

### SPECIAL POWER OF ATTORNEY

for representation in the Extraordinary General Meeting of Shareholders of Societatea Asigurare-Reasigurare Astra S.A. to be held on 20/23 February 2015

The undersigned ..... (*full surname and name*)  
with the place of domicile at ..... holder  
of Identity card no. ...., issued on ..... by  
..... personal individual  
number....., in my capacity as a shareholder of  
Societatea Asigurare-Reasigurare Astra S.A.,

Hereby grant power of attorney to:

(for individual proxy holders)

.....(*full surname and first name*), with the place of domicile at .....holder of Identity  
card no. ...., issued on ..... by ..... personal individual  
number.....

or

(for corporate proxy holders)

.....  
(*corporate name*), with the registered office at  
....., registered with the  
Trade Register Office under no. ...., Sole Registration  
Code....., represented by  
..... (*full surname and name*), with the  
place of domicile at ..... holder of Identity Card  
no..... issued on ..... by  
..... personal identification  
number....., in capacity of  
..... (*position held according to Trade Registry  
registration*),

To represent me in the Extraordinary General Meeting of Shareholders ("EGMS") of Societatea Asigurare-Reasigurare Astra S.A. (the "Company") to be held on 20 February 2015, at the Company's registered office in Bucharest at 3 Nerva Traian St., Building M 101, 10<sup>th</sup> floor, Sector 3, at 11:00 hours, or on 23 February 2015 (should the quorum requirements not be met at the first calling), at the same venue and time, and to exercise the voting right corresponding to a number of ..... shares held by the undersigned, representing ..... % of the share capital and voting rights registered with Depozitarul Central S.A. as at the reference date of 11.02.2015, in connection with the items included on the agenda of the meeting, as follows:

1. Approval of the necessary legal procedures to be performed by the Company for admission to trading of the shares issued by the Company on the regulated market administered by BURSA DE VALORI BUCUREȘTI S.A. Approval of this item triggers the rejection of items 3, 4, 5 and 6 from the agenda included in the calling notice published by the Company, i.e. items 2, 3, 4, and 5 stated herein;

For ..... Against ..... Abstention

2. Approval of the necessary legal procedures to be performed by the Company for admission to trading of the shares issued by the Company on the regulated market administered by SIBEX-SIBIU STOCK EXCHANGE S.A. Approval of this item triggers the rejection of items 2, 4, 5 and 6 from the agenda included in the calling notice published by the Company, i.e. items 1, 3, 4, and 5 stated herein;

For ..... Against ..... Abstention

3. Approval of the necessary legal procedures to be performed by the Company for admission to trading of the shares issued by the Company in the alternative trading system administered by BURSA DE VALORI

BUCUREȘTI S.A. Approval of this item triggers the rejection of items 2, 3, 5 and 6 from the agenda included in the calling notice published by the Company, i.e. items 1, 2, 4, and 5 stated herein;

For \_\_\_\_\_ Against \_\_\_\_\_ Abstention

4. Approval of the necessary legal procedures to be performed by the Company for admission to trading of the shares issued by the Company in the alternative trading system administered by SIBEX-SIBIU STOCK EXCHANGE S.A. Approval of this item triggers the rejection of items 2, 3, 4 and 6 from the agenda included in the calling notice published by the Company, i.e. items 1, 2, 3, and 5 stated herein;

For \_\_\_\_\_ Against \_\_\_\_\_ Abstention

5. Non-performance by the Company of the necessary legal procedures for admission to trading of the shares issued by the Company on a regulated market or in the alternative trading system. Approval of this item triggers the rejection of items 2, 3, 4 and 5 from the agenda included in the calling notice published by the Company, i.e. items 1, 2, 3, and 4 stated herein;

For \_\_\_\_\_ Against \_\_\_\_\_ Abstention

6. Approval for the amendment of article 2.2 under the Company's constitutive deed, which shall read as follows:

*"2.2. Societatea ASIGURARE-REASIGURARE ASTRA S.A. is a company whose shares are traded on a regulated market or in an alternative trading system according to the applicable capital market legislation. The company's logo is the one registered with the Trade Registry."*

For \_\_\_\_\_ Against \_\_\_\_\_ Abstention

7. Relocation of the Company's registered office from "3 Nerva Traian St., building M101, 10<sup>th</sup> floor, sector 3, Bucharest, Romania" to "3 Nerva Traian St, building M101, 11<sup>th</sup> floor, sector 3, Bucharest, Romania".

For \_\_\_\_\_ Against \_\_\_\_\_ Abstention

8. Approval for the amendment of article 3.1 under the Company's constitutive deed, which shall read as follows:

*„3.1. The company's registered office is located at 3 Nerva Traian St., building M 101, 11<sup>th</sup> floor, sector 3, Bucharest, Romania."*

For \_\_\_\_\_ Against \_\_\_\_\_ Abstention

9. Granting power of attorney to the Special Administrator, the Company's Managing Board respectively (in the event that subsequent to the EGMS calling the Company's management is resumed by the Managing Board) to take all the necessary legal actions deriving from the adoption of resolutions according to the items above, such as but not limited to, sign the EGMS resolution and the updated constitutive deed, fulfil all the applicable reporting, registration and publicity formalities according to the law in connection with the EGMS resolution, initiate the formalities for shares admission to trading on a regulated market/in an alternative trading system, fulfil the applicable legal obligations if the resolution is not to initiate any actions for shares admission to trading on a regulated market/in an alternative trading system. Approval of possible delegation by the Special Administrator / Managing Board to third parties, within legally permitted limits, of the duties to be fulfilled in the exercise of this power of attorney.

For \_\_\_\_\_ Against \_\_\_\_\_ Abstention

10. Approval of the date of 10.03.2015 as registration date of the shareholders who will be subject to the EGMS resolutions.

For \_\_\_\_\_ Against \_\_\_\_\_ Abstention

11. Approval of the proposed date of 09.03.2015 as *ex date* (date prior to the registration date with a settlement period of less than one business day, from which the financial instruments making the object of the corporate bodies' resolution are traded without the rights deriving from that resolution).

For \_\_\_\_\_ Against \_\_\_\_\_ Abstention

This Power of Attorney has been drafted in 3 (three) counterparts, one for the shareholder granting power of attorney, one for the proxy holder (representative) and to be submitted to the Company.

In order to ensure the validity of the Power of Attorney, all the relevant fields/spaces must be filled in, the space corresponding to the expression of the vote must be ticked in and the power of attorney must be signed by the principal.

A shareholder may designate, by way of the special proxy form, one or several deputies to ensure its representation in the EGMS if the proxy holder designated as above cannot fulfil its mandate. If several deputies are designated in the special proxy form, the order in which they will discharge their duties shall also be established.

PRINCIPAL

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*(full surname and name)*

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*(date)*

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*(signature)*