

### SPECIAL POWER OF ATTORNEY

for representation in the Ordinary and Extraordinary General Meetings of Societatea Asigurare-Reasigurare Astra S.A. to be held on 9/10 October 2014

The subscribed.....  
(*corporate name*), with the registered office at .....  
....., registered with the  
Trade Register Office under no. ...., Sole Code of  
Registration ..... represented by  
..... (*full surname and name*), with the  
place of domicile at ..... holder of Identity Card  
no. .... issued on ..... by  
..... personal identification  
code..... in capacity of  
..... (*position held according to Trade Registry  
registration*), as shareholder of Societatea Asigurare-Reasigurare Astra S.A.

Hereby grant power of attorney to:

(for individual representatives)

.....(*full surname and name*), with the place of domicile at .....holder of Identity card  
no. ...., issued on ..... by ..... personal identification  
code.....

or

(for corporate representatives)

.....  
(*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 ..... holder of Identity Card  
no. .... issued on ..... by  
..... personal identification  
code..... in capacity of  
..... (*position held according to Trade Registry  
registration*),

To represent me in the Ordinary General Meeting of Shareholders ("OGMS") and Extraordinary General Meeting of Shareholders ("EGMS") of Societatea Asigurare-Reasigurare Astra S.A. (the "Company"), to be held on 9 October 2014, at the registered office of the Company in Bucharest at str. Nerva Traian no.3, Building M 101, 10<sup>th</sup> floor, Sector 3, at 11:00 hours (OGMS) and at 13:00 hours (EGMS), respectively, or on 10 October 2014 (should the quorum requirements not be met at the first calling), at the same venue and time for each meeting, and to exercise the voting rights corresponding to a number of ..... shares held by the undersigned, representing ..... % of the share capital and voting rights registered with Depozitarul Central S.A. as at the reference date of 30 September 2014, in connection with the items included on the agenda of the meeting, as follows:

**For the Ordinary General Meeting of Shareholders:**

**For the Ordinary General Meeting of Shareholders:**

1. Approve the Company's annual financial statements for the 2013 financial year, prepared according to Order no. 3129/ 21 December 2005 of the President of the Insurance Supervisory Commission approving the accounting regulations in line the European directives applicable to insurance, as subsequently amended and supplemented, based on the statutory auditor's report and the Special Administrator's report.

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

2. Approve the discharge of duties of the members of the Managing Board and of the Supervisory Board for the 2013 financial year.  
For \_\_\_\_\_ Against \_\_\_\_\_ Abstention \_\_\_\_\_
3. Approve the Company's income and expense budget for the 2014 financial year.  
For \_\_\_\_\_ Against \_\_\_\_\_ Abstention \_\_\_\_\_
4. Performance of a new audit of the financial statements for year 2013 and the audit of the financial statements as at the end of the third quarter of 2014 by an independent auditor, other than the statutory auditor Deloitte Audit SRL.  
For \_\_\_\_\_ Against \_\_\_\_\_ Abstention \_\_\_\_\_
5. Grant power of attorney to the Special Administrator, the Company's Managing Board respectively (in the event that subsequent to the OGMS calling, the Company's management is resumed by the Managing Board) to sign the OGMS 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 \_\_\_\_\_
6. The proposal that the registration date for the shareholders that will be subject to the OGMS resolution be 27 October 2014.  
For \_\_\_\_\_ Against \_\_\_\_\_ Abstention \_\_\_\_\_

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

1. Approve the proposal made by the Special Administrator to the effect that the Company should not be dissolved in the situation provided under art. 153<sup>24</sup>, par 1 of 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 must be dissolved."  
For \_\_\_\_\_ Against \_\_\_\_\_ Abstention \_\_\_\_\_
2. Approval of a giving in payment of intra-group loans, including in particular but not limited to the Medien Holding SRL loan, consisting of principal and related interest.  
For \_\_\_\_\_ Against \_\_\_\_\_ Abstention \_\_\_\_\_
3. Amendment of ASTRA's Constitutive Deed, articles 16.2, 16.3, 17.2 and 17.3 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 50% of the total number of voting rights and resolutions are adopted with a majority of at least 50% 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 50% of the total number of voting rights and at the second calling the meeting is attended by shareholders holding at least 50% of the total number of voting rights.

Art. 17.3 – At the first calling, resolutions may be adopted with a majority of at least 50% 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 50% of the voting rights held by the attending or represented shareholders.

For \_\_\_\_\_ Against \_\_\_\_\_ Abstention \_\_\_\_\_
4. 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 \_\_\_\_\_

5. The proposal that the registration date for the shareholders that will be subject to the EGMS resolution be 27 October 2014.

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 authorised agent (representative) and 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.

The shareholder may designate, by way of the special proxy form, one or several deputies to ensure its representation in the OGMS/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.

#### PRINCIPAL

\_\_\_\_\_

*(corporate name)*

\_\_\_\_\_

*(full surname and name of the legal representative)*

\_\_\_\_\_

*(date)*

\_\_\_\_\_

*(signature of legal representative and stamp of legal entity)*