

**DRAFT RESOLUTIONS OF
THE ORDINARY GENERAL MEETING OF SHAREHOLDERS OF S.C. AEROSTAR S.A.
ON THE DATE OF 20/21.04.2017**

The Ordinary General Meeting of Shareholders of S.C.AEROSTAR SA (the “Company”), with head office in Bacau, 9 Condorilor Street, registered with the Trade Register Office of the Bacau Court under the number J04 / 1137/1991 and having sole registration number 950531, convened and conducted in accordance with statutory provisions on the date of **20/21 April 2016**, where xxx,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 Companies’ Act no 31/1990, republished, of the Law no 297/2004 with reference to the capital market, with its subsequent modifications and completions, of the Regulation no 1/2006 of the National Securities Exchange Commission regarding the issuers and the operations with securities, of the Regulation no 6/2009 of the National Securities Exchange Commission regarding the exercise of certain rights of the shareholders in the general meetings of the shareholders in companies, and of the Constitutive Deed of S.C.AEROSTAR S.A.

DECIDES:

DRAFT RESOLUTION no. 1

Art. 1. With xxx.xxx.xxx votes “for” and xxx.xxx.xxx votes “against” and xxx.xxx.xxx votes “abstentions”, approval of the Report of the Board of Directors for the year 2016.

Art. 2. With xxx.xxx.xxx votes “for” and xxx.xxx.xxx votes “against” and xxx.xxx.xxx votes “abstentions”, approval of Financial Auditor’s Report regarding the auditing of the Financial Statements of the year 2016.

Art. 3. With xxx.xxx.xxx votes “for” and xxx.xxx.xxx votes “against” and xxx.xxx.xxx votes “abstentions”, approval of the Financial Statements of the year of 2016. The main economic results of the year 2016 are:

- a) turnover: 356.219 thousand lei;
- b) total revenues: 372.807 thousand lei;
- c) total expenses: 306.942 thousand lei;
- d) net profit of the year: 56.472 thousand lei.

Art. 4. With xxx.xxx.xxx votes “for” and xxx.xxx.xxx votes “against” and xxx.xxx.xxx votes “abstentions”, approval of the activities performed by the Board of Directors and executive management in the year 2016.

Art.5. With xxx.xxx.xxx votes “for” and xxx.xxx.xxx votes “against” and xxx.xxx.xxx votes “abstentions”, discharge of accountability the members of the Board of Directors for the activity performed until the date of 31 December 2016.

Art. 6. With xxx.xxx.xxx votes “for” and xxx.xxx.xxx votes “against” and xxx.xxx.xxx votes “abstentions”, distribution of the net result (profit) of the year, i.e. the amount of 56.471.594,73 lei as follows:

- a) distribution of the reinvested profit as legal reserve: 9.094.374,24 lei;
- b) distribution as statutory reserve for the working capital: 33.672.250,49 lei;
- c) distribution as dividends: 13.704.970,00 lei.

Art. 7. With xxx.xxx.xxx votes “for” and xxx.xxx.xxx votes “against” and xxx.xxx.xxx votes “abstentions”, the establishment of a gross dividend per share relating to the financial year 2016 of 0,09 lei.

Art. 8. With xxx.xxx.xxx votes “for” and xxx.xxx.xxx votes “against” and xxx.xxx.xxx votes “abstentions”, 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.

DRAFT RESOLUTION no. 2

Single article. With xxx.xxx.xxx votes “for” and xxx.xxx.xxx votes “against” and xxx.xxx.xxx votes “abstentions”, approval of the date of **10 May 2017**, as **Record Date**, according to art. 238 al. 1 from Law no. 297/2004 regarding the capital market, for the decisions adopted on the date of 20/21 April 2017, with the exception of the decision on the payment of the dividend. Relating to this record date, the **ex date** will be on **09 May 2017**.

DRAFT RESOLUTION no. 3

Art. 1. With xxx.xxx.xxx votes “for” and xxx.xxx.xxx votes “against” and xxx.xxx.xxx votes “abstentions”, approval of the date of **20 September 2017** as **Payment Date** of the dividends relating to the financial year 2016.

Art. 2. With xxx.xxx.xxx votes “for” and xxx.xxx.xxx votes “against” and xxx.xxx.xxx votes “abstentions”, approval of the date of **01 September 2017**, as **Record Date** of the shareholders who will benefit the dividends for the financial year 2016. Relating to this record date, the **ex date** will be **31 August 2017**.

DRAFT RESOLUTION no. 4

Single article. With xxx.xxx.xxx votes “for” and xxx.xxx.xxx votes “against” and xxx.xxx.xxx votes “abstentions”, empower the President-Director General of S.C.AEROSTAR S.A., Mr.eng. Grigore Filip, with the possibility of substitution:

- 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;
- b) to 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**

S.C. AEROSTAR S.A. BACAU

**TOTAL NUMBER OF SHARES
AND
VOTING RIGHTS
ON THE DATE OF CONVENING
THE ORDINARY GENERAL MEETING OF SHAREHOLDERS
ON 20.04.2017**

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

**GMS Permanent Secretary,
Elena RUSU**