

Current Report
according to ASF Regulation no. 5/2018
Date of the report: 22.03.2021

Name of issuer: **AEROSTAR S.A.**
Registered headquarters: **BACAU, No. 9 Condorilor Street**
Telephone: **+40 234.575.070; Fax: +40 234.572.023/572.259**
Sole Registration No: **950531**
Trade Register Number: **J04/1137/1991**
LEI : **315700G9KRN3B7XDBB73**
Web/e-mail: **www.aerostar.ro, aerostar@aerostar.ro**
Share capital, subscribed and paid: **48.728.784 LEI**
Regular market on which the issued shares are traded: **Bucharest Stock Exchange (symbol "ARS")**

**COMPLETING THE CONVENING NOTICE OF THE
ORDINARY GENERAL MEETING OF THE SHAREHOLDER OF AEROSTAR S.A.**
(in accordance with the request by IAROM S.A., as a majority shareholder of AEROSTAR S.A)

The Board of Directors of AEROSTAR S.A., with head office in Bacau, 9 Condorilor St, Bacau county, registered in the National Trade Register of Romania with number J04/1137/1991, tax registration code: RO950531, 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 Financial Supervisory Authority (A.S.F.) Regulation no. 5/2018 regarding the issuers of financial instruments and market operations and the Procedure for organizing and conduct of the General Meetings of the Shareholders of AEROSTAR S.A. published on the company website www.aerostar.ro,

Taking into consideration:

- a) The Ordinary General Meeting of Shareholders of AEROSTAR S.A., convened for the date of April 21st, 2021 at 13:00 hrs., at the registered head office in Bacau, 9 Condorilor St, by publishing the Convening Notice in the Official Monitor of Romania, Part IV, no. 1077/16.03.2021, in the Financial Intelligence newspaper dated March 15th, 2021 and has been sent for publishing as a current report to the Financial Supervisory Authority (ASF), the Bucharest Stock Exchange and the Central Depository on March 15th, 2021;
- b) The request sent by the majority shareholder, IAROM S.A. (having a participation share of 71.3730% of the share capital), through Address no. 103/19.03.2021, registered at AEROSTAR with no. 2548/19.03.2021, under article 117[^]1 of the Companies Act no 31/1990, in conjunction with article 92 the Companies Act no 31/1990, with the Law no 24/2017 regarding the issuers of financial instruments and market operations

Completes the Agenda of the Ordinary General Meeting of Shareholders, in accordance with article 117[^]1 of the Companies Act no. 31/1990, with the following item:

3. