



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  
Tel:+40234.575070; Fax:+40234.572023; 572259  
e-mail:aerostar@aerostar.ro; Website:http://www.aerostar.ro

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**DRAFT RESOLUTIONS OF  
THE ORDINARY GENERAL MEETING OF SHAREHOLDERS OF AEROSTAR S.A.  
ON THE DATE OF APRIL 24/25, 2019**

**The Ordinary General Meeting of Shareholders of AEROSTAR SA (the “Company”)**, with the 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 24/25, 2019, 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. 24/2017 regarding the issuers of financial instruments and market operations, of the A.S.F. (Financial Supervisory Authority) Regulation nr. 5/2018 regarding the issuers of financial instruments and market operations, and of the Constitutive Deed of the Company,

**DECIDES:**

**DRAFT 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 2018.

**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 2018.

**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 2018. The main economic results of the year 2018 are:

- a) turnover: 353.413 thousand lei;
- b) total revenues: 379.051 thousand lei;
- c) total expenses: 291.631 thousand lei;
- d) net profit of the year: 79.921 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 2018.

**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, 2018.

**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 79.920.849,23 lei as follows:

- a) distribution of the reinvested profit as legal reserve: 26.034.996,79 lei;

b) distribution as statutory reserve: 37.436.793,44 lei;

c) distribution as dividends: 16.449.059,00 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 2018 of 0,108 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 2018 in accordance with the legal provisions applicable. The costs related to their distribution will be on account of the net dividend for each shareholder.

#### **DRAFT 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 specific indication under the item „*Other expenses with manpower (9.719 thousand lei)*” from the General Activity Budget for the year 2019 (Annex 1 to the GMS Resolution no. 7/13.12.2018), namely the specific indication „*Holiday Vouchers*” in amount of 572 thousand lei.

#### **DRAFT RESOLUTION no. 3**

**Single article.** With xxx.xxx.xxx votes “for” and xxx.xxx.xxx votes “against” and xxx.xxx.xxx votes “abstentions”, approval of the date date of **June 7<sup>th</sup>, 2019**, as **Record Date**, in accordance with art. 86 para 1 of the Law no 24/2017 regarding the issuers of financial instruments and market operations. With reference to the proposed record date, the *ex date* will be **June 6<sup>th</sup>, 2019**.

#### **DRAFT RESOLUTION no. 4**

**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 **June 26<sup>th</sup>, 2019**, as the **Payment Date** of the dividends for the financial year 2018.

#### **DRAFT RESOLUTION no. 5**

**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 24/25, 2019**

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**