



Str. Condorilor nr.9, Bacau 600302; Inmatriculat cu nr: J04/1137/1991-R.C.Bacau;
Cod Unic de Inregistrare: RO 950531; Capital social: 48.728.784 lei
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**DRAFT RESOLUTIONS OF
THE ORDINARY GENERAL MEETING OF SHAREHOLDERS OF AEROSTAR S.A.
ON THE DATE OF APRIL 19, 2018**

The Ordinary General Meeting of Shareholders of AEROSTAR SA (the “Company”), with head office in Bacau, 9 Condorilor Street, registered with the Trade Register Office of the Bacau Court under the number J04 / 1137/1991 and having sole registration number 950531, convened and conducted in accordance with statutory provisions on the date of April 19, 2018, where xxx,xxxx % of the share capital was present or represented, that is xxx.xxx.xxx shares of the total of 152.277.450 shares,

Based on the Companies’ Act no 31/1990, republished, of the Law no 297/2004 with reference to the capital market, with its subsequent modifications and completions, of the Law no 24/2017 regarding the issuers of financial instruments and market operations, of the Regulation no 1/2006 of the National Securities Exchange Commission regarding the issuers and the operations with securities, of the Regulation no 6/2009 of the National Securities Exchange Commission regarding the exercise of certain rights of the shareholders in the general meetings of the shareholders in companies, and of the Constitutive Deed of AEROSTAR S.A,

DECIDES:

RESOLUTION no. 1

Art. 1. With xxx.xxx.xxx votes “for” and xxx.xxx.xxx votes “against” and xxx.xxx.xxx votes “abstentions”, approval of the Report of the Board of Directors for the year 2017.

Art. 2. With xxx.xxx.xxx votes “for” and xxx.xxx.xxx votes “against” and xxx.xxx.xxx votes “abstentions”, approval of Financial Auditor’s Report regarding the auditing of the Financial Statements of the year 2017.

Art. 3. With xxx.xxx.xxx votes “for” and xxx.xxx.xxx votes “against” and xxx.xxx.xxx votes “abstentions”, approval of the Financial Statements of the year of 2017. The main economic results of the year 2017 are:

- a) turnover: 340.172 thousand lei;
- b) total revenues: 359.924 thousand lei;
- c) total expenses: 301.137 thousand lei;
- d) net profit of the year: 53.170 thousand lei.

Art. 4. With xxx.xxx.xxx votes “for” and xxx.xxx.xxx votes “against” and xxx.xxx.xxx votes “abstentions”, approval of the activities performed by the Board of Directors and executive management in the year 2017.

Art.5. With xxx.xxx.xxx votes “for” and xxx.xxx.xxx votes “against” and xxx.xxx.xxx votes “abstentions”, discharge of accountability the members of the Board of Directors and executive management for the activity performed until the date of December 31, 2017.

Art. 6. With xxx.xxx.xxx votes “for” and xxx.xxx.xxx votes “against” and xxx.xxx.xxx votes “abstentions”, distribution of the net result (profit) of the year, i.e. the amount of 53.169.632,90 lei as follows:

- a) distribution of the reinvested profit as legal reserve: 9.337.715,64 lei;
- b) distribution as statutory reserve for the working capital: 29.517.837,26 lei;
- c) distribution as dividends: 14.314.080,00 lei.

Art. 7. With xxx.xxx.xxx votes “for” and xxx.xxx.xxx votes “against” and xxx.xxx.xxx votes “abstentions”, the establishment of a gross dividend per share relating to the financial year 2017 of 0,094 lei.

Art. 8. With xxx.xxx.xxx votes “for” and xxx.xxx.xxx votes “against” and xxx.xxx.xxx votes “abstentions”, distribution of the dividends of the year 2017 in accordance with the legal provisions applicable. The costs related to their distribution will be on account of the net dividend for each shareholder.

