

Current Report

Date of report: 01.09.2017

Name of issuer: **AEROSTAR S.A.**

Registered headquarters: **BACAU, 9 Condorilor Street**

Phone number: **0234.575.070**; Fax: **0234.572.023/572.259**

Web/ e-mail: www.aerostar.ro / aerostar@erostar.ro

Sole registration number: **950531**

Trade Register Number: **J04/1137/1991**

Share capital, subscribed and paid: **48.728.784 RON**

Regular market on which the issued shares are traded: **Bucharest Stock Exchange (symbol"ARS")**

Important event:

Notice on the payment of AEROSTAR dividends

AEROSTAR S.A. informs the shareholders that, according to the decisions of the Ordinary General Meeting of Shareholders no 1 and 3 on the date of 20.04.2017 (Monitorul Oficial part IV no. 1680/17.05.2017), the payment of the dividends have the following coordinates:

a) **the gross dividend** per share is **0.09 lei**, of which the tax on dividends withheld is as per the legal rate in force on the payment date; the payment related costs will be covered from the net dividend value;

b) the dividends distributed from the profit made during the financial year 2016 are to be paid to the shareholders starting with the date of **20.09.2017- Payment Date**

c) **the "ex date"** has been set for the date of 31.08.2017 ;

d) the shareholders entitled to receive dividends from the net profit of the financial year 2016 are those registered in the consolidated shareholders' register on **01.09.2017 - Registration Date** (approved by the O.G.M.S. held on 20.04.2017);

Payment of the dividends, observing the applicable legal provisions (art. 86 para. 5 of Law 24/2017 and art. 106¹ of ASF no.1/2006 Regulation ASF No.1 / 2006) provides for the payment through Depozitarul Central (Central Depository), as follows:

1. In case of a shareholder who has an account opened with an intermediary participating in the clearing-settlement and register system of the Depozitarul Central, the payment of dividends is made through Depozitarul Central and the participants in the clearing settlement and register system of Depozitarul Central.

Details: **Paragraph A.**

2. In case of a shareholder who does not have an account opened with an intermediary participating to the clearing-settlement and register system of Depozitarul Central, the payment of dividends is made by Depozitarul Central through **CEC Bank S.A.** (the payment agent appointed by **AEROSTAR**).

Details: **Paragraph B.**

3. Application of other dividend tax rates - Deferred payment.

Details: **Paragraph C.**

4. In case of deceased shareholders, the dividends are to be paid upon request to the successors only after Depozitarul Central performs the transfer of shares to the inheritors' names.

Details: **Paragraph D.**

Payment of the dividends - detailed presentation

Paragraph A. Payments for the shareholders that have securities accounts opened with the Participants: transfer into Participants' accounts.

For the natural or legal person shareholders who, as on the registration date own shares issued by AEROSTAR S.A. and who opened an account with an intermediary participating in the clearing settlement and register system of Depozitarul Central, the dividends will be paid by bank transfer on the Payment Date (20.09.2017), through Depozitarul Central, to the respective Participants' accounts, without the submission of additional documents.

Paragraph B. Payments for the shareholders who do not have securities accounts opened with the Participants (Section 1 Depozitarul Central):

B1. Cash payments at the front desks of CEC Bank S.A. for the shareholders natural persons:

For the natural persons shareholders, the payment of dividends can be made in cash, the amounts due being available, at the front desks of CEC Bank S.A. across the country, starting with 20.09.2017. The natural shareholders can go to any CEC Bank S.A. unit, the dividend payment schedule being the same with the working hours of the respective banking units.

The cash payment of dividends is made only to the natural persons shareholders who do not have accounts opened with the Participants (with shares listed in Section 1 of the Shareholders' Register) and which did not communicate the IBAN account for the bank transfer payment.

For the shareholders natural persons (not represented by Participant) who are going at the front desks of CEC Bank S.A. to get the dividends, the payment will be made as follows:

1. Any payment made at the counter will be confirmed by the signature of the person who actually collects the money amount, on the bill for such payment.
2. For the Shareholders not represented by the Participant, the resident natural persons who personally come to the front desk, the payment of the money amounts is performed on the basis of the personal ID code (with PIC written). The identification of the Shareholders not represented by the Participant in the File shall be made based on the information found in the field reserved for PIC.
3. For the shareholders not represented by the Participant, the non-resident natural persons who will personally come to the front desk, the payment of the money amounts is made based on the passport of which the serial and number must correspond with the ones in the File.

