



GENERALI
Fond de Pensii

S.C. GENERALI S.A.F.P.P. S.A.
REGISTRU DE SEDINTE
A.G.A./C.S./DIRECTORAT
Nr. 3 / 13082019

HOTARAREA

Adunarii Generale Extraordinare a Actionarilor Generali Societate de Administrare a Fondurilor de Pensii Private S.A.

din data de 13.08.2019

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, Nové Město, Spálená 75/16, Cod Postal 110 00, 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 înființată si functionand în conformitate cu legile din Romania, cu sediul social in București, Piata Charles de Gaulle nr.15, etaj 6-7 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 azi, 13 August 2019, o Adunare Generala Extraordinara a Actionarilor Societatii.

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

1. Sa renunte la formalitatile prevazute de lege cu privire la convocarea Adunarii Generale Ordinare a

DECISION

of the Extraordinary General Meeting of Shareholders of Generali Societate de Administrare a Fondurilor de Pensii Private S.A.

Of 13 August 2019

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, 6th 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 at Prague 1, Nové Město, Spálená 75/16, Postal Code 110 00, 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 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 collectively the “**Shareholders**”)

held today, 13 August 2019, an Extraordinary General Assembly of Shareholders of the Company.

Shareholders attending the Extraordinary 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



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. Sa majoreze capitalul social al Societatii de la 52.000.000 RON, la 67.000.000 RON, prin emiterea a 15.000.000 actiuni noi – fiecare in valoare nominala de 1 RON, numerotate de la 52.000.001 la 67.000.000.

3. Participarea actionarilor la majorarea de capital este conform structurii actionariatului Societatii, respectiv:

3.1 Česká pojišťovna a.s. 99,99% din majorarea de capital, adica suma de 14.998.500 RON pentru noile actiuni emise numerotate de la 52.000.001 la 66.998.500

si

3.2 Generali Romania Asigurare Reasigurare 0,01% din majorarea de capital, adica suma de 1.500 RON pentru noile actiuni emise numerotate de la 66.998.501 la 67.000.000.

4. Sa renunte la toate drepturile de preemtiune legata de aceasta operatiune de majorare a capitalului social

5. Sa plateasca majorarea capitalului social prin varsamant in numerar, in moneda Romaniei, conform sumelor prevazute la hotararea 3 de mai sus, intro singura transa in termen de cel mult 30 zile de la data prezentei hotarari, in contul RO23 BRDE 450S V250 5470 4500 deschis la BRD – GSG SMCC

6. Ca urmare a majorarii capitalului social, sa renumereze actiunile detinute de Actionari astfel:

6.1. Česká pojišťovna a.s. detine un numar de 66.993.300 actiuni, in valoare nominala de 1 RON, numerotate de la 1 la 66.993.300 reprezentand 99,99% din totalul actiunilor.

6.2 Generali Romania Asigurare Reasigurare detine un numar de 6.700 actiuni, in valoare nominala de 1 RON, numerotate de la 66.993.301 la 67.000.000 reprezentand 0,01% din totalul actiunilor.

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 Articles of Association.

2. To increase the Company's share capital from RON 52,000,000 to RON 67,000,000, by the issuance of 15,000,000 new shares - each with a nominal value of RON 1, numbered from 52,000,001 to 67,000,000.

3. The participation of the shareholders in the capital increase is in accordance with the structure of the Company's shareholding, namely:

3.1 Česká pojišťovna a.s. 99.99% of the capital increase, that is, the amount of RON 14,998,500 for new issued shares numbered from 52,000,001 to 66,998,500

and

3.2 Generali Romania Asigurare Reasigurare 0.01% of the capital increase, that is, the amount of RON 1,500 for the new issued shares numbered from 66,998,501 to 67,000,000.

4. To waive all preemptive rights related to such operation of share capital increase.

5. To pay the share capital increase by cash payment, in the currency of Romania, according to the amounts stipulated in the above decision 3, within the single tranche not later than 30 days from the date of the present decision, in the bank account RO23 BRDE 450S V250 5470 4500 on Bank BRD – GSG SMCC.

