

DRAFT**RESOLUTION OF THE EXTRAORDINARY 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.

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. To approve the proposal made by the Special Administrator to the effect that the Company should not be dissolved as per art. 153²⁴, par 1 under 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 is to be dissolved."

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

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.

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

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 to deny 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)".

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 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 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;

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

5. The registration date for the shareholders that will be subject to the EGMS resolutions shall be 15 June 2015.

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

6. 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) shall be 12 June 2015.

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.