



**GENERALI**  
Pensii

S.C. GENERALI S.A.F.P.P. S.A.  
REGISTRU DE SEDIINTE  
A.G.A./C.S./DIRECTORAT  
Nr. 3 / 10.08.2018

**HOTARAREA**  
**Adunarii Generale Ordinare a Actionarilor**  
**Generali Societate de Administrare a**  
**Fondurilor de Pensii Private S.A.**  
**din data de 10 august 2018**

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 Bucuresti, Piata Charles de Gaulle, nr. 15, etaj 6, sector 1, cu numarul de inregistrare la Registrul Comertului J40/13188/09.07.2007 si CUI 22080825 („Societatea”):

**Česká pojišťovna a.s.**, societate pe actiuni infiintata si functionand in conformitate cu legile din Republica Ceha, cu sediul in Praga 1, Spálená 75/16, PSČ 113 04, Republica Ceha, inregistrata la Curtea Municipala Praga sub sectiunea B, insert 1464 cu numarul de identificare (IČ) 452 72 956 („Česká pojišťovna a.s.”), detinand 51.994.800 actiuni reprezentand 99,99% din capitalul social al Societatii; si

**Generali Romania Asigurare Reasigurare S.A.**, societate pe actiuni infiintată si functionand în conformitate cu legile din Romania, cu sediul social in București, Piata Charles de Gaulle nr.15, etaj 6,7,8 sector 1, 011857, cu numarul de inregistrare la Registrul Comertului J40/15648/1993 si CUI 4134668 („Generali Romania Asigurare Reasigurare”), detinand 5.200 de actiuni, reprezentand 0,01 % din capitalul social al societatii (fiecare numit „Actionar” si impreuna numiti „Actionari”) au tinut sedinta Adunarii Generale Ordinara a Actionarilor astazi, 10 august 2018.

Actionarii prezenti si reprezentati la Adunarea Generala Ordinara a Actionarilor **au aprobat in unanimitate urmatoarele:**

1. Sa renunte la formalitatile prevazute de lege cu privire la convocarea Adunarii Generale Ordinare a Actionarilor si declara prezenta adunare ca fiind constituita legal si statutar, potrivit prevederilor art. 121 din Legea nr. 31/1990 a societatilor, republicata, cu modificarile si completarile ulterioare, si art. 16.4 din Actul Constitutiv al Societatii.
2. Numeste membru in Consiliului de Supraveghere al Societatii pentru o noua perioada de 4 (patru) ani, incepand cu data de 10.11.2018 pana la data de 09.11.2022 pe domnul Adrian Constantin Marin, cetatean roman, nascut la 04.11.1967, domiciliat in Bucuresti, sector 5, strada

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

**DECISION**  
**of the Ordinary General Meeting of**  
**Shareholders of**  
**Generali Societate de Administrare a Fondurilor**  
**de Pensii Private S.A.**  
**of 10 August 2018**

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 Piata Charles de Gaulle no. 15, 6<sup>th</sup> floor, sector 1, Bucharest, registered with the Trade Registry under No. J40/13188/09.07.2007, having the sole registration code 22080825 (the “Company”):

**Česká pojišťovna a.s.**, a joint stock Company organized and operating under the laws of The Czech Republic, with its registered office in Prague 1, Spálená 75/16, PSČ 113 04, The Czech Republic, registered with the Municipal Court in Prague under Section B, insert 1464 identification number (IČ) 452 72 956 („Česká pojišťovna a.s.”), holding 51.994.800 shares representing 99.99% of the registered share capital of the Company; and **Generali Romania Asigurare Reasigurare S.A.**, a joint stock Company organized and operating under the laws of Romania, with its registered office in 15 Piata Charles de Gaulle, 6,7,8 floors, Sector 1, postal code 011857, Bucharest, registered with the Trade Registry under No. J40/15648/1993 and having the sole registration code 4134668 (“Generali Romania Asigurare Reasigurare”), holding 5,200 shares representing 0.01 % of the registered share capital of the Company (each a “Shareholder” and jointly the “Shareholders”) held today, on 10<sup>th</sup> August 2018, the Ordinary General Meeting of Shareholders.

