

**DRAFT RESOLUTION NO 1 / 08.02.2016**

The Extraordinary General Meeting of Shareholders of S.C.AEROSTAR SA, with headoffice in Bacau, no. 9 Condorilor Street, registered with the Trade Register Office of the Bacau Court under the number J04 / 1137/1991 and having sole registration number 950531, convened and conducted in accordance with statutory provisions on 08 February 2016, where xxx,xxx% of the share capital was present or represented, that is xxx.xxx.xxx shares of the total of 152.277.450 shares,

Based on the Companies' Act no 31/1990, republished, of the Law no 297/2004 with reference to the capital market, with its subsequent modifications and completions, of the Regulation no 1/2006 of the National Securities Exchange Commission regarding the issuers and the operations with securities, of the Regulation no 6/2009 of the National Securities Exchange Commission regarding the exercise of certain rights of the shareholders in the general meetings of the shareholders in companies, and of the Constitutive Deed of S.C.AEROSTAR S.A.

**DECIDES with xxx.xxx.xxx votes "for" and xxx.xxx.xxx votes "against" and xxx.xxx.xxx votes "abstentions", the following:**

**Art. 1.** Approval of the participation of S.C.AEROSTAR S.A., as a founding member, in the establishment of Asociatia Nationala Aerospatala pentru Controlul Nedestructiv (the National Aerospace NDT Association) with a contribution of 1000 lei to the set-up of the initial patrimony.

**Art.2.** Empower the President- General Director of the Company, Mr. eng. Grigore Filip, with the possibility of substitution, to sign the constitutive documents of the association.

**President of the Board of Directors – General Director,  
Grigore FILIP**

**DRAFT RESOLUTION NO 2 / 08.02.2016**

The Extraordinary General Meeting of Shareholders of S.C.AEROSTAR SA, with headoffice in Bacau, no. 9 Condorilor Street, registered with the Trade Register Office of the Bacau Court under the number J04 / 1137/1991 and having sole registration number 950531, convened and conducted in accordance with statutory provisions on 08 February 2016, where xxx,xxx% of the share capital was present or represented, that is xxx.xxx.xxx shares of the total of 152.277.450 shares,

Based on the Companies' Act no 31/1990, republished, of the Law no 297/2004 with reference to the capital market, with its subsequent modifications and completions, of the Regulation no 1/2006 of the National Securities Exchange Commission regarding the issuers and the operations with securities, of the Regulation no 6/2009 of the National Securities Exchange Commission regarding the exercise of certain rights of the shareholders in the general meetings of the shareholders in companies, and of the Constitutive Deed of S.C.AEROSTAR S.A.

**DECIDES with xxx.xxx.xxx votes "for" and xxx.xxx.xxx votes "against" and xxx.xxx.xxx votes "abstentions", the following:**

**Art. 1.** Establish the date of 25 February 2016 as Record Date for the Shareholders Registry on which the effects of the Extraordinary General Meeting of Shareholders dated 08 February 2016 are applicable. With reference to the Record Date established, the EX DATE is 24 February 2016.

**President of the Board of Directors – General Director,  
Grigore FILIP**

**S.C. AEROSTAR S.A. BACAU**

**TOTAL NUMBER OF SHARES  
AND  
VOTING RIGHTS  
ON THE DATE OF CONVENING  
THE ORDINARY GENERAL MEETING OF SHAREHOLDERS  
DATED 10 DECEMBER 2015**

The share capital of S.C. Aerostar S.A. Bacau in total amount of 48.728.784 lei is divided into 152.277.450 shares with nominal value of 0,32 lei / share.

All the shares of S.C. Aerostar S.A. Bacau are comprised in a single class of shares and they are nominative, ordinary, dematerialized, indivisible, of equal value and equal rights.

