

**FORM REQUESTED BY SC AEROSTAR SA**

**SPECIAL PROXY FORM  
FOR THE ORDINARY GENERAL MEETING OF SHAREHOLDERS ON 20/21.04.2017**

**The Undersigned/Subscribed** \_\_\_\_\_  
(name, surname/name of represented shareholder, in capital letters), resident in/ with headoffice in \_\_\_\_\_, str. \_\_\_\_\_, no \_\_\_\_\_, bl. \_\_\_\_\_, floor \_\_\_\_\_, app. \_\_\_\_\_, sector/country \_\_\_\_\_, 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/country \_\_\_\_\_, 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 **Ordinary General Meeting of Shareholders**, which will take place in Bacau, 9 Condorilor St., Bacau county, on the date of **20.04.2017**, starting with **13:00 hrs.**, as well as on the date when the second meeting is held on the date of **21.04.2016**, 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 Company’s Shareholders’ Registry on the Date of Reference **07.04.2016**, 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*):

| Item | AGENDA   | FOR | AGAINST | ABSTAIN |
|------|--|-----|---------|---------|
| 1.   | 1.1. Approval of the Report of the Board of Directors for the financial year 2016;   |     |         |         |
|      | 1.2. Approval of the Financial Auditor's Report regarding the auditing of the financial statements of the year 2016;   |     |         |         |
|      | 1.3. Approval of the Financial Statements of the year 2016. The main economic results of the year 2016 are:<br>a) turnover: 356.219 thousand lei;<br>b) total revenues: 372.807 thousand lei;<br>c) total expenses: 306.942 thousand lei;<br>d) net profit of the year: 56.472 thousand lei  |     |         |         |
|      | 1.4. Approval of the activities performed by the Board of Directors and executive management in the year 2016.   |     |         |         |
|      | 1.5. Approval to discharge of accountability the members of the Board of Directors for the activity performed until the date of 31 December 2016.  |     |         |         |
|      | 1.6. Distribution of the net result (profit) of the year, i.e. the amount of 56.471.594,73 lei, as follows:<br>a) distribution of the reinvested profit as legal reserve: 9.094.374,24 lei;<br>b) distribution as statutory reserve for the working capital: 33.672.250,49 lei;<br>c) distribution as dividends:13.704.970,00 lei.   |     |         |         |
|      | 1.7. Setup of a gross dividend per share for the year 2016 of 0,09 lei.  |     |         |         |
|      | 1.8. Distribution of the dividends of the year 2016 in accordance with the legal provisions applicable. The costs related to their distribution will be on account of the net dividend for each shareholder.   |     |         |         |
| 2.   | Approval of the date of <b>May 10, 2017</b> , as <b>Record Date</b> , according to art. 238 al.1 from Law no. 297/2004 regarding the capital market, for the decisions adopted on the date of April 20, 2017, with the exception of the decision regarding to the payment of the dividend. With reference to the proposed record date, the ex date will be 9 <b>May 2017</b> . |     |         |         |

|    |  |  |  |  |
|----|--|--|--|--|
| 3. | 3.1. Approval of the date of 20 <b>September 2017</b> as <b>Payment Date</b> of the dividends relating to the financial year 2016.   |  |  |  |
|    | 3.2. Approval of the date of <b>01 September 2017</b> , as <b>Record Date</b> of the shareholders who will benefit the dividends for the financial year 2016. Relating to this record date, the <b>ex date</b> will be <b>31 August 2017</b> .   |  |  |  |
| 4. | Empower the President-Director General of S.C.AEROSTAR S.A., Mr.Grigore Filip, with the possibility of substitution:<br>a) to conclude and/or sign on behalf of the S.C.AEROSTAR S.A. and/or on behalf of the shareholders of S.C.AEROSTAR S.A.: the resolutions of the present Ordinary General Meeting of the Shareholders, any and all of the resolutions, documents, applications, forms and requests adopted/prepared in the purpose or for the execution of the resolutions of the present Ordinary General Meeting of the Shareholders, in relation to any natural or legal person, private or public;<br>b) to perform all the legal formalities for registration, opposability, execution and publication of the resolutions adopted. |  |  |  |

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):**

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 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 and the third to be filed at the Company's Registry Desk until the date of **18.04.2017, 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 shareholder represented, in capital letters)

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