

DRAFT**RESOLUTION OF THE ORDINARY GENERAL MEETING OF SHAREHOLDERS OF
Societatea Asigurare-Reasigurare Astra S.A.
dated 27 May 2015**

The shareholders of Societatea Asigurare – Reasigurare Astra S.A., with the registered office in Bucharest at 3 Nerva Traian St., building M 101, 11th 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 27 May 2015, at 13:00 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.

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

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

RESOLUTIONS:

1. To approve the Company's annual financial statements for the 2014 financial year, prepared according to Order no. 3129/21 December 2005 of the President of the Insurance Supervisory Commission, approving the accounting regulations in line the European insurance directives, as subsequently amended and supplemented, based on the statutory auditor's report and the Special Administrator's report."

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

2. To approve the discharge of the Special Administrator from duties for the 2014 financial year;

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

3. To approve the Company's income and expense budget for the 2015 financial year.

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

4. To grant power of attorney to the Special Administrator, the Company's Managing Board respectively (in the event that subsequent to the OGMS calling, the Company's management is resumed by the Managing Board) to sign the OGMS resolution and fulfil all the applicable reporting, registration and publicity formalities according to the law in connection with this resolution. To approve the possible delegation by the Special Administrator / Managing Board, within legally permitted limits, of the duties to be fulfilled in the exercise of this power of attorney to third parties.

5. To set the date of 15 June 2015 as the registration date for the shareholders that will be subject to the OGMS resolutions.

6. To set the date of 12 June 2015 as the *ex date* (date prior to the registration date with a settlement period of less than one business day, starting from which the financial instruments making the object of the corporate bodies' resolutions will be 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, 11th floor, sector 3, Bucharest.

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

KPMG Advisory S.R.L.