**GMS Secretary,**

**Elena RUSU**

**FORM REQUESTED BY SC AEROSTAR SA**

**VOTING BULLETIN BY CORRESPONDENCE  
FOR THE EXTRAORDINARY GENERAL MEETING OF SHAREHOLDERS  
ON 08/09.02.2016**

**The Undersigned/Subscribed** \_\_\_\_\_  
(name,surname/name of represented shareholder, in capital letters), resident in/ with headoffice in \_\_\_\_\_, str. \_\_\_\_\_, 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. \_\_\_\_\_, resident 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) \_\_\_\_\_, based on the proxy no \_\_\_\_\_ dated \_\_\_\_\_ (to strikethrough the incorrect variant),

holding a number of \_\_\_\_\_ ordinary, dematerialized nominative shares, with a nominal value of 0,32 lei, issued by **S.C. AEROSTAR S.A.** (the „Company”), which entitles to a number of \_\_\_\_\_ votes of the total 152.277.450 shares/voting rights in the Extraordinary General Meeting of Shareholders, which will take place in Bacau, 9 Condorilor St., Bacau county, on the date of **08.02.2016, starting with 12:00 hrs.**, as well as on the date when the second meeting is held on the date of **09.02.2016, starting with 12:00 hrs.**, at the same address, the same agenda and the same Date of Reference, in case the first meeting cannot be held, knowing the agenda of the above mentioned Extraordinary General Meeting of Shareholders, the documents, informative materials related to the agenda and the draft resolutions,

I understand to attend and exercise by correspondence the voting rights arising from the shareholdings recorded in the Record of the Company’s Shareholders as on the Date of Reference (25.01.2016), for the items on the agenda of this Extraordinary General Meeting of Shareholders, as follows (the option to be made in the corresponding box):

<b>Item</b>	<b>AGENDA</b>	<b>FOR</b>	<b>AGAINST</b>	<b>ABSTAIN</b>
1.	Approval of the participation of S.C.AEROSTAR S.A., as a founding member, in the establishment of <b>Asociatia Nationala Aerospatala pentru Controlul Nedestructiv</b> (the National Aerospace NDT Association) with a contribution of 1000 lei to the set-up of the initial patrimony, and empower the President- General Director of the Company, Mr. eng. Grigore Filip, to sign the constitutive documents of the association.			

2.	<p>Approval of the date of <b>25 February 2016</b>, as the <b>Record Date</b>, in accordance with art.238 paragraph 1 of the Law 297/2004 regarding the capital market, with its subsequent modifications and additions.</p> <p>With reference to the proposed record date, the <b>EX DATE</b> will be <b>24 February 2016</b>.</p>			
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The voting bulletin by correspondence in original and the attached documents must be filed at the Company's registry until the date of **05.02.2016, 13:00 hrs.** at the latest (*Pls check the requirements in the Convening Notice of the Extraordinary General Meeting of Shareholders*).

**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 Extraordinary General Meeting of Shareholders convening notice was published) and copy of the legal representative's ID.
3. The Special proxy or general proxy for the Agent, in original (if applicable).
4. 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.

Contact telephone no \_\_\_\_\_

**The Undersigned/ Subscribed, I fully and exclusively take responsibility for what is comprised in this document, as a shareholder of the Company.**

**SHAREHOLDER**

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*(Name, surname/ denomination, in capital letters)*

*Authorized Person,*

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*(Signature and stamp)*

**FORM REQUESTED BY SC AEROSTAR SA**

**SPECIAL PROXY  
FOR THE EXTRAORDINARY GENERAL MEETING OF SHAREHOLDERS  
ON 08/09.02.2016**

**The Undersigned/Subscribed** \_\_\_\_\_  
(name, surname/name of represented shareholder, in capital letters), resident in/ with headoffice in \_\_\_\_\_, str. \_\_\_\_\_, 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 **S.C. AEROSTAR S.A.** (the „Company”), which entitles to a number of \_\_\_\_\_ votes of the total 152.277.450 shares/voting rights in the Extraordinary 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**,

To represent me in the **Extraordinary General Meeting of Shareholders**, which will take place in Bacau, 9 Condorilor St., Bacau county, on the date of **08.02.2016, starting with 12:00 hrs.**, as well as on the date when the second meeting is held on the date of **09.02.2016, starting with 12:00 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 **25.01.2016**, 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*):

<b>Item</b>	<b>AGENDA</b>	<b>FOR</b>	<b>AGAINST</b>	<b>ABSTAIN</b>
3.	Approval of the participation of S.C.AEROSTAR S.A., as a founding member, in the establishment of <b>Asociatia Nationala Aerospatala pentru Controlul Nedestructiv</b> (the National Aerospace NDT Association) with a contribution of 1000 lei to the set-up of the initial patrimony, and empower the President- General Director of the Company, Mr. eng. Grigore Filip, to sign the constitutive documents of the association.			

