

**AEGON PENSII - SOCIETATE DE ADMINISTRARE A  
FONDURILOR DE PENSII PRIVATE S.A.,**

headquartered in 506-508/4 Avram Iancu Street, 407280  
Floresti Cluj, Romania, and registered with the Trade  
Registry under number J12/3044/2007,  
Sole Registration Number 22066642

**DECISION NO. 2 DATED APRIL 8, 2021  
OF GENERAL ORDINARY MEETING OF  
THE SHAREHOLDERS  
OF AEGON PENSII - SOCIETATE DE  
ADMINISTRARE A FONDURILOR DE  
PENSII PRIVATE S.A.**

The shareholders, representing 100% from the share capital  
of **AEGON PENSII - SOCIETATE DE ADMINISTRARE A  
FONDURILOR DE PENSII PRIVATE S.A.**, (hereinafter  
referred to as the “**Company**”) being authorized as  
Administrator under number 61/03.08.2007, attended to  
General Ordinary Shareholder Meeting, in accordance with  
the Law no. 31/1990 and Consolidated articles of  
association, as follows:

**1. AEGON POLAND / ROMANIA HOLDING B.V.**  
(hereinafter referred to as “**AEGON POLAND / ROMANIA**”),  
a company incorporated and duly functioning under the laws  
of the Netherlands, with registered office located at 50,  
AEGONplein, 2591 TV The Hague, the Netherlands,  
registered with the trade register in The Hague under the  
registration no. 27111643/24.12.1970, currently holding  
99.999999861111% of the share capital of the Company,  
duly represented by Johannes Hermanus Petrus Maria van  
Rossum, director of AEGON Europe Holding B.V., sole  
director of AEGON POLAND / ROMANIA;

And

**2. AEGON CZECH REPUBLIC HOLDING B.V**  
(hereinafter referred to as “**AEGON CZECH REPUBLIC**”),  
a company incorporated and duly functioning under the laws  
of the Netherlands, with registered office located at 50,  
AEGONplein, 2591 TV The Hague, the Netherlands,  
registered with the trade register in The Hague under the

**AEGON PENSII - SOCIETATE DE ADMINISTRARE A  
FONDURILOR DE PENSII PRIVATE S.A.,**

avand sediul social in Str. Avram Iancu Nr. 506-508 Etaj 4  
407280 Floresti, Cluj, Romania, inregistrata la Registrul  
Comertului sub numarul J12/3044/2007,  
Cod Unic de Inregistrare 22066642

**HOTARAREA NR. 2 DIN 8 APRILIE 2021  
A ADUNARII GENERALE ORDINARA A  
ACTIONARILOR  
AEGON PENSII - SOCIETATE DE  
ADMINISTRARE A FONDURILOR DE  
PENSII PRIVATE S.A.**

Actionarii reprezentand 100% din capitalul social al **AEGON  
PENSII - SOCIETATE DE ADMINISTRARE A  
FONDURILOR DE PENSII PRIVATE S.A.**, (numita in  
continuare “**Societatea**”) autorizata ca Administrator sub  
numarul 61/03.08.2007, au participat in conformitate cu  
dispozitiile Legii 31/1990 coroborate cu cele aferente Actului  
Constitutiv al societatii, la Adunarea Generala Ordinara a  
Actionarilor, dupa cum urmeaza:

**1. AEGON POLAND / ROMANIA HOLDING B.V.**  
(denumita in continuare “**AEGON POLAND / ROMANIA**”),  
societate inregistrata in Olanda si functionand in conformitate  
cu legea olandeza, avand sediul social in AEGONplein 50,  
2591 TV Haga, Olanda, inregistrata la Camera de Comert si  
Industria din Haga sub numarul de inregistrare  
27111643/24.12.1970, in prezent detinand  
99,999999861111% din capitalul social al Societatii,  
reprezentata de Johannes Hermanus Petrus Maria van  
Rossum in calitate de administrator al AEGON Europe  
Holding B.V., administratorul unic al AEGON POLAND /  
ROMANIA;

Si

**2. AEGON CZECH REPUBLIC HOLDING B.V**  
(denumita in continuare “**AEGON CZECH REPUBLIC**”),  
societate inregistrata in Olanda si functionand in conformitate  
cu legea olandeza, avand sediul social in AEGONplein 50,  
2591 TV Haga, Olanda, inregistrata la Camera de Comert si  
Industria din Haga sub numarul de inregistrare 27110347 din

registration no. 27110347/12.10.1984, currently holding 0.000000138889% of the share capital of the Company, duly represented by Johannes Hermanus Petrus Maria van Rossum, director of AEGON Europe Holding B.V., sole director of AEGON CZECH REPUBLIC;

Under Article 121 of the Companies Law no. 31/1990, as further amended and completed, the Company's shareholders unanimously agree to adopt this decision relinquishing to the convening formalities provided under Article 117 paragraph (2) - (8) of the Companies Law no. 31/1990,

hereby, **unanimously** resolved as follows:

#### **Article 1**

Approve the Annual Financial Statements of AEGON PENSII - Societate de Administrare a Fondurilor de Pensii Private S.A for the year ended 2020, as follows:

- a) Approval of Annual Report of Board of Directors for the financial year ended 2020;
- b) Approval of all Financial Statements for the financial year ended 2020;
- c) Approval of the Auditor Report regarding 2020 Financial Statements, issued by MAZARS ROMANIA SRL;
- d) The allocation of financial year ended 2020 net result, loss, amounting of RON 30,637,374 to the Retained Earnings.

