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**SUPPLEMENTATION OF THE CALLING NOTICE FOR THE EXTRAORDINARY GENERAL  
MEETING OF SHAREHOLDERS OF SOCIETATEA ASIGURARE-REASIGURARE ASTRA S.A**

The Special Administrator of Societatea Asigurare-Reasigurare Astra S.A., KPMG Advisory S.R.L., with the registered office in Bucharest, Șos. București-Ploiești, no. 69-71, sole registration code no. 13204347, registered with the Trade Register Office of the Bucharest Tribunal under no. J40/6657/2000, district 1 („Special Administrator”), mandated to act as a special administrator by the Financial Supervisory Authority under Decision no. 42/2014 on the opening the financial recovery procedure through special administration of Societatea Asigurare-Reasigurare Astra S.A., a company managed under a two-tier system, with the registered office in Bucharest at str. Nerva Traian no. 3, building M101, 11<sup>th</sup> floor, district 3, registered with the Trade Register Office of the Bucharest Tribunal under no. J40/305/1991, sole registration code no. 330904, (the “Company”), decision that was published in the Official Gazette of Romania, Part I, no. 120 of 18.02.2014,

Considering the request of the Company’s significant shareholders, The Nova Group Investments Romania S.A. and Epsilon Estate Provider S.R.L., of 27 July 2015, whereby they request the supplementation of the agenda of the General Extraordinary Meeting of Shareholders of the Company called for 10/11 August 2015 according to the Calling Notice published in the Official Gazette of Romania, Part IV, no. 3341 of 10.07.2015, with a new item, as follows:

*“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 Asigurare-Reasigurare 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.”*

Is calling the Extraordinary General Meeting of Shareholders (“EGMS”), at the Company’s registered office on 10 August 2015, at 11:00 hours. Should the applicable quorum requirements not be met, the EGMS shall be held on 11 August 2015, at the same venue and time stated above.

**The EGMS shall have the following agenda, supplemented according to the request of the significant shareholders mentioned above:**

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.
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 Asigurare-Reasigurare 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.”

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

The shareholders entitled to participate and vote in the EGMS shall be those shareholders registered in the Company’s shareholders register kept by the central depository as at the reference date of 30 July 2015.

Participation of shareholders, shareholders’ representatives respectively, in the EGMS shall be conditional on presentation of identification documents.

Individual shareholders / shareholders’ representatives must present their identification documents in the original or a copy true to the original.

Where shareholders are companies or entities without a legal personality, their capacity to act as legal representatives shall be checked against the shareholders list as at the reference date received from the central depository.

The documents certifying the capacity to act as legal representative drafted in a foreign language, other than English, shall be accompanied by a translation made by a translator certified for Romanian or English.

Corporate representatives shall prove their capacity to act as legal representatives by presenting an excerpt issued by the Trade Registry, in the original or a copy true to the original, or any other document in the original or a copy true to the original, issued by the competent authorities of the state where the foreign corporate representative is registered and which certifies its capacity as a legal representative along with the identification documents, in the original or a copy true to the original, of the individual legal representative. The documents attesting to the legal representative capacity of the corporate representative must be issued at most 3 months prior to the publication of this calling notice.

Voting by proxy shall follow the rules set out below:

- (i) Each shareholder registered as at the reference date mentioned above shall be entitled to designate, according to the law, another individual or legal entity to act in its stead and to participate and vote on its behalf in the EGMS under a general or special power of attorney. The proxy holder shall have the same rights to take the floor and ask questions in EGMS as the shareholder that is represented thereby. In order to be appointed as a proxy, the person in question must have full legal capacity.
- (ii) In order to designate a proxy holder, a special proxy form provided by the Company must be filled in. The special proxy shall be prepared in three counterparts of which the first original shall be kept by the shareholder, the second original shall be handed over to the proxy holder to be used as proof of his/her capacity within EGMS, and the third original shall be sent to the Company’s registered office along with the documents confirming the shareholder’s and the proxy holder’s identity, as mentioned above. The envelope must be state “For the Extraordinary Meeting of Shareholders” and should be received by the Company by 7 August 2015. The proxy holder may also be designated by way of a special proxy in electronic format, with an extended electronic signature attached thereto, as per Law no. 455/2001 on electronic signature, as subsequently amended and supplemented, and the designation of the proxy holder can be notified by emailing such proxy to [office@astrasig.ro](mailto:office@astrasig.ro), by 7 August 2015.

