

GENERALI ROMANIA ASIGURARE REASIGURARE  
SECRETARIAT GENERAL  
INTRARE NR. 43532  
IEȘIRE NR.  
ZIUA 07 LUNA 08 ANUL 2014



# GENERALI

Pensii

GENERALI SOCIETATE DE ADMINISTRARE  
A FONDURILOR DE PENSII PRIVATE S.A.  
Piata Charles de Gaulle, Nr. 15, Et. 6, Sect. 1, Bucuresti  
SECRETARIAT GENERAL  
INTRARE/IEȘIRE Nr. 119189  
ZIUA 07 LUNA 08 ANUL 2014

**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 09.09.2014, ora 10<sup>00</sup>, la sediul  
social al societatii, cu urmatoarea ORDINE DE ZI:**

1. Reducerea capitalului social de la 89.000.000 (optzecișidouamilioane) lei, la 52.000.000 (cincizecișidouamilioane) lei, prin anularea a 37.000.000 (treizecișisaptemilioane) actiuni fiecare in valoare nominala de 1 leu.

Reducerea capitalului social cu suma de 37.000.000 lei se va face pentru compensarea/stingerea pierderilor contabile reportate in suma de 36.952.114,13 lei

2. Modificarea art. 8.1 din Actul Constitutiv al societatii, dupa cum urmeaza :

Forma actuala:

Art. 8.1. Capitalul social al Societatii este de 89.000.000 (optzeci și noua milioane) RON, impartit in 89.000.000 (optzeci și noua milioane) Actiuni, fiecare avand o valoare nominala de 1 (unu) RON, achitat integral si subscris de catre Actionari.

Forma modificata:

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

3. Modificarea Anexei A din Actul Constitutiv se modifica si va avea urmatorul continut:

Forma actuala:

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

Autorizata prin Decizia CSSPP nr. 63/2007, Cod înscriere: 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 213135150, Internet: <http://pensii.general.ro>, E-mail: [pensii@general.ro](mailto: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 IVASS sub numărul 26

**CONVOCATION of the  
EXTRAORDINARY GENERAL SHAREHOLDERS'  
MEETING  
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., a company managed in dualist system, established and operating under the laws of Romania, with its registered office in Bucharest, Charles de Gaulle Plaza, no. 15, 6<sup>th</sup> floor, 1<sup>st</sup> district, postal code 011857, registered with Trade Register under no. J40/13188/2007, having the sole registration code no. 22080825, based on Article 117 (1) of Law 31/1990, republished and on Article 16.1 a) of Company's Article of Association

**CONVOKES THE EXTRAORDINARY  
SHAREHOLDERS' GENERAL MEETING  
On 09<sup>th</sup> of September 2014, at 10<sup>00</sup>, at the  
company's headquarters, with the following  
AGENDA:**

1. Reduction of the share capital from 89,000,000 (eighty-nine million) lei, to 52,000,000 (fifty-two million) lei, by canceling 37,000,000 (thirty-seven million) shares each having a nominal value of 1 lei.

The reduction of the share capital with the amount of 37,000,000 lei shall be made in order to set off/liquidate the reported accounting losses amounting 36,952,114.13 lei

2. Amendment of art. 8.1 of the Company's Articles of Association, as follows:

Current form:

Art. 8.1. The Company's share capital amounts 89,000,000 (eighty-nine million) RON, divided in 89,000,000 (eighty-nine million) shares, each having a nominal value of 1 (one) RON, integrally paid up and subscribed by the Shareholders.

Amended form:

Art. 8.1. „The Company's share capital amounts 52,000,000 (fifty-two million) RON, divided in 52,000,000 (fifty-two million) shares, each having a nominal value of 1 (one) RON, integrally paid up and subscribed by the Shareholders.

