate pe actiuni infiintata si functionand in conformitate cu legile din Romania, cu sediul social in Piata Charles de Gaulle, nr. 15, etaj 6, 7 si 8, sector 1, Bucuresti, Romania, inregistrata la Registrul Comertului sub nr. J40/17484/2007, avand Cod Unic de Inregistrare RO 2886621”

**CONVOCATION of the
EXTRAORDINARY 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 S.A., administered in dualist system, founded and operating under the laws of Romania, with its registered office in Bucharest, Charles de Gaulle Plaza, no. 15, 6th floor, 1st district, postal code 011857, registered in Trade Register under no. J40/13188/2007, having the sole registration no. 22080825, under Article 117 (1) of Law 31/1990, republished and of Article 16.1 a) of Company's Article of Association

**CONVOKES THE EXTRAORDINARY
SHAREHOLDERS' GENERAL MEETING**
On **19th August 2013, at 10⁰⁰**, at the company's headquarters, with the following **AGENDA:**

1. The shareholders have been notified on the relocation of the company headquarters of SC Generali Romania Asigurare Reasigurare S.A. from Bucharest, Ghe. Polizu Street, no. 58-60, 4th floor, 1st district in Bucharest, Charles de Gaulle Plaza, no. 15, 6th, 7th and 8th floor, 1st district.

2. The approval of updating the Articles of Association of Generali Societate de Administrare a Fondurilor de Pensii Private S.A. by including the name of the new shareholder, as follows:

2.1 The preamble to the Articles of Association having the following content:

“S.C. Generali Romania Asigurare Reasigurare S.A. a joint stock company established and operating according to the Romanian laws, with its registered office in 58-60 Gh. Polizu Street, 4th floor, District 1, Bucharest, Romania, registered with the Trade Register under no. J40/17484/2007, and having the sole registration code RO 2886621”

Shall be modified and shall have the following content:

“Generali Romania Asigurare Reasigurare S.A. a joint stock company established and operating according to the Romanian laws, with its registered office in Charles de Gaulle Plaza, no. 15, 6th, 7th and 8th floor, District 1, Bucharest, Romania, registered with the Trade Register under no. J40/17484/2007, and having the sole registration code RO 2886621”

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



3. Intocmirea unui Act constitutiv consolidat al Societatii si inregistrarea acestuia la toate autoritatile competente din Romania, incluzand, dar fara a se limita la, Autoritatea de Supraveghere Financiara din Romania (A.S.F.) si Oficiului Registrului Comertului.

4. Imputernicirea Presedintelui Directoratului/ oricare dintre membrii Directoratului de a semna toate documentele necesare si de a duce la indeplinire formalitatile cerute de legea Romana si de normele Autoritatea de Supraveghere Financiara din Romania (A.S.F.)

In situatia neindeplinirii conditiilor de cvorum la data primei adunari, se convoaca o noua Adunare Generala Extraordinara a Actionarilor pentru data de **20.08.2013**, la aceeasi ora, in acelasi conditii si cu aceeasi ordine de zi.

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.

3. Drawing up of the new consolidated Company's Articles of Association which will be registered /submitted to all competent authorities in Romania, including, but not limited to the Financial Supervisory Authority (F.S.A.) of Romania and to the Office of the Trade Registry.

4. 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 with the Norms of the Financial Supervisory Authority (F.S.A.) of Romania.

A new General Shareholders' Meeting will be scheduled on **20th August 2013**, at the same hour, under the same conditions and with the same agenda provided that the quorum at the date of the first Meeting will not be met.

Shareholders may attend to and vote in the General Shareholders' Meeting through their legal representatives or through other empowered persons for the General Shareholders' Meeting.

Ioan V
Presedintele Directoratului/Ch

IREME,
Chairman of the Board of Directors

Anne-Marie
Membru Directoratului/Memb

Mancas,
Member of the Board of Directors



Generali Societate de Administrare a Fondurilor de Pensii

Private S.A.– societate administrata in sistem dualist