

CURRENT REPORT

According with National Securities Commission Regulation no. 1/2006

Date of report: 06.02.2015

Name of the issuing entity: SOCIETATEA ASIGURARE - REASIGURARE ASTRA S.A.

Registered office: București, str. Nerva Traian nr.3, bloc M 101, etaj 10, sector 3.

Telephone / fax no.: 318.80.80 / 318.80.74.

Trade Registry Sole Registration Code: 330904

Trade Registry Registration Number: J40/305/1991

Subscribed and paid share capital: 192,712,533.86 RON

Regulated market on which the issued securities are traded: RASDAQ

Important events to be reported: **Supplementation of the Calling Notice regarding the General Extraordinary Meeting of Shareholders called for 20/23 February 2015, published in the Official Gazette of Romania, Part IV, no. 355/20.01.2015, as per Special Administrator Decision no. 94 from 6 February 2015**

NOTE: This is a free translation of the Calling Notice for the Ordinary and Extraordinary General Meeting of Shareholders from Romanian, which is the official and binding version.

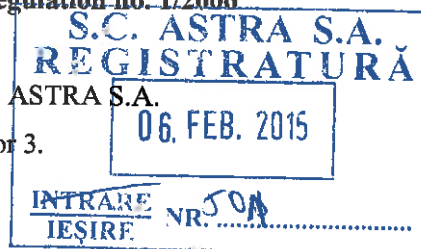
SUPPLEMENTATION OF THE CALLING NOTICE FOR THE EXTRAORDINARY GENERAL MEETING OF SHAREHOLDERS OF SOCIETATEA ASIGURARE – REASIGURARE ASTRA S.A.

The Special Administrator of Societatea Asigurare-Reasigurare Astra S.A., KPMG Advisory S.R.L., with the registered office in Bucharest, Șos. București-Ploiești, no. 69-71, sole registration code no. 13204347, registered with the Trade Register Office of the Bucharest Tribunal under no. J40/6657/2000, district 1 („Special Administrator”), mandated to act as a special administrator by the Financial Supervisory Authority under Decision no. 42/2014 on the opening of the financial recovery procedure through special administration of Societatea Asigurare-Reasigurare Astra S.A., a company managed under a two-tier system, with the registered office in Bucharest at 3 Nerva Traian St., building M101, 10th floor, sector 3, registered with the Trade Register Office of the Bucharest Tribunal under no. J40/305/1991, sole registration code no. 330904, (the “Company”), decision that was published in the Official Journal of Romania, Part I, no. 120 of 18.02.2014,

Having regard to the provisions of Law no. 151/2014 on the clarification of the legal status of shares traded on the RASDAQ Market or on the unlisted securities market, the provisions of the Financial Supervisory Authority's Regulation no. 17/2014 regarding the legal status of shares traded on the RASDAQ Market or on the unlisted securities market, as well as other applicable provisions,

Having regard to the requests expressed by the Company's significant shareholders, The Nova Group Investments Romania S.A. and Epsilon Estate Provider S.R.L., on 3 February 2015, as they were amended under notification sent to the Special Administrator on 05 February 2015, whereby they requested the introduction of two new items on the agenda of the Extraordinary General Meeting of the Company's Shareholders called on 20/23 February 2015 according to the Calling Notice published in the Official Journal of Romania, Part IV, number 355/20.01.2015, i.e.:

- “Presentation for debate and approval of the financial statements for 2013 financial year, in the form revised by the Special Administrator, according to the request and approval by the Ordinary General Meeting of the Shareholders of 9 October 2014”, and



- *"Presentation and discussion of the Reports prepared by KPMG Advisory S.R.L. as Special Administrator on the implementation of the measures provided in the Financial Recover Plan of ASTRA, in the form approved by the Financial Supervisory Authority, as well as future actions intended to be undertaken",*

Supplements the agenda of the Extraordinary General Meeting of Shareholders ("EGMS") to be held at the Company's registered office on 20 February 2015, at 11:00 hours. Should the applicable quorum requirements not be met, the EGMS shall be held on 23 February 2015, at the same venue and time stated above.