4. For the shareholders not represented by the Participant, the natural persons with the age less than 14 years, the amounts of money are paid to the legal representative as applicable- the tutor/ minor's parent, based on the following documents: the birth certificate of the shareholders not represented by the Participant which must have the PIC written + 1 certified photocopy for conformity with the original (the photocopy is retained), the legal act setting the tutor status in case the tutor is not one of the parents + 1 certified photocopy for conformity with the original (the photocopy is retained) and the identity document of the tutor/parent + 1 photocopy certified for conformity with the original (the photocopy is retained);
5. For the shareholders not represented by the Participant, the natural persons having the trustee status set, the payment of the amounts of money is made via such trustee body for the person in question, based on the following documents: the ID of the Shareholders not represented by the Participant, which must have the PIC written + 1 photocopy certified for conformity with the original (the photocopy is retained), the legal document setting the trustee status + 1 photocopy certified for conformity with the original (the photocopy is retained) and the ID of the trustee+ 1 photocopy certified for conformity with the original (the photocopy is retained);
6. For the Shareholders not represented by the Participant, the natural persons who do not present themselves in person at the front desk but empower another person for this purpose, the payment of the amounts of money are paid to such empowered person, based on the following documents: the special proxy authenticated by a notary which contains the power of attorney to collect the amounts of money released for no more than 3 years prior the date in which the payment is made, except when the proxy has a validity term longer than 3 years and is valid on the payment date + 1 photocopy certified for conformity with the original (the photocopy is retained) and the ID of the empowered person + 1 certified photocopy for conformity with the original (the photocopy is retained);
7. The documents submitted in a foreign language shall be accompanied by the legalized translation into Romanian, and, if issued by a foreign authority, these shall be apostilled or super-legalized, as applicable.

No payment of the amounts of money at the front desk shall be made in the following cases:

- a) to the Shareholders not represented by the Participant, of which the PIC's from the documents presented at the front desk do not coincide with the one registered in the File, these are to be directed to the Depozitarul Central.
- b) to the successors of the Shareholders not represented by the Participant, deceased, registered in the File. These will be directed to the Depozitarul Central.

In any other exceptional situation, which does not fit in the situations provided in the present Contract, the Shareholders not represented by the Participant shall address to the Depozitarul Central.

B2. Payments by bank transfer - in accounts opened in lei with a bank from Romania - for the shareholders- natural and legal persons:

Depozitarul Central provides, for all the shareholders who own shares included in Section 1 of Depozitarul Central, the option to collect any amount due directly by bank transfer into a bank

account. This option requires recording the IBAN code with Depozitarul Central, which may be used to collect several or all of the amounts, remaining valid for the subsequent distributions as well, until a contrary notice on behalf of the shareholder is received. The registration of the IBAN code by Depozitarul Central will be charged according to the rates charged for the holders of financial instruments and shall be borne by each shareholder (details: Depozitarul Central tel 021.408.58.56; 021.408.59.23; e-mail dividende@depozitarulcentral.ro).

Therefore, the shareholders **natural and legal persons** in this category (Section 1 of Depozitarul Central), who want the payment of their dividends by bank transfer, can apply for and submit to the **Depozitarul Central** the documents required for the dividends payment by bank transfer, as follows:

1. The shareholders natural persons, in person or through legal or conventional representative, shall submit to Depozitarul Central the "Formularul de colectare cod IBAN"/ IBAN Code Collection Form, (available on the website of Depozitarul Central – www.depozitarulcentral.ro), which specifies the bank and the account (IBAN code) opened on the name of the shareholder, accompanied by:

- A copy of the valid ID where the personal identification code is legible – certified by the holder as "conforming with the original";
- Bank account statement or other document issued by the bank (signed and stamped) confirming the existence of the account on the name of the shareholder, specifying the IBAN code, in original;
- Copy of the documents stating the capacity of the signatory of the legal or conventional representative, if applicable - certified by the holder as "conforming with the original".

2. The shareholders Legal persons, through legal or conventional representative, shall submit to Depozitarul Central the IBAN code Collection Form (available on the website of Depozitarul Central – www.depozitarulcentral.ro), which specifies the bank and the account (IBAN code) opened on the name of the shareholder, accompanied by:

- Copy of the registration certificate - certified by the holder as "conforming with the original";
- Copy of the document stating the capacity of legal representative of the company (corporate certificate issued by the Trade Register/equivalent entity - for foreign entities) - certified by the holder as "conforming with the original";
- Copy of the documents stating the capacity of conventional representative of the application signatory, if applicable - certified by the holder as "conforming with the original";
- Bank account statement or other document issued by the bank (signed and stamped) confirming the existence of the account on the name of the shareholder - legal person, specifying the IBAN code, in original.

The documents submitted in a foreign language shall be accompanied by a legalized translation into Romanian, and, if issued by a foreign authority, these shall be apostilled or super-legalized, as appropriate.

