

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 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
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, 11th 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 amend ASTRA's Constitutive Deed, articles 16.2, 17.2 and 17.3, by returning to the original content of ASTRA's Constitutive Deed, applicable prior to the amendment made at the request of the subscribed and approved under item 3 of the Resolution of Extraordinary General Meeting of Shareholders of Societatea Asigura-Reasigura Astra S.A. dated 9 October 2014, as follows:

Art. 16.2. – “The debates of the ordinary general meeting shall be valid at the first calling provided that the meeting is attended by shareholders holding at least 2/3 of the total number of voting rights and resolutions are adopted with a majority of at least 66% of the votes cast by the shareholders participating in or represented at the meeting.”

Art. 17.2. – “The extraordinary general meeting shall be validly held and may adopt valid resolutions if at the first calling the meeting is attended by shareholders holding at least 70% of the total number of voting rights and at the second calling the meeting is attended by shareholders holding at least 2/3 of the total number of voting rights.”

Art. 17.3 – “At the first calling, resolutions may be adopted with a majority of at least 70% of the votes held by the attending or represented shareholders, and at the second calling resolutions may be adopted with a majority of at least 2/3 of the voting rights held by the attending or represented shareholders.”

For _____ Against _____ Abstention _____

3. 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;

For _____ Against _____ Abstention _____

4. The registration date for the shareholders that will be subject to the EGMS resolutions shall be 26 August 2015.

For _____ Against _____ Abstention _____

5. The ex date (date prior to the registration date with a reimbursement 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 25 August 2015.

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)