

THE FORM REQUESTED BY AEROSTAR SA

**SPECIAL PROXY FOR THE ORDINARY GENERAL MEETING OF SHAREHOLDERS
ON THE DATE OF 09/10.07.2020**

The **Undersigned/Subscribed** _____ (name, surname/name of represented shareholder, in capital letters), resident in/ with head office 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 head office 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 **09.07.2020**, starting with **13:00 hrs.**, as well as on the date when the **second meeting is held on the date of 10.07.2020, starting with 13:00 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 **26.06.2020**, 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*):

AGENDA	FOR	AGAINST	ABSTAIN
Elect the secretariat of the Ordinary General Meeting of Shareholders, consisting of: 1. Mr./Ms. - a Secretary appointed from among the shareholders of the Company and 2. Ms. Elena Rusu - a Technical Secretary			

AGENDA	FOR	AGAINST	ABSTAIN
<p><u>Item 1 lt. a) on the agenda:</u> Establish a number of 5 members of the Board of Directors considering the provisions of art. 42 of the Constitutive Deed.</p>			
<p>OR <u>Item 1 lt. a) on the agenda:</u> Establish a number of 7 members of the Board of Directors considering the provisions of art. 42 of the Constitutive Deed.</p>			
<p><u>Item 2 lt.a) on the agenda:</u> Maintain for each elected member of the Board of Directors a fixed, monthly, net amount of 4.750 lei all along the financial year 2020, starting with the month of July 2020</p>			
<p><u>Item 2 lt.b) on the agenda:</u> a) Approve as a maximum level of the additional remunerations for the members of the Board of Directors who also have executive attributions, a fixed, monthly amount of maximum 10 (ten) times (inclusively) the remuneration of 4.750 lei, applied individually, as applicable to each.</p>			
<p><u>Item 2 lt.c) on the agenda:</u> Empower the Board of Directors for the negotiation of the additional remunerations within the limits approved.</p>			
<p><u>Item 3a) on the agenda:</u> Set the essential general provisions of the mandate agreements made with the members of the Board of Directors in accordance with the model in the Annex to Draft Resolution no. 29.</p>			
<p><u>Item 3b) on the agenda:</u> Approve the empowerment of Ms./Mr. as a representative of the General Meeting of Shareholders, to edit and sign with each of the members of the Board of Directors, the mandate agreement applicable to each.</p>			
<p><u>Item 4 on the agenda:</u> Approve the date of 24.07.2020 as a Record Date in accordance with art. 86 para 1 of 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 23.07.2020.</p>			
<p><u>Item 5 on the agenda:</u> Empower the General Director of the Company, with the possibility of substitution:</p>			

<p>a)to conclude and/or sign on behalf of the Company and/or on behalf of Company shareholders: the resolutions of the present Ordinary General Meeting of Shareholders, the updated Constitutive Deed, any and all of the resolutions, documents, applications, forms and requirements adopted/ prepared with a view to or for the execution of the resolutions of the present Ordinary General Meeting of Shareholders, in relation to any natural or legal person, private or public; and b)to 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 of 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 **07.07.2020, 13:00 hrs.**

Contact telephone no. _____

PRINCIPAL,

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

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

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