3. Amendment of the Appendix A of the Company's Articles of Association and shall have the following content:

Current form:





## „Anexa A

### **Participarea Actionarilor la capitalul social**

Participarea Actionarilor la capitalul social al Societatii este urmatoarea:

1. **Ceska Pojistovna** detine 88.991.100 (opt zeci si noua milioane noua sute noua zeci si unu mii una suta) Actiuni, numerotate de la 1 la 14.098.590 si de la 14.100.001 la 24.998.910 si de la 25.000.001 la 70.995.400, si de la 71.000.001 la 88.998.200 fiecare avand o valoare nominala de 1 RON, reprezentand 99,99% din capitalul social al Societatii, cu o valoare totala de 88.991.100 (opt zeci si noua milioane noua sute noua zeci si unu mii una suta) RON;
2. **Generali Romania Asigurare Reasigurare S.A.** detine 8.900 (opt mii noua sute) Actiuni, numerotate de la 14.098.591 la 14.100.000 si de la 24.998.911 la 25.000.000 de la 70.995.401 la 71.000.000 si de la 88.998.201 la 89.000.000, avand o valoare nominala de 1 leu, reprezentand 0,01% din capitalul social al Societatii, cu o valoare totala de 8.900 (opt mii noua sute) RON.

Forma modificata:

## „Anexa A

### **Participarea Actionarilor la capitalul social**

Participarea Actionarilor la capitalul social al Societatii este urmatoarea:

1. **Ceska Pojistovna** detine 51.994.800 (cincizecisiunmilioanenuasutenouazecisipatru de emii optsute) 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 (cincizecisiunmilioanenuasutenouazecisipatru de emii optsute) lei.
2. **Generali Romania Asigurare Reasigurare S.A.** detine 5.200 (cincimiidousute) 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 (cincimiidousute) lei.”;

## „Appendix A

### **Shareholders' Contribution to the share capital**

The contribution of shareholders to the company's share capital is the following:

1. **Ceska Pojistovna** holds 88,991,100 (eighty-eight million nine hundred and ninety-one thousand one hundred) shares, numbered from 1 to 14,098,590 and from 14,100,001 to 24,998,910 and from 25,000,001 to 70,995,400, and from 71,000,001 to 88,998,200, each having a nominal value of 1 RON, representing 99.99% of the company's share capital, with a total value of 88,991,100 (eighty-eight million nine hundred and ninety-one thousand one hundred) RON;
2. **Generali Romania Asigurare Reasigurare S.A.** holds 8,900 (eight thousand nine hundred) shares, numbered from 14,098,591 to 14,100,000 and from 24,998,911 to 25,000,000, from 70,995,401 to 71,000,000 and from 88,998,201 to 89,000,000, having a nominal value of 1 RON, representing 0.01% of the company's share capital, with a total value of 8,900 (eight thousand nine hundred) RON.

Amended form:

## „Appendix A

### **Shareholders' Contribution to the share capital**

The contribution of shareholders to the company's share capital is the following:

1. **Ceska Pojistovna** holds 51,994,800 (fifty-one million nine hundred and ninety-four thousand eight hundred) shares, numbered from 1 to 51,994,800, each having a nominal value of 1 (one) RON, representing 99.99% of the company's share capital, with a total value of 51,994,800 (fifty-one million nine hundred and ninety-four thousand eight hundred) RON.
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 having a nominal value of 1 (one) RON, representing 0.01% of the company's share capital, with a total value of 5,200 (five thousand two hundred) RON.”;

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



*[Handwritten signature]*



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.)

5. Diverse

In situatia neindeplinirii conditiilor de cvorum la data primei adunari, se convoaca o noua Adunare Generala Extraordinara a Actionarilor pentru data de **10.09.2014**, 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 Register.

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

5. Miscellaneous.

A new General Shareholders' Meeting will be scheduled on **10<sup>th</sup> September 2014**, at the same hour, under the same conditions and with the same agenda unless the quorum at the date of the first Meeting will not be met.

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

**Dragos Mihai Neamtu,**  
Membru al Directoratului/Member of the Board of Directors

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



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