

SPECIAL POWER OF ATTORNEY

for representation in the Ordinary and Extraordinary General Meeting of Shareholders of Societatea Asigurare-Reasigurare Astra S.A. to be held on 27/28 May 2015

The subscribed.....
(*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*), in capacity of 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 atholder 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 Ordinary General Meeting of Shareholders ("OGMS") and in the Extraordinary General Meeting of Shareholders ("EGMS") of Societatea Asigurare-Reasigurare Astra S.A. (the "Company") to be held on 27 May 2015, at the Company's registered office in Bucharest at 3 Nerva Traian St., Building M 101, 11th floor, Sector 3, at 11:00 hours ("OGMS"), and at 13:00 hours respectively ("EGMS"), or on 28 May 2015 (should the quorum requirements not be met at the first calling), at the same venue and time for each of the meetings, and to exercise the voting right corresponding to a number of shares held by the subscribed, representing % of the share capital and voting rights registered with Depozitarul Central S.A. as at the reference date of 18 May 2015, in connection with the items included on the agenda of each meeting, as follows:

For the Ordinary General Meeting of Shareholders:

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 with the applicable European insurance directives, as subsequently amended and supplemented, based on the statutory auditor's report and the Special Administrator's report.

For _____ Against _____ Abstention _____

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

For _____ Against _____ Abstention _____

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

For _____ Against _____ Abstention _____

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 to third parties by the Special Administrator / Managing Board, within legally permitted limits, of the duties to be fulfilled in the exercise of this power of attorney.

For _____ Against _____ Abstention _____

5. To approve the proposal to set 15 June 2015 as the registration date for the shareholders that will be subject to the OGMS resolution.

For _____ Against _____ Abstention _____

6. To approve the proposal to set 12 June 2015 as *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' resolution are traded without the rights deriving from that resolution).

For _____ Against _____ Abstention _____

For the Extraordinary General Meeting of Shareholders:

1. To approve the proposal made by the Special Administrator to the effect that the Company should not be dissolved in the situation provided under art. 153²⁴, paragraph 1 of Company Law no. 31/1990, as subsequently amended and supplemented, pursuant to which "If the board of directors, managing board respectively, establishes that following certain losses as determined under the annual financial statements approved according to the law, the company's net asset determined as the difference between total assets and total liabilities has diminished to less than half of the subscribed share capital value, shall promptly call the extraordinary general meeting to decide whether the company must be dissolved."

For _____ Against _____ Abstention _____

2. To approve the contracting of an external independent actuary proposed by the shareholders for the purpose of assessing the expectations for each insurance line related to year 2013 and 2014, including among other things (i) assessment of technical reserves, including the use of the actuarial calculation methodologies (ii) calculation and evaluation of assets and benefits deriving from the investment of assets admitted to cover the technical reserves, and (iii) analysis of capital adequacy and the company's solvency. The contracting terms will be presented in the general meeting of shareholders. The Company's Special Administrator will conclude and implement the related service agreement pursuant to the terms and conditions thus established.

For _____ Against _____ Abstention _____

3. To approve ASTRA's joining the action filed by shareholder Epsilon Estate Provider S.R.L. with the court for cancellation of ASF Decision 159/30.04.2014 under which the court denied ASTRA's planned acquisition so as to become a significant shareholder in AXA Life Insurance S.A., invoking the illegal and ungrounded nature of the decision (case file 387/2/2015 lodged before the Bucharest Court of Appeal)".

For _____ Against _____ Abstention _____

4. To grant 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 sign the EGMS 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 to third parties by the Special Administrator / Managing Board, within legally permitted limits, of the duties to be fulfilled in the exercise of this power of attorney.

For _____ Against _____ Abstention _____

5. To approve the proposal to set 15 June 2015 as the registration date for the shareholders that will be subject to the EGMS resolution.

For _____ Against _____ Abstention _____

6. To approve the proposal to set 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' 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 one 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 OGMS/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

(corporate name)

(full surname and name of the legal representative)

(date)

(signature of legal representative and stamp of legal entity)