6. As a result of the increase of the share capital, to renumerate the shares held by the Shareholders as follows:

6.1. Česká pojišťovna a.s. holds a number of 66,993,300 shares, in nominal value of RON 1, numbered from 1 to 66,993,300 representing 99.99% of total shares.

6.2 Generali Romania Asigurare Reasigurare holds a number of 6,700 shares, in nominal value of RON 1, numbered from 66,993,301 to 67,000,000 representing 0.01% of the total shares.

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7. Ca urmare a majorarii capitalului social, sa modifice Actul Constitutiv al Societatii, dupa cum urmeaza :

7.1 Articolul 8.1 al Actului Constitutiv se modifica din:

"8.1 Capitalul social al Societatii este de 52.000.000 (milioane) RON, divizate in 52.000.000 (cincizeci si doua milioane) Actiuni, fiecare cu o valoare nominala de 1 (unu) RON, achitat integral si subscris de catre Actionari."

In forma noua

"8.1 Capitalul social al Societatii este de 67.000.000 (saizecisisapte milioane) RON, divizate in 67.000.000 (saizecisisapte milioane) Actiuni, fiecare cu o valoare nominala de 1 (unu) RON, achitat integral si subscris de catre Actionari."

7.2 Anexa A a Actului Constitutiv se modifica din:

"Anexa A
PARTICIPAREA ACTIONARILOR LA CAPITALUL SOCIAL

Participarea Actionarilor la capitalul social al Societatii este urmatoarea:

1. **Česká pojišťovna a.s.** detine 51.994.800 (cinci zeci si unu milioane noua sute noua zeci si patru de mii opt sute) Actiuni, numerotate de la 1 la 51.994.800, fiecare in valoare nominala de 1 (unu) lei, reprezentand 99,99% din capitalul social al Societatii, cu valoare totala de 51.994.800 (cinci zeci si unu milioane noua sute noua zeci si patru de mii opt sute) lei.

2. **Generali Romania Asigurare Reasigurare S.A.** detine 5.200 (cinci mii doua sute) Actiuni, numerotate de la 51.994.801 la 52.000.000 fiecare in valoare nominala de 1 (unu) lei, reprezentand 0,01% din capitalul social al Societatii, cu valoare totala de 5.200 (cinci mii doua sute) lei."

In forma noua

"Anexa A
PARTICIPAREA ACTIONARILOR LA CAPITALUL SOCIAL

Participarea Actionarilor la capitalul social al Societatii este urmatoarea:

2. **Česká pojišťovna a.s.** detine 66.993.300 (saizeci si sase milioane noua sute noua zeci si trei de mii trei sute) Actiuni, numerotate de la 1 la

7. As a result of the share capital increase, to modify the Company's Articles of Association, as follows:

7.1 Article 8.1 of the Articles of Association is amended as follows from:

"8.1 The Company's share capital is RON 52,000,000 (million) divided into 52,000,000 (fifty-two million) shares, each with a nominal value of RON 1, fully paid in and subscribed by the Shareholders."

To new form

"8.1 The Company's share capital is RON 67,000,000 (sixtyseven milion), divided into 67,000,000 (sixtyseven milion) shares, each with a nominal value of RON 1, fully paid and subscribed by the Shareholders."

7.2 Annex A of the Articles of Association shall be amended as follows from:

"Annex A
PARTICIPATION OF THE SHAREHOLDERS TO SHARE CAPITAL

The participation of the Shareholders in the share capital of the Company is the following:

1. **Česká pojišťovna a.s.** holds 51,994,800 (fiftyone milion nine hundred ninety four thousands eight hundred) Shares, numbered from 1 to 51,994,800, each in a nominal value of 1 (one) lei, representing 99.99% of the capital social value of the Company, with a total value of 51,994,800 (fifty one milion nine hundred ninety four thousands eight hundred) lei.