The EGMS shall have the following agenda, supplemented according to the requests expressed by the significant shareholders as mentioned above:

1. Shareholders' debate on the situation generated by the absence of a legal operating framework for the RASDAQ market;
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 BURSA DE VALORI BUCUREȘTI S.A. Approval of this item triggers the rejection of items 3, 4, 5 and 6 from the agenda;
3. 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;
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 BURSA DE VALORI BUCUREȘTI S.A. Approval of this item triggers the rejection of items 2, 3, 5 and 6 from the agenda;
5. 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;
6. 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;
7. 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."
8. 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".
9. 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."
10. Presentation for debate and approval of the financial statements for 2013 financial year, in the form revised by the Special Administrator, according to the request and approval by the Ordinary General Meeting of the Shareholders of 9 October 2014.
11. Presentation and debate of the Reports prepared by KPMG Advisory S.R.L. as Special Administrator on the implementation of the measures provided in the Financial Recover Plan of ASTRA, in the form approved by the Financial Supervisory Authority as well as of the future actions intended to be undertaken.
12. 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.
13. Approval of the date of 10.03.2015 as registration date of the shareholders who will be subject to the EGMS resolutions.

14. Approval of the proposal that the *ex date* should be 09.03.2015 (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).

The shareholders entitled to participate and vote in the EGMS shall be the shareholders registered in the Company's shareholders register kept by the central depository as at the reference date of 11.02.2015.

Participation of shareholders, shareholders' proxies respectively, in the EGMS shall be conditional on presentation of identification documents.

Individual shareholders / proxies must present their identification documents in the original or a copy true to the original.

Where shareholders are companies or entities without a legal personality, their capacity to act as legal representatives shall be checked against the shareholders list as at the reference date received from the central depository.

Corporate representatives shall prove their capacity to act as proxies by presenting an excerpt issued by the Trade Registry, in the original or a copy true to the original, or any other document in the original or a copy true to the original, issued by the competent authorities of the state where the foreign corporate representative is registered and which certifies its capacity as a legal representative along with the identification documents, in the original or a copy true to the original, of the individual legal representative. The documents attesting to the legal representative capacity of the corporate representative must be issued at most 3 months prior to the publication of this calling notice.

Voting by proxy shall follow the rules set out below:

- (i) Each shareholder registered as at the reference date mentioned above shall be entitled to designate, according to the law, another individual or legal entity to act in its stead and to participate and vote on its behalf in the EGMS. The proxy holder shall have the same rights to take the floor and ask questions in EGMS as the shareholder who is represented thereby. In order to be appointed as a proxy, the person in question must have full legal capacity.
- (ii) The Company shall accept special proxies granted by shareholders to credit institutions rendering custody services in order to participate and vote in EGMS and will not require other documents regarding the shareholder in question if the special proxy has been prepared according to the provisions of this calling notice, has been signed by the shareholder in question and is accompanied by a statutory declaration made by the legal representative of the credit institution that was empowered to act under a special proxy, which states that:
 - a) the credit institution provides custody services for the shareholder in question;
 - b) the instructions set out in the special proxy are identical with the instructions set out in the SWIFT message received by the credit institution in order to vote on behalf of the shareholder in question;
 - c) the proxy has been signed by the shareholder.
- (iii) In order to designate a proxy holder, a special proxy form provided by the Company must be filled in. The special proxy shall be prepared in three counterparts of which the first original shall be kept by the shareholder, the second original shall be handed over to the proxy holder to be used as proof of his/her capacity within the EGMS, and the third original shall be sent to the Company's registered office along with the documents confirming the shareholder's and the proxy holder's identity (including, if necessary, the original statement signed by the legal representative of the credit institution providing custody services), as mentioned above. The envelope must be state "For the Extraordinary General Meeting of Shareholders" and should be received by the Company by 17 February 2015. The proxy holder may also be designated by way of a special proxy in electronic format, with an extended electronic signature attached thereto, as per Law no. 455/2001 on electronic signature, as subsequently amended and supplemented, and the designation of the proxy holder can be notified by emailing such proxy to office@astrasig.ro, by 17 February 2015.
- (iv) A shareholder may designate only one person in order to be represented in the EGMS. Where a shareholder owns shares in several securities accounts, such restriction will not prevent the shareholder in question to designate in the EGMS a different proxy for the shares held in each of the securities accounts. However, a shareholder is prohibited from casting different votes by virtue of the shares held.
- (v) 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 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.

