

## **Convening Notice of the Ordinary General Meeting of Shareholders for the date of 11 December 2014**

In compliance with the applicable legal provisions and the Constitutive Deed of S.C.AEROSTAR S.A., the Board of Directors duly met on the date of 4 November 2014, convenes the Ordinary General Meeting of Shareholders for the date of 11 December 2014, 13.00 hrs., at the registered headoffice of the company in Bacau, 9 Condorilor Street, for all the shareholders as recorded in the Register of Shareholders at the end of the day of 2 December 2014, considered as reference day, with the following

### **AGENDA:**

1. Presentation and submission for approval of the Budget of Revenues & Expenses for the year 2015.
2. Establish the remuneration of the members of the Board of Directors for the financial year 2015.
3. Presentation and submission for approval of the registration of dividends unraised and prescribed of the year 2010 in accordance with legal provisions.
4. a). Appointment of the financial auditor. The financial audit contract expires on the date of 14 December 2014.  
b). Establish the minimal duration of the financial audit contract.
5. Presentation and submission for approval of the proposal of the Board of Directors with reference to the record date of the current resolutions of the ordinary general meeting of shareholders to be 31 December 2014. With reference to the proposed record date, the EX DATE will be 30 December 2014.

Only the shareholders registered in the Shareholders' Register on the reference day, that is 2 December 2014, have the right to attend and vote in the ordinary general meeting of shareholders.

The access of the shareholders recorded in the Shareholders' Register on the reference day, is permitted at the place where the ordinary general meeting of shareholders takes place based on showing the identity card for the natural persons or, in case of legal persons and in case of natural persons represented, based on proxy given to the natural persons representing them.

The representation of the shareholders in the ordinary general meeting of shareholders can also be made by persons other than the shareholders, based on special proxy.

A shareholder can appoint one or several alternate representatives to provide for the representation in the ordinary general meeting of shareholders. In case there are several alternate representatives appointed by proxy, the proxy will also establish the sequence in which the alternate representative are to exercise their mandate.

The proxy (special proxy) forms for representation can be obtained by shareholders, in the Romanian or English language, from the internet address: [www.aerostar.ro](http://www.aerostar.ro) or at the registered headoffice of the company, every working day between 9.00 hrs. am and 14.00 hrs, and will be deposited or transmitted, in the Romanian or in the English language, in writing by courier, at the registered headoffice of the company, in such a way as to be received prior to 9 December 2014, 13.00 hrs. or by email to the address: [romeo.chelba@aerostar.ro](mailto:romeo.chelba@aerostar.ro), the same date and hour.

The shareholders recorded in the Shareholders' Register as on the reference date, can transmit their vote, in the Romanian or in the English language, with reference to the items on the Agenda

of the ordinary general meeting of shareholders by correspondence, by courier, in writing in such a way that it is received prior to 11 December 2014 at noon.

One or several shareholders representing individually or jointly at least 5% of the share capital have the right to introduce subject points on the agenda on condition that each of them is accompanied by a justification or by a draft resolution proposed for approval by the ordinary general meeting of shareholders.

One or several shareholders representing individually or jointly at least 5% of the share capital have the right to present draft resolutions for the items on the agenda prior to 26 November 2014, 13.00 hrs at the latest.

The shareholders recorded in the Shareholders' Register as on the reference day have the right to ask questions with reference to the items on the agenda prior to 9 December 2014, 13.00 hrs. at the latest.

Starting with 11 November 2014 the special proxy forms, the voting bulletins by correspondence, the documents of the ordinary general meeting of shareholders and the draft resolutions related to the items on the agenda, in the Romanian and in the English language, can be obtained and consulted by shareholders at the registered headoffice of the company every working day between 09.00 a.m hours and 14.00 hrs. or at the internet address: [www.aerostar.ro](http://www.aerostar.ro). Other information related to the ordinary general meeting of shareholders can also be obtained by telephone at the telephone number: 0234572006 or by email at the address: [romeo.chelba@aerostar.ro](mailto:romeo.chelba@aerostar.ro).

In case the statutory conditions are not met as on the announced date with reference to the ordinary general meeting of shareholders, the meeting will be rescheduled for the date of 12 December 2014, 13.00 hrs. having the same agenda, same place and for the shareholders recorded as on the same reference date.

**President of the Board of Directors**  
**GRIGORE FILIP**