- (iii) A shareholder may designate only one person in order to be represented in the EGMS. Where a shareholder owns shares in several securities accounts, such restriction will not prevent the shareholder in question to designate in the EGMS a different proxy for the shares held in each of the securities accounts. However, a shareholder is prohibited from casting different votes by virtue of the shares held.
- (iv) 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 designated as above cannot fulfil its obligations. If several deputies are designated in the special proxy form, the order in which they will discharge their duties shall also be established.
- (v) Shareholders must state specific voting instructions in the special proxy form delivered to their proxy holders for each item included on the agenda of the EGMS.
- (vi) The special proxy must state:
- the shareholder's name/corporate name and number of shares held out of the total number of shares and total number of voting rights;
  - proxy holder's name/corporate name;
  - date, time and venue of EGMS;
  - date of special proxy; special proxies subsequently dated shall result in the cancellation of previously dated proxies; and
  - a clear explanation of each item to be subject to the shareholders' vote, and the possibility to vote "for", "against" or "to abstain".
- (vii) The special proxy shall be valid only for the EGMS for which it was requested. The proxy holder has the obligation to vote according to the instructions expressed by the shareholder who designated him.
- (viii) A person acting as a proxy holder may represent several shareholders whose number is unlimited. Where a proxy holder has been empowered to act in such capacity by several shareholders, the proxy holder will be entitled to vote differently for each shareholder. The person representing several shareholders under special proxies shall express the vote of represented persons by totalling the number of votes "for", "against" or "abstain" without offsetting such votes. The votes thus cast shall be validated on the basis of the third original counterpart of the proxy. Regarding the general powers of attorney, the person acting as a proxy holder shall not present any proof of the represented shareholder's vote during the general meeting of the shareholders.
- (ix) Expressing the vote under a proxy holder can be made based on a validly general power of attorney for a period not exceeding three years, allowing the proxy holder to vote on aspects debated during general meetings of the Company's shareholders, if:
- the power of attorney is granted by the shareholder, in his capacity of client, to an agent (as defined according to the provisions of art. 2 paragraph (1) item 14 from Law no. 297/2004 on the capital market as subsequently amended and supplemented), or to an attorney;
  - the general power of attorney complies with the provisions of the National Securities Commission Regulation no. 6/2009 on exercising certain rights of the shareholders during the general meetings of the companies, as subsequently amended and supplemented;
  - the power of attorney is signed by the shareholder in question and it is accompanied by a statutory declaration of the agent's legal representative or by the attorney who received the power of attorney for the proxy under the general power of attorney, showing the following:
    - the power of attorney is granted by the shareholder in question, in his capacity of client, to the agent or, as applicable to the attorney;
    - the general power of attorney is signed by the shareholder, including by attaching an extended electronic signature, if it is necessary.

Before the first use of the general power of attorney, a copy mentioning the compliance with the original under the proxy holder's signature, along with the statutory declaration of the agent's legal representative or of the attorney who received the power of attorney for the proxy under the general power of attorney (in original, signed and if applicable stamped), shall be sent to the Company's registered office by 7 August 2015.

- (x) The general power of attorney must contain at least the following information:

- name/ corporate name of the shareholder;
- name/ corporate name of the proxy holder;
- the date of the power of attorney, as well as its validity period;
- the powers of attorney having a subsequent date shall revoke the previously dated powers of attorney;
- the mention that the shareholder gives power of attorney for all his shares at the reference date to the agent to attend and vote in his behalf under the general power of attorney within the general meeting of the shareholders, stating specifically the company/companies for which the general power of attorney in question is used.

Shareholders registered at the reference date may vote by correspondence prior to the EGMS using the form of vote by correspondence provided by the Company.

The original forms of vote by correspondence, filled in and signed, along with the documents attesting to the shareholder's identity, as mentioned above, must be received by the Company by 7 August 2015. The envelope must state "For the Extraordinary Meeting of Shareholders".

The vote by correspondence may be expressed by a proxy only if he receives a special/general power of attorney from the shareholder he represents and a copy must be submitted to the Company mentioning that it is a true copy under the proxy's signature, by 7 August 2015.

Should the shareholder who has cast a vote by correspondence attends the EGMS in person or by proxy, the vote by correspondence cast for the general meeting in question shall be cancelled. In this case, only the vote cast in person or by proxy shall be taken into consideration. If the proxy who attends the EGMS is different from the proxy who cast the vote by correspondence, in order for the vote to be valid, the proxy in question shall submit during the meeting a written revocation of the correspondence vote, except for the situation when the proxy's shareholder or the legal representative attends the EGMS.

The Company's shareholders representing individually or in aggregate at least 5% of the share capital shall be entitled to add new items on the agenda of the EGMS, provided that each item is justified or accompanied by a draft resolution proposed to be adopted by the EGMS and to present draft resolutions for the items included or proposed to be included on the agenda of the EGMS. The proposals of new items to be included on the agenda or of draft resolutions for the items included or proposed to be included on the agenda, must be sent to the Company's registered office, in the original, within at most 15 days after the publication of the calling notice, along with the documents attesting to the shareholder's identity, as mentioned above, with the envelope stating "For the Extraordinary Meeting of Shareholders", or they can be emailed within the same timeframe to [office@astrasig.ro](mailto:office@astrasig.ro), in electronic format having an extended electronic signature attached as per Law no. 455/2001 on electronic signature, as subsequently amended and supplemented.

Shareholders shall be entitled to ask questions about the items included on the agenda of the EGMS until 7 August 2015, subject to presentation of documents attesting to a shareholder's identity, as mentioned above.

Starting 10 July 2015, the EGMS draft resolutions, the special proxy forms as well as the forms of vote by correspondence are available at the Company's registered office every day, Monday through Friday between 11:00 - 15:00 hours, as well as on the Company's website ([www.astrasig.ro](http://www.astrasig.ro)).

## **SOCIETATEA ASIGURARE - REASIGURARE ASTRA S.A.**

Through Special Administrator

KPMG Advisory S.R.L.

By Proxy

