

THE FORM REQUESTED BY AEROSTAR SA

**SPECIAL PROXY
FOR THE ORDINARY GENERAL MEETING OF SHAREHOLDERS
ON THE DATE OF 11/12.2019**

The Undersigned/Subscribed _____
(name, surname/name of represented shareholder, in capital letters), resident in/ with headoffice in _____, st. _____, no _____, bl. _____, floor _____, app. _____, sector/county _____, country _____, identified with ID card/Passport / Permit of Residence series _____ no. _____, issued by _____, on the date of _____, valid until _____, Personal Identification Number (CNP) _____// registered in the Trade Registry _____ under no _____, Sole Identification No (CUI) _____, by legal /conventional representative (~~to strikethrough the incorrect variant~~)

Mr./Ms. _____, holding a number of _____ ordinary, dematerialized nominative shares, with a nominal value of 0,32 lei, issued by **AEROSTAR S.A.** (the „Company”), which entitles to a number of _____ votes of the total 152.277.450 shares/voting rights in the Ordinary General Meeting of Shareholders, as **PRINCIPAL**,

I hereby empower _____, with residence in/ with headoffice in _____, St. _____, no. _____, bl. _____, floor _____, app. _____, sector/county _____, identified with ID/ Passport/ Permit of Residence series _____ no _____, issued by _____, on the date of _____, valid until _____, Personal Identification Number (CNP) _____//registered in Trade Registry _____ under no _____, Sole Registration No (CUI) _____, by legal/ conventional representative (~~to strikethrough the incorrect variant~~)

Mr./Ms. _____, as an **AGENT/ REPRESENTATIVE**,

to represent me in the **Ordinary General Meeting of Shareholders**, which will take place in Bacau, 9 Condorilor St., Bacau county, on the date of **11.12.2019, starting with 14:00 hrs.**, as well as on the date when the second meeting is held on the date of **12.12.2019, starting with 14:00 hrs.**, at the same address, the same agenda and the same Date of Reference, in case the first meeting cannot be held, and to exercise the voting rights related to my shareholdings, recorded in the Record of Company’s shareholders on the Date of Reference **26.11.2019**, as follows (*to tick only in the adequate box and only for the items on the agenda for which the representative is empowered to attend and vote , as well the explicit voting instruction*):

Item	AGENDA	FOR	AGAINST	ABSTAIN
1	Approval of the election of the EGMS meeting’s secretariat, composed from: 1. Mrs./Ms. – Secretary designated from among the company’s shareholders 2. Mrs./Ms. – Technical secretary.			

2	<p>Approval of the Income and Expenses Budget for the year 2020, as follows:</p> <p>A. The Budget of the General Activity for the year 2020 (Annex 1 to the draft Resolution no 11) with the following main elements:</p> <p>a) turnover: 370.000 thousand lei;</p> <p>b) total revenues: 393.500 thousand lei;</p> <p>c) total expenses: 341.771 thousand lei;</p> <p>d) gross result: 51.729 thousand lei;</p> <p>e) net result: 43.452 thousand lei.</p> <p>B. The Budget of the Treasury Activity for the year 2020 (Annex 2 to the draft Resolution no 11);</p> <p>C. The main Economic- Financial Indicators for the year 2020 (Annex 3 to the draft Resolution no 11)</p>			
3	<p>a) Approval to to set the net allowance of the Directors (administrators) at the level of 4.750 lei for the financial year 2020.</p> <p>b) Approving the maintenance for the financial year of 2020 of the level (the multiplication factor) related to the additional remuneration, established based on the GMS Resolution no. 6 of December 14, 2017 for the members of the Board of Directors who also have executive attributions, but having as reference the value established at art. 1 of Resolution no. 12 (point 3 letter a) above).</p> <p>c) Approval to empower Mrs/ Mr., as an OGMS representative to prepare and sign the additional document to the specific contract, with each of the members of the Board of Directors, as applicable to each.</p>			
5	<p>Approval to register the dividends for the year 2015, not collected and prescribed, in amount of 496.181,35 lei as “other revenues” in accordance with the legal provisions.</p>			
6	<p>Approval of the date of 06.01.2020 as Record Date (<i>ex-date</i> 05.01.2020) for the shareholders under the effect of the resolutions adopted by the Ordinary General Meeting of the Shareholders.</p>			
7	<p>Empower the President - General Director of the Company, Mr. eng. Grigore Filip, with the possibility of substitution, to:</p> <p>a) sign on behalf of the Company and/or on behalf of the Company shareholders: the resolutions of the present Ordinary General Meeting of Shareholders, as well as all the documents prepared in the purpose to execute such resolutions, in relation to any natural or legal person, private or public; and</p> <p>b) perform all the legal formalities for registration, opposability, execution and publication of the resolutions adopted.</p>			

I hereby empower the above mentioned agent/ representative to vote subject to the proxy instruction and grant him/ her with discretionary voting power on the aspects which were not identified and included on the agenda until the date when the present special proxy was made.

- Yes
- No

Please find enclosed (as applicable):

1. Copy of the ID document of the shareholder- natural person (ID card/ Passport/Permit of Residence)
2. The official document which acknowledges the status of legal representative of the signatory (proof issued by a competent body, in original or in copy conforming with the original, issued with maximum 30 days prior to the date when the Ordinary General Meeting of Shareholders convening notice was published) and copy of the legal representative's ID.
3. Declaration on one's responsibility given by the credit institution which supplies custody services for the shareholders of the Company and which received the empowerment for the representation in the Special Proxy, which must comprise:
 - a) The credit institution provides custody services for such shareholder;
 - b) The instructions in the Special Proxy are identical with the instructions from the SWIFT message received by the credit institution to vote on behalf such shareholder;
 - c) The Special Proxy is signed by the shareholder.

Made today, _____, in 3 original folds, having the same legal force, one for the Principal, one for the Agent/ Representative and the third to be filed at the Company's Registry until the date of **09.12.2019, 14:00 hrs.**

Contact telephone no _____

PRINCIPAL,

(Name, surname/name of represented shareholder, in capital letters)

(Name and surname of the legal representative of the shareholder represented, in capital letters)

(Signature of the shareholder represented/of the legal representative of the shareholder represented and stamp)