The requests for dividend distribution through bank transfer, along with the documents mentioned, are to be sent to the address: Depozitarul Central S.A. – Bucharest, Bd, Carol I, no. 34 – 36, sector 2. Depozitarul Central will check the requests for payment submitted by the shareholders, and if the

documentation is not complete will ask for its completion by contacting the shareholder by phone or e-mail as indicated in the initially submitted documents.

Paragraph C. Application of other dividend tax rates - Deferred payment

C.1. For non-resident shareholders who wish the **application of more favorable** double taxation avoidance Conventions concluded between Romania and their country of residence, the following will be transmitted to AEROSTAR S.A. headquarters, until 08.09.2017 (further to the documents related to the form of payment- if applicable):

- The application in original for the use of the most favorable double taxation avoidance conventions accompanied by

- The fiscal residence certificate, for the year when the payment of dividends is made (2017) is performed, within its validity term, in original or legalized copy, apostilled / super legalized, if applicable, accompanied by the authorized translation into Romanian, in original, and supporting documents containing the contact information (as necessary for any possible clarifications).

According to the Fiscal Code, the fiscal residence certificate must also include the identification elements of the non-resident person and of the authority which issued the fiscal residence certificate, such as name, designation, address, fiscal identification code, the specification that such person has fiscal residence in the issuing state, as well as the date of issue of the certificate.

The payment of dividends on the Payment Date (20.09.2017) is subject to the submission of all documents, complete and correct, and possible clarifications requested until 08.09.2017. The payment requests submitted after the Payment Date will be processed, if the dividends were not paid, within 10 working days from receipt of the complete and correct documentation and any possible clarifications.

C.2. With reference to the holdings outlined in Section 1 of Depozitarul Central

For the payment of dividends by bank transfer, the non-resident natural and legal persons shareholders shall submit, in addition to the fiscal residence certificate, the documents referred to in paragraph B2.

For the cash payment of the dividends at the front desks of CEC Bank S.A., the non-resident natural persons shareholders shall submit the request for the application of the Convention and the specification for payment at the front desk, enclosing a copy of the passport.

C.3. With reference to the holdings outlined in Section 2 of Depozitarul Central

If the option is made for the deferred payment of dividends, the documents referred to in C.1. shall be transmitted before 04.12.2017 at the latest. The payment of dividends due to non-resident shareholders who have opted for deferred payment will be processed no later than 10 working days from the receipt, through the Participants, of the complete and correct documentation and any possible clarifications requested.

AEROSTAR S.A. will withhold the tax on dividends at the standard rate in force provided (5%) if:

- No deferred payment option was made and the fiscal residence certificate (including documents specified) as well as possible clarifications requested, were

not submitted until 08.09.2017, in which case the dividend payment is to be made on the Payment Date (20.09.2017); or

- The option was made for deferred payment, but the fiscal residence certificate (including specified documents) as well as possible clarifications, were not submitted until 04.12.2017, in which case the dividend payment is to be made on the Deferred Payment Date (20.12.2017).

Paragraph D. Dividends due to deceased shareholders

The dividends due to deceased shareholders are to be paid only after the registration by Depozitarul Central of the direct ownership transfer as a result of the succession, based on the application made by one of the successors.

In case of co-owned shares as on the Registration Date, the dividend payment is to be made as follows:

- For cash payments, the payments will be made provided that all co-owners come at the desks of CEC Bank, in person or through their legal and/ or conventional representative and submit the documents provided for cash payments;
- For payments to those who have an account opened with a Participant, the dividends due to co-owners will be transferred to the Participant whose clients they are;
- For payments by bank transfer, the dividends due to co-owners will be paid into the account specified by all the co-owners based to their joint application addressed to Depozitarul Central;
- In case the co-owners request both the registration by Depozitarul Central of the direct transfer of ownership upon the shares as a result of going out from the severalty/ joint ownership, as well as the direct payment to each of the co-owners according to the number of shares obtained in exclusive ownership, Depozitarul Central will block the payment of dividends and the company calculates the amounts for each co-owner, the payment to be made according to this procedure.

Shareholders are also advised that any data changes in the shareholders' Registry (changes of name, address, inheritances, etc.) is solely made by Depozitarul Central S.A.- with head office in Bucharest, Sector 2, Carol I Boulevard, no. 34-36, 3rd, 8th and 9th floor, tel. 021.408.58.60, 021.408.58.66, 021.408.58.19- upon the request by the entitled shareholder/ person.

Additional information on the procedure for the payment of dividends may be requested from:

- Depozitarul Central: e-mail: dividende@depozitarulcentral.ro
- AEROSTAR S.A.- tel: 0234.575.070. ext. 1445 or 1647, fax 0234/572023, e-mail: aerostar@aerostar.ro

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