

THE FORM REQUESTED BY AEROSTAR SA

**SPECIAL PROXY
FOR THE ORDINARY GENERAL MEETING OF SHAREHOLDERS
ON THE DATE OF 21/22.04.2020**

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 **AEROSTAR S.A.** (the „Company”), which entitles to a number of _____ votes of the total 152.277.450 shares/voting rights in the OGMS, 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 **OGMS**, which will take place in Bacau, 9 Condorilor St., Bacau county, on the date of **21.04.2020, starting with 13:30 hrs.**, as well as on the date when the second meeting is held on the date of **22.04.2020, starting with 13:30 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 Reference Date **07.04.2020**, 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.	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.			

2.	2.1 Approval Of The Report of the Board of Directors for the financial year 2019			
	2.2 Approval of The Financial Auditor's Report on auditing the financial statements of the year 2019;			
	2.3 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			
	2.4 Approval of the activities performed by the Board of Directors and of the executive management for the year 2019			
	2.5 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.			
	2.6 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			
	2.7 Setting a gross dividend per share for the year 2019 of 0,13 lei.			
	2.8 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.			
3.	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 <i>ex date</i> will be 03 June 2020			
4.	Approval of the date of 23 June 2020 , as the Payment Date of the dividends for the financial year 2019.			
5.	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 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 OGMS 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 **16.04.2020, 13:30 hrs.**

Contact telephone no _____

PRINCIPAL,

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

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

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