

**Current Report**  
**according to ASF Regulation no. 5/2018**  
**Date of the report: 15.12.2023**

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 December 14<sup>th</sup>, 2023**

**CONVENES**

**for the date of 22<sup>nd</sup> of February, 2024, at 13:00 hrs. (01:00 PM),**  
**the Extraordinary General Meeting of Shareholders of AEROSTAR S.A (EGMS)**

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

The convening is made in compliance with the provisions of 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 conducting the General Meetings of the Shareholders of AEROSTAR S.A. published on the company website [www.aerostar.ro](http://www.aerostar.ro).

Entitled to attend and vote in the Extraordinary General Meeting of the Shareholders are all the shareholders recorded in the Shareholders Registry at the end of the date of **January 25<sup>th</sup>, 2024**, set as **Reference Date**.

In case the statutory and legal quorum conditions are not met at the first convening date, the ordinary General Meeting of the Shareholders of AEROSTAR S.A. is convened for the date of **23<sup>rd</sup> of February, 2024, at 13:00 hrs. (01:00 PM)**, while maintaining the same Reference Date, the same Agenda and the same place.

#### **THE AGENDA:**

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. Validation of the Board of Directors' Decision no. 5, dated December 14<sup>th</sup>, 2023, through which the Board takes note of the retirement, from the position of General Director, by Mr. Grigore FILIP – President of the Board of Directors, starting March 1<sup>st</sup>, 2024.
3. Empowering a person, as a GMS representative, to prepare and sign the contract amendment for the mandate contract of Mr. Grigore FILIP – President of the Board of Directors, as a consequence of the retirement from the position of General Director.
4. Validation of the Board of Directors' Decision no. 6, dated December 14<sup>th</sup>, 2023, through which the Board appointed Mr. Alexandru FILIP for the position of General Director of AEROSTAR S.A., starting March 1<sup>st</sup>, 2024, and until July 10<sup>th</sup>, 2024, and consequently, approval of the modification of the Constitutive Act of AEROSTAR S.A., as follows:

- a) **Article 43** of the Constitutive Act is to be modified and shall have the following content:

**“Art. 43.**

*The Board of Directors consists of 5 (five) natural persons, having the capacity of administrators, whose mandate is available until July 10<sup>th</sup>, 2024, as follows:*

1. *Grigore FILIP, in his capacity as President of the Board of Directors;*
2. *Doru DAMASCHIN, in his capacity as Vice-president of the Board of Directors;*
3. *Mihail-Nicolae TONCEA, in his capacity as a Member of the Board of Directors;*
4. *Liviu-Claudiu DOROȘ, in his capacity as a Member of the Board of Directors;*
5. *Daniel VÎRNĂ, in his capacity as a Member of the Board of Directors.*

*The identification information of the administrators is provided in the Appendix to the current Constitutive Act.”*

- b) **Article 53** of the Constitutive Act is to be modified and shall have the following content:

**“Art. 53.**

*The executive management of AEROSTAR S.A. is ensured by 2 (two) natural persons, in their capacity as General Director and Financial Director, respectively, appointed and revoked by the Board of Directors, in accordance with the duties of the Board, and whose mandate is available until July 10<sup>th</sup>, 2024, as follows:*

- 1. Alexandru FILIP – General Director;*
- 2. Doru DAMASCHIN – Financial Director.*

5. Approval for the updating of Article 60 of the Constitutive Act of AEROSTAR S.A., following the Resolution of the General Meeting of the Shareholders of AEROSTAR S.A. no. 10 dated June 16th, 2022, through which AUDITEVAL CONSULTING S.R.L. was appointed as a financial auditor for the company, which shall have the following content:

**“Art. 60.**

*For the purpose of auditing AEROSTAR S.A.’s financial statements, the following company has been appointed as a financial auditor, for the activities and during the time mentioned in the specific contract:*

- *AUDITEVAL CONSULTING S.R.L., with its main headquarters in Bacau, Vadul Bistriței street no. 29, building C, apartment 4, having its unique Registration Code 24600940, and the Romanian Trade Registry Number J04/1836/2008.”.*

6. Approval to empower the General Director of the Company, 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: any and all documents prepared in the purpose to execute the GMS 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 adopted decisions.

## **I. Rights of the Shareholders to attend and vote in the General Meeting of the Shareholders**

Only the shareholders registered in the Shareholders’ Register on the Reference Date (**January 25<sup>th</sup>, 2024**), have the right to attend and vote in the general meeting of shareholders, in accordance with the legal provisions and the Constitutive Deed, **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

General Meeting of the Shareholders, **by correspondence** (based on the Voting Bulletin by correspondence).

**The access and/ or the vote by correspondence of the shareholders** entitled to attend the General Meeting of the Shareholders 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 General Meeting of the Shareholders**

Starting with the **December 18<sup>th</sup>, 2023**, the documents related to and in connection with the General Meeting (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](http://www.aerostar.ro) and can be consulted at the Company head office, 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 **January 3<sup>rd</sup>, 2024, 13.00 hrs. (01:00 PM)**.

Each item proposed must be accompanied by a justification or a draft resolution proposed to be adopted by the 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 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 **January 30<sup>th</sup>, 2024, 13.00 hrs. (01:00 PM)**.

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](http://www.aerostar.ro) starting with the date of **February 2<sup>nd</sup>, 2024, 16.00 hrs. (04:00 PM)**.

The right to ask questions and the obligation of the Company to respond are subject to the protection of confidential data and Company's 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 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 **February 20<sup>th</sup>, 2024, 13.00 hrs. (01:00 PM)**.

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 General Meeting of the Shareholders represented by other persons, 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, and will be given for representation in a single general meeting. A shareholder can appoint by proxy one or several alternate representatives to provide the representation in the General Meeting of the Shareholders. 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 forms for Special Proxy and for the 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 **February 20<sup>th</sup>, 2024, 13.00 hrs. (01:00 PM)**.

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

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Other information related to the General Meeting of the Shareholders can also be obtained by phone at numbers: 0234575070, ext. 1627, or 0234.572.006 or by email at the address of the GMS Permanent Secretary: [razvan.bejenaru@aerostar.ro](mailto:razvan.bejenaru@aerostar.ro).

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