

DRAFT

**RESOLUTION OF THE EXTRAORDINARY GENERAL MEETING OF SHAREHOLDERS
of Societatea Asigurare-Reasigurare Astra S.A.
of __ October 2014**

The shareholders of Societatea Asigurare – Reasigurare Astra S.A., with the registered office in Bucharest at Nerva Traian street no. 3, building M101, 10th floor, district 3, registered with the Trade Registry under no. J40/305/1991, sole registration code 330904, in accordance with the provisions of Company Law no. 31/1990, as subsequently amended and supplemented, Capital market Law no. 297/2004, as subsequently amended and supplemented, as well as with the Constitutive Deed of the Company, as subsequently amended and supplemented, met within the Extraordinary General Meeting of Shareholders on __ October 2014, at 13:00 hours, at the Company's registered office.

The meeting was attended by shareholders, individuals and legal entities, holding a number of shares,% of the Company's share capital, respectively.

It has been established that the statutory quorum for the Extraordinary General Meeting of Shareholders has been met.

Having regard to the approved agenda, pursuant to the provisions of the Company Law no. 31/1990, as subsequently amended and supplemented,

The Extraordinary General Meeting of Shareholders, in accordance with the legislation in force and the provisions of the company's Constitutive Deed

DECIDES:

1. To approve the proposal made by the Special Administrator to the effect that the Company should not be dissolved in the situation provided under art. 153²⁴, 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."

This resolution was approved: For (_____ %), Against (_____ %), Abstention (_____ %).

2. To approve 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.

This resolution was approved: For (_____ %), Against (_____ %), Abstention (_____ %).

3. To amend 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.

This resolution was approved: For (_____ %), Against (_____ %), Abstention (_____ %).

4. 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.

This resolution was approved: For (_____%), Against (_____%), Abstention (_____%).

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

This resolution was approved: For (_____%), Against (_____%), Abstention (_____%).

This resolution was drawn up at the registered office of the company at Nerva Traian street, no. 3, building M101, 10th floor, district 3, Bucharest.

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

KPMG Advisory S.R.L.