

Convening of the Ordinary General Meeting of Shareholders for the date of December 13th, 2018

The Board of Directors of AEROSTAR S.A. Bacau, with head office in Bacau, 9 Condorilor St, Bacau county, postal code 600302 (**hereinafter named as the Company**), **duly met on the date of 08.11.2018**, in compliance with the Companies Act no 31/1990, with the Law no 24/2017 regarding the issuers of financial instruments and market operations, with the A.S.F. Regulation no. 5/2018 regarding the issuers of financial instruments and market operations, with the Constitutive Deed of the Company and with the Procedure for organizing and conduct of the General Meetings of Shareholders of AEROSTAR S.A. published on the company website www.aerostar.ro,

CONVENES:

The GENERAL MEETING OF SHAREHOLDERS on the date of **December 13th, 2018, 13.00 hrs.**, at the registered head office of the company in Bacau, 9 Condorilor St., for all the shareholders recorded in the Shareholders' Register as on the end of the day of **November 28th, 2018**, considered as the **Reference Date**, for this meeting.

In case the quorum conditions are not met as provided in art.33 point. 1) of the Constitutive Deed of the Company, the second General Meeting of Shareholders is convened and set, in compliance to art.118 of the Companies Act no 31/1990, in relation to art.33 point 2) of the Constitutive Deed of the Company, on the immediately next day, that is the date of **December 14th, 2018, 13.00 hrs.**, at the same address, having the same Agenda and Reference Date.

THE AGENDA:

1. Presentation and approval of the Budget of Revenues and Expenses for the year 2019.
2. Setting of the remuneration of the Directors for the financial year 2019.
3. Presentation and approval to register, in accordance with legal provisions, of the dividends for the year 2014, not collected and prescribed.
4. Approval of the date of **January 4, 2019**, as **Record Date**, in accordance with art. 86 para1 of the Law no 24/2017 regarding the issuers of financial instruments and market operations. With reference to the proposed record date, the *ex date* will **January 3, 2019**.
5. Empowerment of the President – General Director of the Company, Mr. Eng.Grigore FILIP, with the possibility of substitution, to:
 - a) conclude and/or sign on behalf of the Company and/or on behalf of the Company shareholders: the decisions of the present Ordinary General Meeting of Shareholders, any and all such decisions, documents, applications, forms and request applications adopted/ prepared in the purpose or for the execution of the decisions of the present Ordinary General Meeting of Shareholders, in relation to any natural or legal person, private or public; and
 - b) perform all the legal formalities for registration, opposability, execution and publication of the decisions 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 (**November 28th, 2018**), 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 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 V and VI below.

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

Starting with **November 12th, 2018**, 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 informative 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 14.00 hrs.

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 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 **November 26th, 2018, 13.00 hrs.**

Each item proposed must be accompanied by a justification or a draft resolution proposed to be adopted 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 desk until the date of **November 27th, 2018, 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 **03.12.2018, 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 20 of Law 24/2017, 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 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 desk until the date of **December 11th, 2018, 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, with clear specification of the voting option for each item on the agenda, 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 the 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 **December 11th, 2018, 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 also 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**