- (vi) Shareholders must state specific voting instructions in the special proxy form delivered to their proxy holders for each item included on the agenda of the EGMS.
- (vii) The special proxy must state:
 - the shareholder's name/corporate name and number of shares held out of the total number of shares and total number of voting rights;
 - proxy holder's name/corporate name;
 - date, time and venue of the EGMS;
 - date of special proxy; special proxies subsequently dated shall result in the cancellation of previously dated proxies; and
 - a clear explanation of each item to be subject to the shareholders' vote, and the possibility to vote "for", "against" or "to abstain".
- (viii) The special proxy shall be valid only for the EGMS for which it was requested.
- (ix) A person acting as a proxy holder may represent several shareholders whose number is unlimited. Where a proxy holder has been empowered to act in such capacity by several shareholders, the proxy holder will be entitled to vote differently for each shareholder. The person representing several shareholders under special proxies shall express the vote of represented persons by totaling the number of votes "for", "against" or "abstain" without offsetting such votes. The votes thus cast shall be validated on the basis of the third original counterpart of the proxy.
- (x) Proxy voting is also possible pursuant to a power of attorney valid for a period not to exceed 3 years, allowing the proxy holder to vote in connection with issues debated by the Company's general meetings of shareholders, provided that the power of attorney is granted by a shareholder, as a client to an intermediary (as the same is defined under Law no. 297/2004 on capital market, as subsequently amended and supplemented) or to a lawyer. Prior to the power of attorney being first used, a copy thereof, stating that it is true to the original, and signed by the proxy holder, must be sent to the Company's registered office, so as to be received by 17 February 2015.

Shareholders registered at the reference date may vote by correspondence prior to the EGMS using the form of vote by correspondence provided by the Company.

The Company shall accept a form of vote by correspondence in paper format sent by a shareholder benefiting from the services of a credit institution rendering custody services, and shall not request other additional documents about the shareholder in question, provided that the form of vote by correspondence has been signed by the shareholder and is accompanied by a statutory declaration made by the legal representative of the credit institution stating that:

- (i) the credit institution renders custody services to the shareholder in question;
- (ii) the form of vote by correspondence has been signed by the shareholder and contains voting options identical to those stated by the shareholder in a SWIFT message received by the credit institution from the shareholder in question.

The original forms of vote by correspondence, filled in and signed, along with the documents attesting to the shareholder's identity (including, if necessary, the original statutory declaration signed by the legal representative of the credit institution rendering custody services) as mentioned above, must be received by the Company by 17 February 2015. The envelope must state "For the Extraordinary General Meeting of Shareholders".

Should the shareholder who has cast a vote by correspondence attend the EGMS in person or by proxy, the vote by correspondence cast for the general meeting in question shall be cancelled. In this case, only the vote cast in person or by proxy shall be taken into consideration. If the proxy holder participating in the EGMS is other than the person who voted by correspondence, then, in order to ensure the validity of the vote, the person in question shall present a written revocation of the vote by correspondence, signed by the shareholder or the proxy holder who cast the vote by correspondence, except where the shareholder or its proxy holder is attending the EGMS.

The Company's shareholders representing individually or in aggregate at least 5% of the share capital shall be entitled to add new items on the agenda of the EGMS, provided that each item is justified or accompanied by a draft resolution proposed to be adopted by the EGMS and to present draft resolutions for the items included or proposed to be included on the agenda of the EGMS. The proposals of new items to be included on the agenda or of draft resolutions for the items included or proposed to be included on the agenda, must be sent to the Company's

registered office, in the original, within at most 15 days after the publication of the calling notice, along with the documents attesting to the shareholder's identity, as mentioned above, with the envelope stating "For the Extraordinary General Meeting of Shareholders", or they can be emailed within the same timeframe to office@astrasig.ro, in electronic format having an extended electronic signature attached as per Law no. 455/2001 on electronic signature, as subsequently amended and supplemented.

Shareholders shall be entitled to ask questions about the items included on the agenda of the EGMS until 17 February 2015, subject to presentation of documents attesting to a shareholder's identity, as mentioned above.

Starting 19 January 2015, the documents and materials regarding the agenda, the EGMS draft resolutions, the special proxy forms as well as the forms of vote by correspondence are available at the Company's registered office every day, Monday through Friday between 11:00 - 15:00 hours, as well as on the Company's website (www.astrasig.ro).

SOCIETATEA ASIGURARE - REASIGURARE ASTRA S.A.

Through KPMG Advisory SRL,

Special Administrator

By proxy



Ovidiu Marinescu

Director, In-house Legal Department

