

## INFORMATION ON THE GENERAL PROXY

The shareholder can grant a valid proxy for a time period of maximum 3 years, which permits to such representative to vote in all aspects under the debate of the GMS on behalf of one or several companies identified in the proxy, including with reference to dispositions, on condition that such proxy is granted by the shareholder as a client, to an intermediary or to a lawyer.

The shareholders cannot be represented in the GMS based on a general proxy by a person who is in a **conflict of interest** situation, which can arise especially in one of the following cases:

- a) he/she is a majoritary shareholder of the Company, or another entity, under the control of the respective shareholder;
- b) he/she is a member of an administrative, management or supervisory body of the Company, of a majoritary shareholder or of a controlled entity as provided in letter a);
- c) he/she is an employee or an auditor of the Company or of another majoritary shareholder or of a controlled entity as provided in letter a);
- d) he/she is the spouse, relative or related to the fourth degree inclusively, of one of the natural persons as provided in letter a)-c).

The empowered person **cannot be substituted** by another person. In case the **empowered person is a legal person**, such person can exercise the mandate through any person who is part of the administrative or management body or from among its employees.

The general proxy must comprise **at least the following information**:

- 1) name/ denomination of the shareholder and the stake held with reference to the total number of holdings in the same class and to the total number of voting rights;
- 2) name/ denomination of the representative (who is granted the proxy);
- 3) the date of the proxy, as well as the validity period subject to the provisions in art 92 para 13 of the Law no 24/2017 regarding the issuers of financial instruments and market operations; the proxy bearing a subsequent date of issue causes the prior dated proxy to be revoked;
- 4) the specification that the shareholder empowers the representative to attend and vote on his/her name or by general proxy in the GMS, indicating specifically the company for which the respective general proxy is used.

### **Documents to accompany the general proxy**

The general proxy will be accompanied by the documents as provided in para. V of the Convening Notice.

Also, the shareholders will send as well the proof that the empowered person is **either an intermediary or a lawyer**, while the shareholder is the **client** of such intermediary or lawyer.

The documents presented in a **foreign language, other than English** (except the IDs valid on Romania's territory), will be accompanied by the translation made by an authorized translator, into Romanian or English.

Such proxy, before its first use, must be submitted at the company 48 hours prior to the GMS, in copy, comprising the note of conformance with the original signed by the representative. The certified copies of the proxies are retained by the Company, and this is specified in the minutes of the GMS.

A general proxy can be disregarded in the following conditions:

- a) it was not submitted at the Company with 48 hours prior to the GMS.
- b) it was not submitted in copy certified under the signature of the representative,
- c) does not comprise the identification data of the shareholder,
- d) does not comprise the identification data of the representative,
- e) the date of the proxy and its validity period are not specified,
- f) it does not specify explicitly SC AEROSTAR SA BACAU as the company for which the respective proxy is used,
- g) it does not comprise the name and authorized signature of the shareholder,
- h) it is not accompanied by the documents mentioned above,
- i) the duration of the representative's mandate is expired.