

**THE FORM REQUESTED BY AEROSTAR SA**

**SPECIAL PROXY  
FOR THE ORDINARY GENERAL MEETING OF SHAREHOLDERS  
ON THE DATE OF 14/15.12.2017**

*The Undersigned/Subscribed* \_\_\_\_\_  
(name, surname/name of represented shareholder, in capital letters), resident in/ with headoffice in \_\_\_\_\_, st. \_\_\_\_\_, no \_\_\_\_\_, bl. \_\_\_\_\_, floor \_\_\_\_\_, app. \_\_\_\_\_, sector/county \_\_\_\_\_, country \_\_\_\_\_, identified with ID card/Passport / Permit of Residence series \_\_\_\_\_ no. \_\_\_\_\_, issued by \_\_\_\_\_, on the date of \_\_\_\_\_, valid until \_\_\_\_\_, Personal Identification Number (CNP) \_\_\_\_\_// registered in the Trade Registry \_\_\_\_\_ under no \_\_\_\_\_, Sole Identification No (CUI) \_\_\_\_\_, by legal /conventional representative (*to strikethrough the incorrect variant*)

Mr./Ms. \_\_\_\_\_, holding a number of \_\_\_\_\_ ordinary, dematerialized nominative shares, with a nominal value of 0,32 lei, issued by **S.C. AEROSTAR S.A.** (the „Company”), which entitles to a number of \_\_\_\_\_ votes of the total 152.277.450 shares/voting rights in the Extraordinary General Meeting of Shareholders, as **PRINCIPAL**,

I hereby empower \_\_\_\_\_, with residence in/ with headoffice in \_\_\_\_\_, St. \_\_\_\_\_, no. \_\_\_\_\_, bl. \_\_\_\_\_, floor \_\_\_\_\_, app. \_\_\_\_\_, sector/county \_\_\_\_\_, identified with ID/ Passport/ Permit of Residence series \_\_\_\_\_ no \_\_\_\_\_, issued by \_\_\_\_\_, on the date of \_\_\_\_\_, valid until \_\_\_\_\_, Personal Identification Number (CNP) \_\_\_\_\_//registered in Trade Registry \_\_\_\_\_ under no \_\_\_\_\_, Sole Registration No (CUI) \_\_\_\_\_, by legal/ conventional representative (*to strikethrough the incorrect variant*)

Mr./Ms. \_\_\_\_\_, as an **AGENT/ REPRESENTATIVE**,

to represent me in the **Ordinary General Meeting of Shareholders**, which will take place in Bacau, 9 Condorilor St., Bacau county, on the date of **14.12.2017, starting with 13:00 hrs.**, as well as on the date when the second meeting is held on the date of **15.12.2017, starting with 13:00 hrs.**, at the same address, the same agenda and the same Date of Reference, in case the first meeting cannot be held, and to exercise the voting rights related to my shareholdings, recorded in the Record of Company’s shareholders on the Date of Reference **29.11.2017**, as follows (*to tick only in the adequate box and only for the items on the agenda for which the representative is empowered to attend and vote , as well the explicit voting instruction*):

Item	AGENDA	FOR	AGAINST	ABSTAIN
1	Approval of the Budget of Revenues and Expenses for the year 2018, as follows: A.Budget of the General Activity for the year 2018 (acc to Annex 1 to the draft Resolution no 5), with the following main elements: a) turnover: 340.000 thousand lei; b) total revenues: 350.500 thousand lei;			

	<p>c) total expenses: 314.013 thousand lei;  d) gross result: 36.487 thousand lei;  e) net result: 29.919 thousand lei;  B. Budget of the Treasury Activity for the year 2018 (acc to Annex 2 to the draft Resolution no 5);  C. Main economic &amp; Financial Indicators for the year 2018 (acc to Annex 3 to the draft Resolution no 5).</p>			
2	<p>Approval to freeze the allowance of the Directors (administrators) for the financial year 2018 at the level decided by the ordinary general meeting of the shareholders on the date of 05 July 2016 - the proposal of the Board of Directors.</p>			
	<p>Approval to set the net allowance of the Directors (administrators) at the level of 4.500 lei for the financial year 2018 - the proposal of IAROM S.A.</p>			
3	<p>a) Approve as maximum level for the additional remunerations of the members of the Board of Directors who also have executive attributions, of a fixed, monthly amount of maximum 10 (ten) times (inclusively) the remuneration set as per art.1 of the draft Resolution no 6 proposed by IAROM S.A., applied on an individual basis, as applicable to each case.  b) Empower the Board of Directors to negotiate them within the level approved. - the proposal of IAROM S.A.</p>			
4	<p>Designate one person, as a representative of the general meeting of shareholders and who will represent the company, to edit and sign, with each of the Board members, the additional agreement to the specific contract, as applicable to each.</p>			
5	<p>Empower Mrs/ Mr. .... to edit and sign, with each of the Board members, the additional agreement to the specific contract, as applicable to each.</p>			
6	<p>Approval to register, in accordance with legal provisions, as „other revenues”, the dividends for the year 2013, not collected and prescribed, in outstanding balance on 23.10.2017.</p>			
7	<p>Approve the date of <b>29 December 2017</b> as <b>Record Date</b> in accordance with art.86 para 1 of Law no 24/2017 regarding the issuers of financial instruments and market operations. With reference to the proposed <b>Record Date</b>, the <i>ex date</i> will be 28 December 2017.</p>			
8	<p>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, any and all of the resolutions, documents, applications, forms and requirements adopted/ prepared in the purpose to or for the</p>			

	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.			
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I hereby empower the above mentioned agent/ representative to vote subject to the proxy instruction and grant him/ her with discretionary voting power on the aspects which were not identified and included on the agenda until the date when the present special proxy was made.

- Yes
- No

**Please find enclosed (as applicable):**

1. Copy of the ID document of the shareholder- natural person (ID card/ Passport/Permit of Residence)
2. The official document which acknowledges the status of legal representative of the signatory (proof issued by a competent body, in original or in copy conforming with the original, issued with maximum 30 days prior to the date when the Ordinary General Meeting of Shareholders convening notice was published) and copy of the legal representative's ID.
3. Declaration on one's responsibility given by the credit institution which supplies custody services for the shareholders of the Company and which received the empowerment for the representation in the Special Proxy, which must comprise:
  - a) The credit institution provides custody services for such shareholder;
  - b) The instructions in the Special Proxy are identical with the instructions from the SWIFT message received by the credit institution to vote on behalf such shareholder;
  - c) The Special Proxy is signed by the shareholder.

Made today, \_\_\_\_\_, in 3 original folds, having the same legal force, one for the Principal, one for the Agent/ Representative and the third to be filed at the Company's Registry until the date of **12.12.2017, 13:00 hrs.**

**Contact telephone no** \_\_\_\_\_

**PRINCIPAL,**

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*(Name, surname/name of represented shareholder, in capital letters)*

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*(Name and surname of the legal representative of the shareholder represented, in capital letters)*

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*(Signature of the shareholder represented/of the legal representative of the shareholder represented and stamp)*