

**DRAFT RESOLUTIONS
OF THE EXTRAORDINARY GENERAL MEETING OF SHAREHOLDERS
OF AEROSTAR S.A. ON THE DATE OF 21/22.04.2020**

The Extraordinary General Meeting of Shareholders of AEROSTAR SA (the “Company”), with the 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 21/22 April 2020, where xx,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 Law on Companies no 31/1990, republished, of the Law no. 24/2017 regarding the issuers of financial instruments and market operations, the A.S.F. (Financial Supervisory Authority) Regulation no. 5/2018 regarding the issuers of financial instruments and market operations, and of the Constitutive Deed of the Company,

DECIDES:

DRAFT RESOLUTION no.16

Sole Article. With xxx.xxx.xxx votes “for” and xxx.xxx.xxx votes “against” and xxx.xxx.xxx votes “abstentions”, in accordance with the provisions of art. 129, paragraph (2) and paragraph (5) of the Law no. 31/1990 on companies, the election of the EGMS meeting’s secretariate, composed from:

1. Mrs./Ms. – Secretary designated from among the company’s shareholders
2. Mrs./Ms. – Technical secretary.

DRAFT RESOLUTION no. 17

Sole Article. With xxx.xxx.xxx votes „for” and xxx.xxx.xxx „against” and xxx.xxx.xxx votes „abstentions”, the approval, in accordance with the provisions of art.227 letter d) of the Law on companies no 31/1990, to dissolve the company ATF S.A., registered at the Trade Register Office Bacau under no J04/166/2005, sole identification no (CUI) 17153254, to which Aerostar SA is a shareholder with a 45.75% shareholding in the registered capital.

DRAFT RESOLUTION no. 18

Sole article. With xxx.xxx.xxx votes "for" and xxx.xxx.xxx votes "against" and xxx.xxx.xxx votes "abstentions", the approval of the date **08 May2020 as Record Date**, in accordance with art.86, para 1 of the Law no 24/2017 regarding the issuers of financial instruments and market operations. With reference to the Record date proposed, the ex-date will be 07 May 2020.

DRAFT RESOLUTION no. 19

Sole Article. With xxx.xxx.xxx votes "for" and xxx.xxx.xxx votes "against" and xxx.xxx.xxx votes "abstentions", to empower the President- General Director of the Company, Mr. eng. Grigore Filip, with the possibility of substitution, to:

a) sign on behalf of the Company and/or on behalf of the Company shareholders: the resolutions of the present Extraordinary General Meeting of Shareholders, as well as all the documents prepared in

the purpose to execute such resolutions, 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 resolutions adopted.

DRAFT RESOLUTIONS OF THE ORDINARY GENERAL MEETING OF SHAREHOLDERS OF AEROSTAR S.A. ON THE DATE OF 21/22.04.2020

The Ordinary General Meeting of Shareholders of AEROSTAR SA (the “Company”), with the 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 21/22 April 2020, where xx,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 Law on Companies no 31/1990, republished, the Law no. 24/2017 regarding the issuers of financial instruments and market operations, the A.S.F. (Financial Supervisory Authority) Regulation no. 5/2018 regarding the issuers of financial instruments and market operations, and of the Constitutive Deed of the Company,

DECIDES:

DRAFT RESOLUTION no. 20

Sole article. With xxx.xxx.xxx votes "for" and xxx.xxx.xxx votes "against" and xxx.xxx.xxx votes "abstentions", in accordance with the provisions of art. 129, paragraph (2) and paragraph (5) of the Law no. 31/1990 on companies, the election of the OGMS meeting's secretariate, composed from:

1. Mrs./Ms. – Secretary designated from among the company's shareholders
2. Mrs./Ms. – Technical secretary.

DRAFT RESOLUTION no. 21

Art. 1. With xxx.xxx.xxx votes "for" and xxx.xxx.xxx votes "against" and xxx.xxx.xxx votes "abstentions", the approval of The Report of the Board of Directors for the financial year 2019;

Art. 2. With xxx.xxx.xxx votes "for" and xxx.xxx.xxx votes "against" and xxx.xxx.xxx votes "abstentions", the approval The Financial Auditor's Report on auditing the financial statements of the year 2019;

Art. 3. With xxx.xxx.xxx votes "for" and xxx.xxx.xxx votes "against" and xxx.xxx.xxx votes "abstentions", the approval The Financial Statements of the year 2019. The main economic results of the year 2019 are:

- a) Turnover: 399.210 thousand lei;
- b) Total income: 420.064 thousand lei
- c) Total expenses: 344.958 thousand lei
- d) Net profit of the year: 65.979 thousand lei

Art. 4. With xxx.xxx.xxx votes "for" and xxx.xxx.xxx votes "against" and xxx.xxx.xxx votes "abstentions", the approval of the activities performed by the Board of Directors and of the executive management for the year 2019

Art. 5. With xxx.xxx.xxx votes "for" and xxx.xxx.xxx votes "against" and xxx.xxx.xxx votes "abstentions", the approval to discharge of accountability the members of the Board of Directors and of the Executive Management for the year 2019, for the activity performed until the date of 31 December 2019.

Art. 6. With xxx.xxx.xxx votes "for" and xxx.xxx.xxx votes "against" and xxx.xxx.xxx votes "abstentions", the allocation of the net result of the year (profit), in amount of 65.979.464,74 lei, as follows:

- a) Allocation to the legal reserve of the reinvested profit: 11.674.595,35 lei
- b) Allocation to statutory reserves: 34.500.000,00 lei
- c) Allocation as dividends: 19.796.068,50 lei

Art. 7. With xxx.xxx.xxx votes "for" and xxx.xxx.xxx votes "against" and xxx.xxx.xxx votes "abstentions", setting a gross dividend per share for the year 2019 of 0,13 lei.

Art. 8. With xxx.xxx.xxx votes "for" and xxx.xxx.xxx votes "against" and xxx.xxx.xxx votes "abstentions", the distribution of the dividends of the year 2019 in accordance with the applicable legal provisions. The costs of the distribution activity are charged from the net dividend value of each shareholder.

DRAFT RESOLUTION no. 22

Sole article. With xxx.xxx.xxx votes "for" and xxx.xxx.xxx votes "against" and xxx.xxx.xxx votes "abstentions", the approval of the date of **4 June 2020**, as **Record Date**, in accordance with art. 86 para 1 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 be **03 June 2020**.

DRAFT RESOLUTION no. 23

Sole article. With xxx.xxx.xxx votes "for" and xxx.xxx.xxx votes "against" and xxx.xxx.xxx votes "abstentions", the approval of the date of **23 June 2020**, as the **Payment Date** of the dividends for the financial year 2019.

DRAFT RESOLUTION no. 24

Sole article. With xxx.xxx.xxx votes "for" and xxx.xxx.xxx votes "against" and xxx.xxx.xxx votes "abstentions", empower 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's shareholders: the resolutions of the present Ordinary General Meeting of Shareholders, any and all such documents prepared in the purpose to execute such decisions, 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.

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

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

AND

**THE ORDINARY GENERAL MEETING OF SHAREHOLDERS
ON 21/22.04.2020**

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

GMS Permanent Secretary,

Elena RUSU