

Current Report
In compliance with Regulation 1/2006
Date of report: 05 November 2015

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

Registered headquarters: **BACAU, Str.Condorilor nr.9**

Telephone/fax Numbers: **+40234.575.070; Fax: +40234.572.023/572.259**

Sole Registration No: **950 531**

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

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

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

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

Significant Event to be reported
Convening of the Ordinary General Meeting of Shareholders
for the date of 10 December 2015

The Board of Directors of S.C.AEROSTAR S.A. Bacau, with headoffice in Bacau, 9 Condorilor St, Bacau county, postal code 600302 (hereafter "**The Company**"), in compliance with the Companies Act no 31/1990, republished, with the Law no 297/2004 regarding the capital market, with its subsequent modifications and additions, with the Regulations no 1/2006 of the National Securities Exchange Commission with reference to the issuers and the operations with securities, with the Regulations no 6/2009 of the National Securities Exchange Commission with reference to the exercise of certain rights of the shareholders in the general meetings of the companies, and in compliance with the Constitutive Deed of S.C.AEROSTAR S.A.,

CONVENES

the Ordinary General Meeting of Shareholders on the date of **10 December 2015, 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 **23 November 2015**, considered as the **Date of Reference** for this meeting.

In case the quorum requirements are not met on the announced date, as provided in art.33 para 1) of the Constitutive Deed of the Company, the second Ordinary Meeting of Shareholders is convened and set, in compliance with art.118 of the Companies Act no 31/1990, referenced in art.33 para 2) of the Constitutive Deed of the Company, for the date immediately to follow, i.e. **11 December 2015, 13.00 hrs.**, at the same address, with the same agenda and the same Date of Reference.

AGENDA

1. Presentation and approval of the Budget of Revenues & Expenses for the year 2016.
2. Establish the remuneration of the members of the Board of Directors for the financial year 2016.
3. Presentation and approval of the registration in accordance with legal provisions as „Other Revenues”, of the dividends not collected and prescribed of the year 2011.
4. a) Appointment of the financial auditor. (The financial audit contract expires on the date of 14.12.2015).
b) Establish the duration of the financial audit contract.
5. Approval of the date of **30 December 2015**, as the **Record Date**, in accordance with art.238 paragraph 1 of the Law 297/2004 regarding the capital market, with its subsequent modifications and additions.

With reference to the proposed record date, the **EX DATE** will be **29 December 2015**.

6. Empower the President – Director General of the Company, Mr. Grigore Filip, with the possibility of substitution:

a) to conclude and/or sign on behalf of the Company and/or on behalf of the shareholders of the Company: the resolutions of the present Ordinary General Meeting of the Shareholders, any and all of the resolutions, documents, applications, forms and demands 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; and

b) to perform all the legal formalities for registration, opposability, execution and publication of the resolutions adopted.

I. Rights of the Shareholders to attend and vote in the Ordinary General Meeting of the Shareholders

Only the shareholders registered in the Shareholders' Register on the date of reference (23 November 2015) have the right to attend and vote in the ordinary general meeting of shareholders, in accordance with the legal provisions and the Constitutive Deed, **in person** (by their legal representatives) or **by his/her representative** (based on a special or general proxy), subject to the legal restrictions, or before the Ordinary General Meeting of the Shareholders, **by correspondence** (based on Voting Bulletin by correspondence).

The access and/ or the vote by correspondence of the shareholders entitled to attend the Ordinary General Meeting of the Shareholders is only permitted subject to their proven identification made with their ID in case of natural persons, or with the ID of the legal representative in case of legal persons. **The status of legal representative** for the shareholders who are legal persons is proven subject to an official document issued by a competent authority as to the identity of the legal representative of the shareholder- legal person, in original or a copy conforming with the original, issued within 30 days at most, before the publishing date of the current convening notice.

The representatives of the shareholders- natural persons will be identified based on their ID, accompanied by the general or special proxy signed by the shareholder –natural person.