RESOLUTION no. 2

Single article. With xxx.xxx.xxx votes “for” and xxx.xxx.xxx votes “against” and xxx.xxx.xxx votes “abstentions”, approval of the date of **May 09, 2018**, as **Registration Date**, according to art. 86 para 1) of the Law no 24/2017 regarding the issuers of financial instruments and market operations, for the decisions adopted in the date of April 19/20, 2018, with the exception of the decision on the payment of the dividend. Relating to this registration date, the **ex date** will be on **May 8, 2018**.

RESOLUTION no. 3

Art. 1. With xxx.xxx.xxx votes “for” and xxx.xxx.xxx votes “against” and xxx.xxx.xxx votes “abstentions”, approval of the date of **September 20, 2018** as **Payment Date** of the dividends relating to the financial year 2017.

Art. 2. With xxx.xxx.xxx votes “for” and xxx.xxx.xxx votes “against” and xxx.xxx.xxx votes “abstentions”, approval of the date of **August 31, 2018**, as **Registration Date** of the shareholders who will benefit the dividends for the financial year 2017. Relating to this registration date, the **ex date** will be **August 30, 2018**.

RESOLUTION no. 4

Art. 1. With xxx.xxx.xxx votes “for” and xxx.xxx.xxx votes “against” and xxx.xxx.xxx votes “abstentions”, appointment, according to art. 65 of the Law no 162/2017 regarding the statutory audit of the annual financial statements and the consolidated annual financial statements, of the Audit Committee made up of the following members:

1. Mihai DEJU;
2. Daniel BOTEZ.

Art. 2. With xxx.xxx.xxx votes “for” and xxx.xxx.xxx votes “against” and xxx.xxx.xxx votes “abstentions”, approval of the duration of the contracts signed with members of the Audit Committee for a period from 19 April 2018 to 10 July 2020.

Art. 3. With xxx.xxx.xxx votes “for” and xxx.xxx.xxx votes “against” and xxx.xxx.xxx votes “abstentions”, approval of the net allowances of the members of the Audit Committee at the level of 50% of the indemnity of a member of the Board of Directors.

RESOLUTION no. 5

Art. 1. With xxx.xxx.xxx votes “for” and xxx.xxx.xxx votes “against” and xxx.xxx.xxx votes “abstentions”, appointment as financial auditor of MAZARS ROMANIA S.R.L.

Art. 2. With xxx.xxx.xxx votes “for” and xxx.xxx.xxx votes “against” and xxx.xxx.xxx votes “abstentions”, the conclusion of the financial audit contract with MAZARS ROMANIA SRL for a

minimum period of 2 (two) years, with the possibility of extension by an Additional Act approved by the Board of Directors of the Company.

RESOLUTION no. 6

Single article. With xxx.xxx.xxx votes “for” and xxx.xxx.xxx votes “against” and xxx.xxx.xxx votes “abstentions”, empower the President-Director General of AEROSTAR S.A., Mr.eng. Grigore Filip, with the possibility of substitution:

- a) to conclude and/or sign on behalf of the AEROSTAR S.A. and/or on behalf of the shareholders of AEROSTAR S.A.: the resolutions of the present Ordinary General Meeting of the Shareholders, any and all of the resolutions, documents, applications, forms and requests adopted/ prepared in the purpose or for the execution of the resolutions of the present Ordinary General Meeting of the Shareholders, in relation to any natural or legal person, private or public;
- b) to perform all the legal formalities for registration, opposability, execution and publication of the resolutions adopted.

**President of the Board of Directors – General Director,
Grigore FILIP**

AEROSTAR S.A. BACAU

**TOTAL NUMBER OF SHARES
AND
VOTING RIGHTS
ON THE DATE OF CONVENING
THE ORDINARY GENERAL MEETING OF SHAREHOLDERS
ON APRIL 19, 2018**

The share capital of Aerostar S.A. Bacau in total amount of 48.728.784 lei is divided into 152.277.450 shares with nominal value of 0,32 lei /share.

All the shares of Aerostar S.A. Bacau are comprised in a single class of shares and they are nominative, ordinary, dematerialized, indivisible, of equal value and equal rights.

**GMS Secretary,
Elena RUSU**