



AEROSTAR S.A.
GRUP INDUSTRIAL AERONAUTIC-BACAU-ROMANIA

Str. Condorilor nr.9, Bacau 600302; Inmatriculat cu nr: J04/1137/1991-R.C.Bacau;
Cod Unic de Inregistrare: RO 950531; Capital social: 48.728.784 lei
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**DRAFT RESOLUTIONS
OF THE EXTRAORDINARY GENERAL MEETING
OF THE SHAREHOLDERS OF AEROSTAR S.A.
HELD ON FEBRUARY 22nd/23rd, 2024**

The Extraordinary General Meeting of Shareholders of AEROSTAR S.A. (the “Company”), with the head office in Bacău, 9th Condorilor Street, registered with the National Trade Register Office under number J04/1137/1991 and having sole registration number 950531, convened and conducted in accordance with statutory provisions on the date of February 22nd/23rd, 2024, where xx,xxxx% 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 Law on Companies no 31/1990, republished, the Law no. 24/2017 regarding the issuers of financial instruments and market operations, the A.S.F. (Financial Supervisory Authority) Regulation no. 5/2018 regarding the issuers of financial instruments and market operations, and of the Constitutive Deed of the Company,

DECIDES:

DRAFT RESOLUTION no. 1

Sole article. Approves, [*by a majority/with unanimity of the votes cast*], in accordance with the provisions of art. 129, paragraph (2) and paragraph (5) of the Law no. 31/1990 on companies, the election of the GMS meeting's secretariate, composed from:

1. [*Mr./Mrs. (name, surname)*] – Secretary designated from among the company's shareholders
2. [*Mr./Mrs. (name, surname)*] – Technical secretary.

DRAFT RESOLUTION no. 2

Sole article. Validates, [*by a majority/with unanimity of the votes cast*], the Board of Directors' Decision no. 5, dated December 14th, 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 1st, 2024.

DRAFT RESOLUTION no. 3

Sole article. Approves, [*by a majority/with unanimity of the votes cast*] to empower and give the mandate to [*Mr./Mrs. (name, surname)*] to edit 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.

DRAFT RESOLUTION no. 4

Sole article. Validates, [*by a majority/with unanimity of the votes cast*], the Board of Directors' Decision no. 6, dated December 14th, 2023, through which the Board appointed Mr. Alexandru FILIP for the position of General Director of AEROSTAR S.A., starting March 1st, 2024, and until July 10th, 2024, and consequently approves the modification of the Constitutive Act of AEROSTAR S.A., as follows:

- a) **Article 43** of the Constitutive Act is 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 10th, 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 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 10th, 2024, as follows:

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

The identification information of the persons ensuring the executive management is provided in the Appendix to the current Constitutive Act”

DRAFT RESOLUTION no. 5

Sole article. Approves, [*by a majority/with unanimity of the votes cast*], 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, and 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.”*

DRAFT RESOLUTION no. 6

Sole Article. Approves [*by a majority/with unanimity of the votes cast*], to empower the General Director of the Company, with the possibility of substitution, to:

- a) sign on behalf of the Company and/or on behalf of the Company shareholders: any and all the documents prepared in the purpose to execute such resolutions, 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 resolutions adopted.

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

AEROSTAR S.A. BACAU

**TOTAL NUMBER OF SHARES AND VOTING RIGHTS
ON THE DATE OF CONVENING OF THE
EXTRAORDINARY GENERAL MEETING OF SHAREHOLDERS
ON FEBRUARY 22nd/23rd, 2024**

The share capital of 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 Aerostar S.A. Bacau are in a single class of shares and they are nominative, ordinary, dematerialized, indivisible, of equal value and equal rights.

GMS Permanent Secretary,

Razvan-Alexandru BEJENARU