



GENERALI
Pensii

S.C. GENERALI S.A.F.P.P. S.A.
REGISTRU DE SEDINTE
A.G.A./C.S./DIRECTORAT
Nr. 3 30.10.2017

HOTARAREA
Adunarii Generale Ordinare a
Actionarilor Generali Societate de
Administrare a Fondurilor de Pensii
Private S.A.
din data de 30.10.2017

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 înființată si functionand in conformitate cu legile din Republica Ceha, cu sediul in Praga 1, Spálená 75/16, Postal Code 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 si 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 la sediul societatii sedinta Adunarii Generale Ordinara a Actionarilor astazi, 30.10.2017, ora 11.

Actionarii prezenti si reprezentati la Adunarea Generala Ordinara a

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

on 30.10.2017

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 Register 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, Postal Code 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 and 7 floors, Sector 1, postal code 011857, Bucharest, registered with the Trade Register 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 30.10.2017, 11 AM, at the Company’s Headquarters.

The Shareholders attending and being represented at the Ordinary General Meeting

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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 societatilor nr. 31/1990 si art. 16.4 din Actul Constitutiv al Societatii.

2. la act de demisia domnului Vopasek Luboš, cetatean Ceh, nascut la 19.11.1988, in Praga 4, Cehia, domiciliat in Praga, Braník, Novodvorská, nr. 8, 1093/118, Praga 4, Republica Ceha, cod numeric personal (număr de naștere): 881119/0256, din calitatea sa de Membru al Comitetului de Audit.

3. Potrivit art. 30.1, lit. i din Actul Constitutiv al societatii, art. 153¹⁰ alin. 1 din Legea 31/1990 a societatilor si Normei 27/2015 privind activitatea de audit financiar la entitatile autorizate a A.S.F. numeste, incepand cu data de 1.11.2017, ca membru in Comitetul de Audit al Societatii pe Dl. Lorenzo Valditara, nascut la 13.11.1985 in Palmanova, Italia, domiciliat in Republica Ceha, Rohanské nábřeží nr. 7, Praga 8, avand codul numeric personal (codice fiscale) VLDLNZ85S13G284A.

4. Imputerniceste 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 si Regulamentele Autoritatii de Supraveghere Financiara din Romania.

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

of Shareholders had unanimously approved the following:

1. To waive to the formalities provided by law related to the convocation of the Shareholders Ordinary General Meeting and to declare this Meeting as legally and statutory convened, according to Art. 121 of Law No. 31/1990 and Art. 16.4 of the Company's Articles of Association.

2. To take note of the resignation of Mr. Vopasek Luboš, a Czech citizen, born on 19.11.1988, in Prague 4, the Czech republic, domiciled in Prague, Braník, Novodvorská, no. 8, 1093/118, Prague 4, the Czech Republic, having the Personal Identification Code (birth number): 881119/0256 from his position as Member of the Audit Committee.

3. According to art. 30.1, letter "i" of the company's Articles of Association, art. 153¹⁰ paragraph 1 of Law no. 31/1990 on the trade companies and to the Norm no. 27/2015 on the activity of financial audit to the entities authorized by the A.S.F., appoints, starting with 1.11.2017, Mr. Lorenzo Valditara, born on 13.11.1985 in Palmanova, Italy, domiciled in the Czech Republic, Rohanské nábřeží 7, Prague 8, having the Personal Identification Code (fiscal code): VLDLNZ85S13G284A as member of the Company's Audit Committee.

4. To empower the Chairman of the Board of Directors/ any member of the Board of Directors to sign all the necessary documents to implement this decision and to fulfill the required formalities provided by the Romanian law and by the Norms and Regulations of the Romanian Financial Supervisory Authority.

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



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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.

Semnata in 4 (patru) exemplare originale.

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

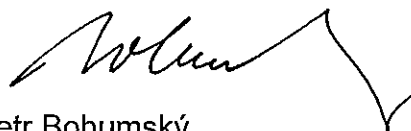
Signed in 4 (four) original copies.

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:



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



Paolo Coletto
Membru al Directoratului/
Member of the Board of Directors

