

DRAFT**RESOLUTION OF THE EXTRAORDINARY GENERAL MEETING OF SHAREHOLDERS OF
Societatea Asigurare-Reasigurare Astra S.A.
dated ____ February 2015**

In consideration of the calling notice published in the Official Journal of Romania, Part IV, number./.....2015 ("Calling Notice"), the shareholders of Societatea Asigurare – Reasigurare Astra S.A., with the registered office in Bucharest at 3 Nerva Traian St., building M 101, 10th floor, sector 3, registered with the Trade Registry under number J40/305/1991, Sole Registration Code (C.U.I.) 330904, pursuant to the provisions of Company Law no. 31/1990, as republished and subsequently amended, Law no.297/2004 on capital market, as subsequently amended and supplemented as well the company's Constitutive Deed, amended and supplemented, held an Extraordinary General Meeting of Shareholders on ____ February 2015, at 11:00 hours, at the registered office of the company.

The meeting was attended by individual and corporate shareholders holding a number of shares, i.e.% of the company's total share capital.

The legal quorum necessary for the holding of the Extraordinary General Meeting of Shareholders was found to have been met.

Having regard to the Agenda approved according to the provisions of Company Law no. 31/1990 as republished and subsequently amended,,

The Extraordinary General Meeting of Shareholders, in line with the applicable legal provisions and with the company's Constitutive deed, adopts the following

RESOLUTIONS:

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;

This resolution has been approved: for _____%), abstentions (_____%), against (_____%)

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;

This resolution has been approved: for _____%), abstentions (_____%), against (_____%)

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;

This resolution has been approved: for _____%), abstentions (_____%), against (_____%)

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;

This resolution has been approved: for _____%), abstentions (_____%), against (_____%)

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;

This resolution has been approved: for _____%), abstentions (_____%), against (_____%)

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."

This resolution has been approved: for _____%), abstentions (_____%), against (_____%)

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

This resolution has been approved: for _____%), abstentions (_____%), against (_____%)

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, 11th floor, sector 3, Bucharest, Romania."

This resolution has been approved: for _____%), abstentions (_____%), against (_____%)

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.

This resolution has been approved: for _____%), abstentions (_____%), against (_____%)

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

This resolution has been approved: for _____%), abstentions (_____%), against (_____%)

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).

This resolution has been approved: for _____%), abstentions (_____%), against (_____%)

This resolution has been drafted at the company's registered office located at 3 Nerva Traian St., building M 101, 10th floor, sector 3, Bucharest.

Special Administrator of Societatea Asigurare-Reasigurare Astra S.A.

KPMG Advisory S.R.L.