

Current Report
according to ASF Regulation no. 5/2018
Date of the report: 18.03.2020

Name of issuer: **AEROSTAR S.A.**
Registered headquarters: **BACAU, No. 9 Condorilor Street**
Telephone: **+40 234.575.070; Fax: +40 234.572.023/572.259**
Sole Registration No: **950531**
Trade Register Number: **J04/1137/1991**
LEI : **315700G9KRN3B7XDBB73**
Web/e-mail: **www.aerostar.ro, aerostar@aerostar.ro**
Share capital, subscribed and paid: **48.728.784 LEI**
Regular market on which the issued shares are traded: **Bucharest Stock Exchange (symbol "ARS")**

The Board of Directors of the company AEROSTAR S.A.
duly met on the date of 17.03.2010

CONVENES

for the date of 21 April 2020

at 13:00 hrs, the Extraordinary General Meeting of Shareholders of AEROSTAR S.A. (EGMS), and
at 13:30 hrs, the Ordinary General Meeting of Shareholders of AEROSTAR S.A (OGMS)

The proceedings of the general meetings will be held at the registered head office in Bacau, 9 Condorilor St, postal code 600302, Bacau county.

The convening is made in compliance with the provisions in the "Constitutive Deed" of AEROSTAR S.A., the Law no 31/1990 regarding the companies, the Law no 24/2017 regarding the issuers of financial instruments and market operations, the regulations of the Financial Supervisory Authority (ASF) and the Procedure for organizing and conduct of the General Meetings of the Shareholders of AEROSTAR S.A. published on the company website www.aerostar.ro.

Entitled to attend and vote in the Extraordinary General Meeting of the Shareholders and in the Ordinary General Meeting of the Shareholders are all the shareholders recorded in the Shareholders' Registry at the end of the date of **07 April 2020**, set as **Reference Date**.

In case the statutory and legal quorum conditions are not met at the first convening date, the Extraordinary General Meeting of the Shareholders of AEROSTAR S.A. is convened for the date of **22 April 2020, at 13:00 hrs** and the Ordinary General Meeting of the Shareholders of AEROSTAR S.A. is convened for the date of **22 April 2020, at 13:30 hrs**, while maintaining the same Reference Date, the same Agenda and the same place.

THE AGENDA OF THE EXTRAORDINARY GENERAL MEETING OF THE SHAREHOLDERS:

- 1.** Election of the secretariate of the EGMS meeting in accordance with art.129, para (2) and para (5) of the Law no 31/1990 on companies.
- 2.** Approval, in accordance with the provisions of art.227 letter d) of the Law on companies no 31/1990, to dissolve the company ATF S.A., registered at the Trade Register Office Bacau under no J04/166/2005, sole identification no (CUI) 17153254, to which Aerostar SA is a shareholder with a 45.75% shareholding in the registered capital.
- 3.** Approval of the date of **8 May 2020**, 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 Record date proposed, the ex-date will be 07 May 2020.

4. Empower the President- General Director of the Company, Mr. Eng.Grigore FILIP, with the possibility of substitution, to:
 - a) conclude and/or sign on behalf of the Company and/or on behalf of the Company's shareholders: the resolutions of the present Extraordinary General Meeting of Shareholders, any and all such documents prepared in the purpose to execute such decisions, in relation to any natural or legal person, private or public; and
 - b) perform all the legal formalities for registration, opposability, execution and publication of the decisions adopted.

THE AGENDA OF THE ORDINARY GENERAL MEETING OF THE SHAREHOLDERS:

1. Election of the secretariate of the OGMS meeting in accordance with art.129, para (2) and para (5) of the Law no 31/1990 on companies.
2. Presentation and submission for approval of:
 - a) The Report of the Board of Directors for the financial year 2019;
 - b) The Financial Auditor's Report on auditing the financial statements of the year 2019;
 - c) The Financial Statements of the year 2019;
 - d) The discharge of accountability of the Board of Directors and of the Executive Management for the year 2019, based on the reports presented;
 - e) The allocation of the net profit and setting the dividend. The value of the gross dividend, proposed by the Board of Directors, corresponding to one share is 0,13 lei.
3. The approval of the date of **4 June 2020**, 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 **03 June 2020**.
4. Approval of the date of **23 June 2020**, as the **Payment Date** of the dividends for the financial year 2019.
5. Empower the President – General Director of the Company, Mr. Eng.Grigore FILIP, with the possibility of substitution, to:
 - a) conclude and/or sign on behalf of the Company and/or on behalf of the Company's shareholders: the resolutions of the present Ordinary General Meeting of Shareholders, any and all such documents prepared in the purpose to execute such decisions, in relation to any natural or legal person, private or public; and
 - b) perform all the legal formalities for registration, opposability, execution and publication of the decisions adopted.

I. Rights of the Shareholders to attend and vote in the EGMS and OGMS, respectively

In accordance with the legal provisions and the Constitutive Deed, only the shareholders recorded in the Shareholders' Registry on the date of reference (07.04.2020) are entitled to attend and vote in the EGMS, and OGMS respectively, **in person** (by legal representatives) or **by his/her representative** (based on a special or general proxy), subject to the legal restrictions, or before the EGMS, and OGMS respectively, **by correspondence** (based on the Voting Bulletin by correspondence).

