



GENERALI

Pensii

S.C. GENERALI S.A.F.P.P. S.A.
REGISTRU DE SEDINTE
A.G.A./C.S./DIRECTORAT
Nr. 1 / 01.02.2018

HOTARAREA

Aduarii Generale Ordinare a Actionarilor Generali Societate de Administrare a Fondurilor de Pensii Private S.A. din data de 1 februarie 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 înființată 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, 1 februarie 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

DECISION

of the Ordinary General Meeting of Shareholders of Generali Societate de Administrare a Fondurilor de Pensii Private S.A. of 1 February 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, 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, 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 named a “Shareholder” and jointly named “Shareholders”) held today, on 1 February 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

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, Telefon +40 21 3135150, Fax +40 213135170; Internet: <http://pensii.generali.ro>, E-mail: pensii@generali.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 ISVAP sub numărul 26

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. Avand in vedere prevederile Ordonantei de Urgenta nr. 79/2017 (OUG 79/2017) pentru modificarea si completarea Legii 227/2015 privind Codul Fiscal, prin care se modifica sistemul de taxare aferent veniturilor din salarii si asimilate salariilor prin transferul sarcinii fiscale a obligatiilor privind contributiile sociale obligatorii datorate de angajator la angajat, in scopul mentinerii nivelului actual al remuneratiei nete,

decide, in baza art 153¹⁸ alin (1) din Legea 31/1990, referitor la remunerarea domnului Tudor Mircea Moldovan, cetatean roman, nascut la 27.02.1952, in Cluj-Napoca, Romania, domiciliat in Bucuresti, sector 1, strada Dr Iacob Felix nr 34, Apt 1, legitimat cu carte de identitate, seria RX, nr 967576, eliberata de S.P.C.E.P. Sector 1, la data de 06.09.2016, CNP 1520227400153, numit in functia de membru al Consiliului de Supraveghere al Societatii prin Hotarare Adunarii Generale a Actionarilor din 28.08.2015, urmatoarele:

2.1 Sa acorde o remuneratie lunara aditionala de retentie (numita in continuare "Remuneratia de Retentie"), platita simultan cu remuneratia lunara convenita, incepand cu luna ianuarie 2018, pentru a mentine remuneratia neta a dl. Tudor Mircea Moldovan, ca membru al Consiliului de Supraveghere, la nivelul avut inainte de intrarea in vigoare a Ordonantei de Urgenta nr. 79/2017, pana cand Ordonanta de Urgenta nr. 79/2017 va fi aprobata de Parlament.

2.2. Dupa ce Legea de aprobare a Ordonantei de Urgenta nr. 79/2017 va intra in vigoare, Remuneratia de Retentie va fi inclusa in remuneratia bruta, pentru acelasi scop. Aceasta crestere va fi efectiva si se aplica incepand cu data de intai a lunii urmatoare.

2.3 Remuneratia convenita si Remuneratia de Retentie se platesc, impreuna, lunar in aceeasi zi in care Societatea achita salariile angajatilor.

2.4 Societatea va calcula si retine toate

Meeting of Shareholders and declared this meeting as legally and statutory 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. Considering the provisions of the Emergency Ordinance no. 79/2017 (OUG 79/2017) for amending and completing the Law 227/2015 on the Fiscal Code, which modifies the taxation system related to salary income and other incomes similar to salaries through the transfer of the tax burden of the obligations regarding compulsory social contributions due by the employer to the employee, in order to maintain the current net income,

decides, under Article 153¹⁸, paragraph (1) of Law 31/1990, regarding the remuneration for Mr. Tudor Mircea Moldovan, Romanian citizen, born on 27 February 1952, in Cluj-Napoca, Romania, domiciled in Bucharest, 1st district, Dr Iacob Felix street, no. 34, Apt 1, identified with the ID card series RX no. 967576, issued by the S.P.C.E.P. Sector 1 on 06.09.2016, CNP 1520227400153, appointed as Member of Supervisory Board of the Company by General Meeting of Shareholders' decision of 28.08.2015, as follows:

2.1 To grant an additional monthly retention remuneration (hereinafter named "the Retention Remuneration"), paid simultaneously with the monthly remuneration due, starting with January 2018, for maintaining the net remuneration of Mr. Tudor Mircea Moldovan, as Supervisory Board member, at the level he had prior to the entry into force of the Emergency Ordinance no. 79/2017, until the Government Emergency Ordinance 79/2017 will be finally approved by the Parliament.

2.2. After the Law for approval of the Government Emergency Ordinance 79/2017 will enter into force, the Retention Remuneration will be included in the gross remuneration, for the same purpose. This increase will be effective and shall be applicable on the 1st day of the next month.

2.3. The due remuneration and the Retention Remuneration are paid monthly, together, on the same day when the Company pays employees' salaries.

2.4 The Company shall calculate and withhold



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impozitele, taxele si contributiile de asigurari sociale aferente remuneratiei stabilite la art 2.1 de mai sus, in conformitate cu prevederile fiscale in vigoare.

2.5 Plata oricarei remuneratii inceteaza in luna urmatoare celei in care dl Tudor Mircea Moldovan pierde calitatea de membru al Consiliului de Supraveghere.

3. 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.

4. Adopta prezenta hotarare in scris, in conformitate cu prevederile art. 15.4 al Actului Constitutiv al Societatii si cu dispozitiile legale.

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

6. 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.

any taxes and social security contributions related to remuneration laid down in Article 2.1 above, in accordance with the tax provisions in force.

2.5 The payment of any remuneration ceases in the month following that in which Mr. Tudor Mircea Moldovan loses the membership position of the Supervisory Board.

3. 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.

4. 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.

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

6. 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.

Semnata in 3 (trei) exemplare originale.

Executed in 3 (three) original copies.

Česká pojišťovna a.s.

Prin / By:

Mr. Marek Jankovič

Mr. Petr Bohumský

Generali Romania Asigurare Resigurare S.A.

Prin / By:

Mr. Adrian Constantin Marin

Mr. Paolo Coletto