

DRAFT

**RESOLUTION OF THE ORDINARY 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 Register Office of the Bucharest Tribunal 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 Ordinary General Meeting of Shareholders on __ October 2014, at 11:00 hours, at the Company's registered office.

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

It has been established that the statutory quorum for the Ordinary 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 Ordinary 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 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.

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

2. To approve the discharge of duties of the members of the Managing Board and of the Supervisory Board for the 2013 financial year.

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

3. To approve the Company's income and expense budget for the 2014 financial year.

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

4. To approve the 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.

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

5. To 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.

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

6. The registration date for the shareholders that will be subject to the OGMS 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.