The representatives of the legal representatives- legal persons will be identified based on their ID, accompanied by the general or special proxy signed by the legal representative of the shareholder-legal person and an official document issued by a competent authority regarding the identity of the legal representative of the shareholder- legal person, in original or a copy conforming with the original, issued within 30 days at most, before the publishing date of the current convening notice.

The documents presented in a foreign language, other than English, will be accompanied by the translation made by an authorised translator, into Romanian or English.

Information on the general and special proxy and on the voting by correspondence is presented in paragraphs V and VI below.

II. Documents related to and in connection with the Ordinary General Meeting of the Shareholders

As of **09 November 2015** the documents related to and in connection with the Ordinary General Meeting (Convening Notice, Special Proxy forms, forms of the Voting Bulletins by correspondence, the documents and information materials regarding the items on the agenda, the draft resolutions for

the items on the agenda) will be available for the shareholders on the website of the Company: www.aerostar.ro and can be consulted at the Company headoffice, every working day, 9.00 a.m. to 02.00 p.m.

III. Rights of the Shareholders to request the entry of new items on the agenda and to present draft resolutions for the items existing or proposed to be included on the agenda.

The shareholders representing individually or jointly at least 5% of the registered capital are entitled subject to compliance to laws, to request the entry of new items on the agenda as well as to present draft resolutions for existing items or proposed to be included on the agenda by registered letter with confirmation of receipt/ by courier, in closed envelope, in such a way to be registered at the Company's registry desk before 20 November 2015, 13.00 hrs.

Each item proposed must be accompanied by a justification or a draft resolution proposed to be approved by the Ordinary General Meeting of the Shareholders.

Copies of the documents specified in paragraph I will be attached to prove the shareholder status.

IV. Right of the shareholders to ask questions related to the agenda

Any shareholder is entitled to ask questions in writing with reference to the items on the agenda in such a way as to be registered as received at Company's registry until the date of 20 November 2015, 13.00 hrs.

Copies of the documents specified in paragraph I will be attached to prove the shareholder status.

The responses will be available on the Company's website www.aerostar.ro starting with the date of 02.12.2015, 16.00 hrs.

The right to ask questions and the obligation of the Company to respond are subject to the protection of confidential data and Company's interest.

V. General Proxy

The general proxy can be given by the shareholder, as a client, to the intermediaries defined in accordance with art.2 para 1, point 14 of Law 297/2004 regarding the capital market or to a lawyer.

The general proxy can be given for a time period of maximum 3 years and the representative will have the right to vote in all aspects under the debate of the general meeting, including the disposition documents.

The general proxy will be accompanied by a **Declaration on one's responsibility**, signed, stamped and filed in original, of the legal representative of the intermediary or of the lawyer who received the proxy, to state that:

- a) the general proxy is given by the respective shareholder, as a client, to its intermediary or to its lawyer, as applicable;
- b) the general proxy is signed by the shareholder.

Before their first use, the general proxy will be filed/ sent in copy, certified for conformity with the original by the signature of the representative, in such a way as to be registered as received at the Company's registry until the date of **08 December 2015, 13.00 hrs.**

Copies of the documents specified in paragraph I will be attached to prove the shareholder status.

VI. Special Proxy and Voting Bulletins by correspondence

The shareholders can attend and vote in the Ordinary General Meeting of the Shareholders represented by other persons, based on special proxy, which will comprise specific voting instructions from the shareholder, and will be given for representation in a single general meeting.

A shareholder can appoint by proxy one or several alternate representatives to provide the representation in the Ordinary General Meeting of the Shareholders. In case several alternate representatives are appointed by proxy, such proxy will also specify the sequence in which such alternate representatives exercise their mandate.

The forms for Special Proxy and for Voting Bulletin by correspondence, made available to the shareholders as provided in paragraph I, will be filled in, signed and filed/ sent in original in such a way as to be registered at Company's registry until the date of **08 December 2015, 13.00 hrs.**

Copies of the documents specified in paragraph I will be attached to prove the shareholder status.

Other information related to the Ordinary General Meeting of the Shareholders can be obtained by phone at numbers: 0234575070, ext 1145, or 0234572006 or by email at the address elena.rusu@aerostar.ro.