

### SPECIAL POWER OF ATTORNEY

for representation in the Extraordinary General Meeting of Shareholders of Societatea Asigurare-Reasigurare Astra S.A. to be held on 10/11 August 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 .....  
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 at .....holder 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 .....  
no..... issued on ..... by  
..... personal identification  
number....., in capacity of  
..... (*position held according to Trade Registry  
registration*),

To represent me in the Extraordinary General Meeting of Shareholders ("EGMS") of Societatea Asigurare-Reasigurare Astra S.A. (the "Company") to be held on 10 August 2015, at the Company's registered office in Bucharest at 3 Nerva Traian St., Building M 101, 11<sup>th</sup> floor, Sector 3, at 11:00 hours, or on 11 August 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 30 July 2015, in connection with the items included on the agenda of each meeting, as follows:

#### For the Extraordinary General Meeting of Shareholders:

1. To approve the suspension of the share capital increase of Societatea Asigurare-Reasigurare Astra S.A., a procedure approved under Special Administrator's Decision no. 99 of 18 March 2015 and Financial Supervisory Authority's Decision no. 1004 of 27 May 2015, until the suspension of the effects produced by Financial Supervisory Authority's Decision no. 999 of 26 May 2015.

For \_\_\_\_\_ Against \_\_\_\_\_ Abstention \_\_\_\_\_

2. 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 \_\_\_\_\_

3. To approve the proposal to set 26 August 2015 as the registration date for the shareholders that will be subject to the EGMS resolution.

For \_\_\_\_\_ Against \_\_\_\_\_ Abstention \_\_\_\_\_

4. To approve the proposal to set 25 August 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 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)