The access and/ or the vote by correspondence of the shareholders entitled to attend the EGMS is only permitted subject to their proven identification made with their ID in case of the *shareholders- natural persons*, or with the ID of the legal representative, in case of the *shareholders- legal persons*.

The status of legal representative for the shareholders- legal persons is proven subject to an official document issued by a competent authority as to the identity of the legal representative of the shareholder-legal person, in original or a copy conforming with the original, issued within 30 days at most, before the publishing date of the current convening notice.

The representatives of the shareholders- natural persons will be identified based on their ID, accompanied by the general or special proxy signed by the shareholder –natural person.

The representatives of the shareholders- legal persons will be identified based on their ID, accompanied by the general or special proxy signed by the legal representative of the shareholder- legal person and an official document issued by a competent authority regarding the identity of the legal representative of the shareholder-legal person, in original or a copy conforming with the original, issued within 30 days at most, before the publishing date of the current convening notice.

The documents presented in a foreign language, other than English, will be accompanied by the translation made by an authorized translator, into Romanian or English.

Information on the general and special proxy and on the voting by correspondence is presented in paragraphs V and VI below.

II. Documents related to and in connection with the EGMS and OGMS, respectively

Starting with **20 March 2020**, the documents related to and in connection with the EGMS (Convening Notice, Special Proxy forms, forms of the Voting Bulletins by correspondence, the documents and informative materials regarding the items on the agenda, the draft resolutions for the items on the agenda) will be available for the shareholders on the website of the Company: www.aerostar.ro and can be consulted at the company headoffice, every working day, 9.00 a.m. to 14.00 hrs.

III. Rights of the Shareholders to request the entry of new items on the agenda and to present draft resolutions for the items existing or proposed to be included on the agenda.

The shareholders representing individually or jointly at least 5% of the share capital are entitled, subject to law, to request the entry of new items on the agenda as well as to present draft resolutions for existing items or proposed to be included on the agenda by registered letter with confirmation of receipt/ by courier, in closed envelope, in such a way to be registered at the Company's registry desk before **03 April 2020, 13.00 hrs for the EGMS**, and **03.04.2020, 13:30** respectively **for the OGMS**.

Each item proposed must be accompanied by a justification or a draft resolution proposed to be adopted by the Ordinary General Meeting of the Shareholders.

Copies of the documents specified in paragraph I will be attached to prove the shareholder status.

IV. Right of the shareholders to ask questions related to the agenda

Any interested shareholder is entitled to ask questions in writing with reference to the items on the agenda in such a way as to be registered as received at Company's registry desk until the date of **06 April 2020, at 13.00 hrs for the EGMS** and **06 April 2020 at 13.30 hrs respectively for the OGMS**.

Copies of the documents specified in paragraph I will be attached to prove the shareholder status.

The responses will be available on the Company's website www.aerostar.ro starting with the date of **16 April 2020, 16.00 hrs.**

The right to ask questions and the obligation of the Company to respond are subject to the protection of Company's confidential data and interest.

V. General Proxy

The general proxy can be given by the shareholder, as a client, to the intermediaries defined in accordance with art.2 para 1, point 20 of Law 24/2017, or to a lawyer.

The general proxy can be given for a time period of maximum 3 years and the representative will have the right to vote in all aspects under the debate of the general meeting, including the disposition documents.

The general proxy will be accompanied by a **Declaration on one's responsibility**, signed, stamped and filed in original, of the legal representative of the intermediary or of the lawyer who received the proxy, to state that:

a) the proxy is given by the respective shareholder, as a client, to such intermediary, or to such lawyer, as applicable;

b) the general proxy is signed by the shareholder.

Before their first use, the general proxy will be filed/ sent in copy, certified for conformity with the original by the signature of the representative, in such a way as to be registered as received at the Company's registry desk until the date of **16 April 2020 13.00 hrs for the EGMS and 16 April 2020 at 13.30 hrs respectively for the OGMS.**

Copies of the documents specified in paragraph I will be attached to prove the shareholder status.

VI. Special Proxy and Voting Bulletins by correspondence

The shareholders can attend and vote in the **EGMS and OGMS respectively**, represented by other persons as well, based on special proxy, which will comprise specific voting instructions from the shareholder, with clear specification of the voting option for each item on the agenda; such representation will be given in a single general meeting.

A shareholder can appoint by proxy one or several alternate representatives to provide the representation in the EGMS and OGMS respectively.

In case several alternate representatives are appointed by proxy, such proxy will also specify the sequence in which such alternate representatives exercise their mandate.

The Special Proxy forms and the forms Voting Bulletin by correspondence, made available to the shareholders as provided in paragraph I, will be filled in, signed and filed/ sent, in original, in such a way as to be registered at Company's registry desk until the date of **16 April 2020, 13.00 hrs for the EGMS and 16 April 2020, 13;30 hrs respectively for the OGMS.**

Copies of the documents specified in paragraph I will be attached to prove the shareholder status.

Other information related to the EGMS, and the OGMS respectively, can also be obtained by phone at numbers: 0234575070, ext 1445, or 0234572006 or by email at the address: elena.rusu@aerostar.ro.

**President of the Board of Directors- General Director
Grigore FILIP**