



CONVOCATOR

ADUNAREA GENERALA EXTRAORDINARA A
ACTIONARILORGenerali 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 **03.03.2016, ora 10⁰⁰**, la sediul social al societatii, cu urmatoarea **ORDINE DE ZI:**

1. Informarea actionarilor cu privire la modificarea sediului social al societatii Generali Romania Asigurare Reasigurare S.A., din Bucuresti, sector 1, str. Piata Charles de Gaulle, nr. 15, etajele 6, 7, si 8 in Bucuresti, sector 1, str. Piata Charles de Gaulle, nr. 15, etajele 6 si 7.

2. Modificarea Actului Constitutiv al Generali Societate de Administrare a Fondurilor de Pensii Private S.A. cu noua adresa a actionarului, dupa cum urmeaza:

2.1 Preambulul Actului Constitutiv avand 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"

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 si 7, sector 1, Bucuresti, Romania, inregistrata la Registrul Comertului sub nr. J40/17484/2007, avand Cod Unic de Inregistrare RO 2886621"

CONVOCACTION of the

EXTRAORDINARY GENERAL SHAREHOLDERS'
MEETINGGenerali Societate de Administrare a Fondurilor
de Pensii Private S.A.

The Directorate of Generali Societate de Administrare a Fondurilor de Pensii Private S.A., a company organized on two-tiers 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 **03th March 2016, at 10⁰⁰**, at the company's headquarters, with the following **AGENDA:**

1. To inform the shareholders on the amendment of the company headquarters of Generali Romania Asigurare Reasigurare S.A. from Bucharest, Charles de Gaulle Plaza, no. 15, 6th, 7th and 8th floor, 1st district in Bucharest, Charles de Gaulle Plaza, no. 15, 6th and 7th floor, 1st district.

2. To amend the Articles of Association of Generali Societate de Administrare a Fondurilor de Pensii Private S.A. by updating the address of the shareholder, as follows:

2.1 The preamble to the Articles of Association having 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"

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 and 7th 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

Autorizata prin Decizia CSSPP nr. 63/2007, Cod înscrisiere: SAP-RO-22093262, Operator de Date cu Caracter Personal nr. 5694, sediul social: București, Sector 1, Piata Charles de Gaulle, nr. 15, etaj 6, Cod Poștal 011857, 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 52.000.000 lei, Companie membră a Grupului Generali listat în Registrul Grupurilor de asigurare gestionat de către IVASS sub numărul 26



GENERALI

Pensii

3. Imputernicirea Presedintelui Directoratului/oricare dintre membrii Directoratului sa intocmeasca Actul 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 **04.03.2016**, 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. To empower the Chairman of the Board of Directors/any member of the Board of Directors to draw up 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. To empower the Chairman of the Board of Directors/any member of the Board of Directors 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 **04th March 2016**, 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 VREME,
Presedintele Directoratului/Chairman of the Board of Directors



Anne-Marie Mancas,
Membru Directoratului/Member of the Board of Directors

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

Autorizata prin Decizia CSSPP nr. 63/2007, Cod înscrisiere: SAP-RO-22093262, Operator de Date cu Caracter Personal nr. 5694, sediul social: București, Sector 1, Piata Charles de Gaulle, nr. 15, etaj 6, Cod Poștal 011857, 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 52.000.000 lei, Companie membră a Grupului Generali listat în Registrul Grupurilor de asigurare gestionat de către IVASS sub numărul 26