#### **Article 2**

Approve the documents, part of Financial Accounts Statements of the „Fondul de Pensii Administrat Privat VITAL”, for year ended 2020, as follows:

- a) Approval of Annual Report of Board of Directors regarding the financial year ended on December 31<sup>st</sup>, 2020 for VITAL Mandatory Pension Fund;
- b) Approval of all Financial Statements for the financial year ended 2020;

data de 12.10.1984, in prezent detinand 0,000000138889% din capitalul social al Societatii, reprezentata de Johannes Hermanus Petrus Maria van Rossum, in calitate de administrator al AEGON Europe Holding B.V., administratorul unic al AEGON CZECH REPUBLIC;

In conformitate cu art. 121 din Legea societatilor nr. 31/1990, republicata, cu modificarile si completarile ulterioare, actionarii Societatii in unanimitate convin sa adopte aceasta hotarare, renuntand la formalitatile de convocare prevazute de art. 117 alin. (2) - (8) din Legea societatilor nr. 31/1990,

prin prezenta, au hotarat **cu unanimitate**, dupa cum urmeaza:

#### **Articolul 1**

Aprobarea documentelor parte componenta a dosarului situatiilor financiare anuale individuale pentru exercitiului financiar incheiat la 31 decembrie 2020 ale AEGON PENSII - Societate de Administrare a Fondurilor de Pensii Private S.A., dupa cum urmeaza:

- a) Aprobarea Raportului Anual al Consiliului de Administratie pentru anul financiar incheiat la 31 decembrie 2020;
- b) Aprobarea Situatiilor Financiare Anuale Individuale pentru anul financiar incheiat la 31 decembrie 2020;
- c) Aprobarea Raportului de audit intocmit de catre auditorul financiar MAZARS ROMANIA SRL. pentru situatiile financiare la 2020;
- d) Repartizarea Rezultatului Net al exercitiului financiar 2020, respectiv o pierdere de 30.637.374 lei la Rezultat Reportat.

#### **Articolul 2**

Aprobarea documentelor parte componenta a dosarului situatiilor financiare anuale individuale pentru exercitiului financiar incheiat la 31 decembrie 2020 pentru Fondul de Pensii Administrat Privat VITAL dupa cum urmeaza:

- a) Aprobarea Raportului Anual al Consiliului de Administratie pentru anul financiar incheiat la 31 decembrie 2020 emis pentru Fondul de Pensii Administrat Privat VITAL;
- b) Aprobarea Situatiilor Financiare Anuale individuale pentru anul financiar incheiat la 31 decembrie 2020;

- c) Approval of the Auditor Report regarding 2020 Financial Statements, issued by MAZARS ROMANIA SRL.

**Article 3**

Approve the documents, part of Financial Accounts Statements of the „Fondul de Pensii Facultative Aegon Essential”, for year ended 2020, as follows:

- a) Approval of Annual Report of Board of Directors regarding the financial year ended on December 31<sup>st</sup>, 2020 for Aegon Essential Voluntary Pension Fund;
- b) Approval of all Financial Statements for the financial year ended 2020;
- c) Approval of the Auditor Report regarding 2020 Financial Statements, issued by MAZARS ROMANIA SRL.

This resolution has been drawn up and signed this day, April 8, 2021, and has been issued in 4 (four) originals.

- c) Aprobarea raportului de audit intocmit de catre auditorul financiar MAZARS ROMANIA SRL pentru situatiile financiare la 2020.

**Articolul 3**

Aprobarea documentelor parte componenta a dosarului situatiilor financiare anuale individuale pentru exercitiului financiar incheiat la 31 decembrie 2020 pentru Fondul de Pensii Facultative Aegon Essential dupa cum urmeaza:

- a) Aprobarea Raportului Anual al Consiliului de Administratie pentru anul financiar incheiat la 31 decembrie 2020 emis pentru Fondul de Pensii Facultative Aegon Essential;
- b) Aprobarea Situatiilor Financiare Anuale individuale pentru anul financiar incheiat la 31 decembrie 2020;
- c) Aprobarea raportului de audit intocmit de catre auditorul financiar MAZARS ROMANIA SRL pentru situatiile financiare la 2020.

Aceasta hotarare a fost luata si semnata azi, 8 Aprilie 2021 si a fost emisa in 4 (patru) exemplare originale.