

DRAFT**RESOLUTION OF THE EXTRAORDINARY GENERAL MEETING OF SHAREHOLDERS OF
Societatea Asigurare-Reasigurare Astra S.A.
dated 10 August 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 10 August 2015, at 11:00 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 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

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

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.”

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

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.

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

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

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

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.

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, district 3, Bucharest.

Special Administrator of Societatea Asigurare-Reasigurare Astra S.A.

KPMG Advisory S.R.L.