Shareholders attending the Ordinary General Meeting of Shareholders in person or by representative **have unanimously approved the following:**

1. To waive to the formalities provided by law on the convocation of the Ordinary General Meeting of Shareholders and declared this meeting as legally and statutorily constituted according to Art. 121 of Law No. 31/1990 on the trade companies, republished, with the subsequent amendments and additions and to Art. 16.4 of the company's Memorandum of Association.
2. To appoint Mr. Adrian Constantin Marin, Romanian citizen, born on 04 November 1967, domiciled in Bucharest, 5th district, Mos Adam street, no. 27, identified with the id card series RT no. 864180, issued by the S.P.C.E.P. Sector 5 on 27.02.2013, valid until 04.11.2023, CNP

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# GENERALI

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Mos Adam, nr. 27, legitimat cu carte de identitate, seria RT, nr. 864180, eliberata de S.P.C.E.P. Sector 5 la data de 07.02.2013 valabila pana la data de 04.11.2023, CNP 1671104424521.

3. Exercitarea functiei de membru al Consiliului de Supraveghere de catre domnul Marin Adrian Constantin, numit de actionari prin prezenta Hotarare, se va face numai dupa obtinerea deciziei de autorizare de la Autoritatea de Supraveghere Financiara din Romania.

4. Imputerniceste pe Presedintele Directoratului/ oricare dintre membri Directoratului sa semneze toate documentele necesare punerii in aplicare a prezentei hotarari si sa duca la indeplinire formalitatile cerute de legea Romana si de Normele Autoritatii de Supraveghere Financiara din Romania.

5. Sa adopte prezenta hotarare in scris, in conformitate cu prevederile art. 15.4 al Actului Constitutiv al Societatii si cu dispozitiile legale.

6. In cazul inconsecventei sau discrepantei între versiunea în limba engleză și versiunea în limba romana ale prezentului document, versiunea în limba romana va avea întâietate.

7. Prin prezenta, Actionarii inteleg sa-si asume raspunderea pentru si sa ratifice orice actiune efectuata sau orice act emis ori semnat de oricare din persoanele imputernicite si autorizate, in limitele si conditiile prevazute in prezenta Hotarare.

Semnata in 3 (trei) exemplare originale.

1671104424521, as member of Company's Supervisory Board, for a new mandate of 4 (four) years, starting with 10.11.2018 until 09.11.2022.

3. Mr. Marin Adrian Constantin shall exercise the position as a member of the Company's Supervisory Board, such appointment being made by the shareholders under this Decision, only after the obtainment of the authorization decision from the Romanian Financial Supervisory Authority.

4. The shareholders empower the President of the Board of Directors / any member of the Board of Directors to sign all the necessary documents and to fulfill the formalities provided by the Romanian law and by the Norms of the Romanian Financial Supervisory Authority.

5. To adopt this decision in writing, according to the provisions of art. 15.4 of the Company's Memorandum of Association and to the legal provisions.

6. In the event of inconsistency or discrepancy between the English version and the Romanian versions of this document, the Romanian language version shall prevail.

7. Do hereby, the Shareholders understand to take the responsibility for and to ratify any action performed or any act issued or signed by any of the empowered and authorized persons, within the limits and conditions provided herein.

Executed in 3 (three) original copies.

## Česká pojišťovna a.s.

Prin / By:

Marek Jankovič  
Presedinte al Directoratului /  
Chairman of the Board of Directors

Petr Bohumský  
Vicepresedinte al Directoratului /  
Vice chairman of the Board of Directors

## Generali Romania Asigurare Resigurare S.A.

Prin / By:

Daniela Pene  
Membru al Directoratului /  
Board Member

Paolo Coletto  
Membru al Directoratului /  
Board Member