4.	<p>Approval of the date of <b>25 February 2016</b>, as the <b>Record Date</b>, in accordance with art.238 paragraph 1 of the Law 297/2004 regarding the capital market, with its subsequent modifications and additions.</p> <p>With reference to the proposed record date, the <b>EX DATE</b> will be <b>24 February 2016</b>.</p>			

I hereby empower the above mentioned agent 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):**

5. Copy of the ID document of the shareholder- natural person (ID card/ Passport/Permit of Residence)
6. 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 Extraordinary General Meeting of Shareholders convening notice was published) and copy of the legal representative's ID.
7. 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:
  - d) The credit institution provides custody services for such shareholder;
  - e) 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;
  - f) 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 and the third to be filed at the Company's Registry until the date of **05.02.2016, 13:00 hrs.**

**Contact telephone no** \_\_\_\_\_

**PRINCIPAL,**

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

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

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

## INFORMATION ON THE GENERAL PROXY

The shareholder can grant a valid proxy for a time period of maximum 3 years, which permits to such representative to vote in all aspects under the debate of the GMS on behalf of one or several companies identified in the proxy, including with reference to dispositions, on condition that such proxy is granted by the shareholder as a client to an intermediary or to a lawyer.

The shareholders cannot be represented in the GMS based on a general proxy by a person who is in a **conflict of interest** situation, which can arise especially in one of the following cases:

- a) he/she is a majoritary shareholder of the Company, or another entity, under the control of the respective shareholder;
- b) he/she is a member of an administrative, management or supervisory body of the Company, of a majoritary shareholder or of a controlled entity as provided in letter a);
- c) he/she is an employee or an auditor of the Company or of another majoritary shareholder or of a controlled entity as provided in letter a);
- d) he/she is the spouse, relative or related to the fourth degree inclusively, of one of the natural persons as provided in letter a)-c).

The empowered person **cannot be substituted** by another person. In case the **empowered person is a legal person**, such person can exercise the mandate through any person who is part of the administrative or management body or from among its employees.

The general proxy must comprise **at least the following information**:

- 1) name/ denomination of the shareholder and the stake held with reference to the total number of holdings in the same class and to the total number of voting rights;
- 2) name/ denomination of the representative (who is granted the proxy);
- 3) the date of the proxy, as well as the validity period subject to the provisions in art 243 para (6<sup>2</sup>) of the Law no 297/2004, with its subsequent modifications and completions; the proxy bearing a subsequent date of issue causes the prior dated proxy to be revoked;
- 4) the specification that the shareholder empowers the representative to attend and vote on his/her name or by general proxy in the GMS, indicating specifically the company for which the respective general proxy is used.

### **Documents to accompany the general proxy**

The general proxy will be accompanied by the documents as provided in para. 5 of the Convening Notice.

Also, the shareholders will send as well the proof that the empowered person is **either an intermediary or a lawyer**, while the shareholder is the **client** of such intermediary or lawyer.

The documents presented in a **foreign language, other than English** (except the IDs valid on Romania's territory), will be accompanied by the translation made by an authorized translator, into Romanian or English.

Such proxy, before their first use, must be submitted at the company 48 hours prior to the GMS, in copy, comprising the note of conformance with the original signed by the representative. The certified copies of the proxies are retained by the Company, and this is specified in the minutes of the GMS.

A general proxy can be disregarded in the following conditions:

- a) it was not submitted at the Company with 48 hours prior to the GMS.
- b) it was not submitted in copy certified under the signature of the representative,
- c) does not comprise the identification data of the shareholder,
- d) does not comprise the identification data of the representative,
- e) the date of the proxy and its validity period are not specified,
- f) it does not specify explicitly SC AEROSTAR SA BACAU as the company for which the respective proxy is used,
- g) it does not comprise the name and authorized signature of the shareholder,
- h) it is not accompanied by the documents mentioned above,
- i) the duration of the representative's mandate is expired.