

**Current Report**  
**according to Regulation no. 1/2006**  
**Date of the report: 02.06.2016**

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

Registered headquarters: **BACAU, No. 9 Condorilor Street**

Telephone: **+40 234.575.070**; Fax: **+40 234.572.023/572.259**

Sole Registration No: **950531**

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 05/06 July 2016**

**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 the meeting held on the date of 01.06.2016**, 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 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 the Company and with the Procedure for the organization and performance of the General Meetings of Shareholders of S.C.AEROSTAR S.A., published on the company website [www.aerostar.ro](http://www.aerostar.ro),

**CONVENES**

the Ordinary General Meeting of Shareholders on the date of **05 July 2016, 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 **22 June 2016**, 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. **06 July 2016, 13.00 hrs.**, at the same address, with the same agenda and the same Date of Reference.

**AGENDA:**

1. Establish the number of members of the Board of Directors considering the provisions of art.42 of the Constitutive Deed.
2. The election of the members of the Board of Directors, following the mandate expiry, for a time period of 4 years, starting with the date of 11.07.2016 until 10.07.2020.
3. a) Set the remuneration for the current year for the members of the Board of Directors.  
b) Approve the maximum level of the additional remunerations for the members of the Board of Directors who also have executive attributions and empower the Board of Directors for their negotiation within the limits approved.
4. Set the general essential conditions of the mandate agreements made with the members of the Board of Directors and appoint a number of 1-2 persons to sign the mandate agreements made with the members of the Board of Directors on behalf of the Company.
5. The update of the art.43 of the Constitutive Deed of the Company as follows:

*“The Board of Directors is made up of .... natural persons having the position of administrators, whose mandate is valid until the date of 10 July 2020, as follows:*

.....  
*The identification data of the administrators are provided in the Annex to the present Constitutive Deed.”*

6. Approve the date of **21.07.2016** as **Record Date**, in compliance with art.238, para 1 of the Law no 297/2004 regarding the capital market.  
With reference to the proposed record date, the **ex date** will be **20.07.2016**.
7. Empower the President- General Director of the Company, Mr.eng. Grigore Filip, with the possibility of substitution:
  - a) to conclude and /or sign on behalf of the Company and/or on behalf of Company shareholders: the resolutions of the present Ordinary General Meeting of Shareholders, the updated Constitutive Deed, any and all of the resolutions, documents, applications, forms and requirements adopted/ prepared in the purpose to or for the execution of the resolutions of the present Ordinary General Meeting of 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 (**22 June 2016**) 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 the 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 the shareholders- natural persons, or with the ID of the legal representative, in case of the shareholders- legal persons. **The status of legal representative** for the shareholders- 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 shareholders- 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 VI and VII below.

## **II. Rights of the Shareholders to make proposals for candidates for the positions of members of the Board of Directors of the Company**

Any interested shareholder can make in writing proposals of candidates- natural persons- for the Board of Directors, in such a way as to be registered as received at the Company's registry desk until 21 June 2016, 13.00 hrs at the latest.

The proposals will comprise the following documents:

1. The proposal itself, which can nominate one or several candidates for the position of member of the Board of Directors, under authorized signature, as applicable;
2. The candidate's Curriculum vitae, updated, with a detailed presentation of the professional experience;
3. The candidate's Declaration on his/her responsibility indicating his/her acceptance of the mandate as a member of the Board of Directors and his/her acknowledgement for meeting the legal and statutory requirements and conditions to hold this position, signed, in original;
4. Certified copy of the candidate's identity document.

### **III. Documents related to and in connection with the Ordinary General Meeting of the Shareholders**

As of **03.06.2016** 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](http://www.aerostar.ro) and can be consulted at the Company headoffice, every working day, 9.00 a.m. to 02.00 p.m.

The list comprising information regarding the name, place of residence and professional qualification of the persons to be proposed as administrators is available for the shareholders, it can be consulted and completed by them.

The final variants of the Special Proxy and of the voting Bulletin by correspondence, respectively for the item no 2 on the agenda will be available on the Company website starting with the date of **22 June 2016**.

### **IV. 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 share capital are entitled, subject to law, 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 **21.06.2016, 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.

### **V. 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 **21.06.2016, 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](http://www.aerostar.ro) starting with the date of **28.06.2016, 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.

## **VI. 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 proxy is given by the respective shareholder, as a client, to such intermediary, or to such lawyer, as applicable;
- b) the 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 desk until the date of **03.07.2016, 13.00 hrs.**

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

## **VII. 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 desk until the date of **03.07.2016, 13.00 hrs.**

Also, we specify that it is mandatory that, the vote regarding the item no 2 on the agenda would be expressed in such a way as to keep its confidential character, as follows: the Voting Bulletin by correspondence and/or the Special Proxy regarding item no 2 will be inserted in a sealed envelope, to be transmitted alongside of the Voting Bulletin by correspondence and/or the Special Proxy regarding the other items on the agenda.

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

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Other information related to the Ordinary General Meeting of the Shareholders can be obtained by phone at numbers: 0234575070, ext 1445, or 0234572006 or by email at the address of the GMS Permanent Secretary: elena.rusu@aerostar.ro.

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