2. **Generali Romania Asigurare Reasigurare S.A.** holds 5,200 (five thousand two hundred) shares, numbered from 51,994,801 to 52,000,000 each in nominal value of 1 (one) lei, representing 0.01% of the share capital of the Company, with a total value of 5,200 (five thousands two hundred) lei. "

To new form

"Annex A
PARTICIPATION OF THE SHAREHOLDERS TO SHARE CAPITAL

The participation of the Shareholders in the share capital of the Company is the following:

1. **Česká pojišťovna a.s.** holds 66,993,300 (sistysix milion nine hundred ninety three thousands three hundred) Shares, numbered

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66.993.300, fiecare in valoare nominala de 1 (unu) RON, reprezentand 99,99% din capitalul social al Societatii, cu valoare totala de 66.993.300 (saizeci si sase milioane noua sute noua zeci si trei de mii trei sute) RON.

2. Generali Romania Asigurare Reasigurare S.A. detine 6.700 (sase mii sapte sute) Actiuni, numerotate de la 66.993.301 la 67.000.000 fiecare in valoare nominala de 1(unu) RON, reprezentand 0,01% din capitalul social al Societatii, cu valoare totala de 6.700 (sase mii sapte sute) RON.”

8. Sa aprobe intocmirea unui nou Act Constitutiv consolidat al Societatii, care va reflecta intocmai modificarile aprobate mai sus, si care va inlocui integral actualul Act Constitutiv al Societatii;

9. Sa adopte prezenta hotarare in scris prin corespondenta, in conformitate cu articolele 15.4 si 15.5 din Actul Constitutiv al Societatii, prin circularea prezentei hotarari spre semnare de catre toti actionarii, in locul unei sedinte.

10. Toate partile semnatare ale prezentei hotarari imputernicesc/mandateaza pe Presedintele Directoratului/oricare dintre membrii Directoratului sa intocmeasca si sa semneze noul act constitutiv consolidat al Societatii si sa il inregistreze la toate autoritatile competente din Romania, incluzand, dar fara a se limita la, Autoritatea de Supraveghere Financiara din Romania si Oficiul Registrului Comertului;

11. 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.

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

13. În cazul inconsecventei sau discrepantei între versiunea în limba engleză și versiunea în limba română ale prezentului document, versiunea în limba română va avea întâietate.

Prin prezenta, Actionarii inteleg sa-si asume raspunderea pentru si sa ratifice orice actiune

from 1 to 66,993,300, each in a nominal value of 1 (one) RON, representing 99.99% of the share capital's value of the Company, with a total value of 66,993,300 (sixty six million nine hundred ninety three thousands three hundred) RON.

2. Generali Romania Asigurare Reasigurare S.A. holds 6,700 (six thousand seven hundred) shares, numbered from 66,993,301 to 67,000,000 each in nominal value of 1 (one) RON, representing 0.01% of the share capital of the Company, with a total value of 6,700 (six thousands seven hundred) RON. “

8. To approve the drafting of a new consolidated Articles of Association of the Company, reflecting exactly the amendments approved above, that will replace in its entirety the current Articles of Association of the Company;

9. To approve this resolution in writing by mail, in accordance with articles 15.4 and 15.5 of the Articles of Association of the Company, by circulating this resolution to be signed by all Shareholders, in lieu of a meeting.

10. All the parties to this Decision mandate the Director of the Executive Board / any of the Directors to draw up and sign the new consolidated Company Articles of Association and register it to all competent authorities in Romania, including, but not limited to, the Romanian Financial Supervision Authority and the Trade Registry Office.

11. 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.

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

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

Do hereby, the Shareholders understand to take the responsibility for and to ratify any action



efectuata sau orice act emis ori semnat de oricare din persoanele imputernicite si autorizate, in limitele si conditiile prevazute in prezenta Hotarare.

Semnata in 4 (patru) exemplare originale.

performed or any act issued or signed by any of the empowered and authorized persons, within the limits and conditions provided herein.

Signed in 4 (four) originals.

Česká pojišťovna a.s.

Prin / By:

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

Karel Bláha
Membru al Directoratului /
Member of the Board of Directors

Generali Romania Asigurare Resigurare S.A.

Prin / By:

Adrian Constantin Marin
Presedinte al Directoratului /
Chairman of the Board of Directors

Daniela Covacescu
Membru al Directoratului /
Member of the Board of Directors

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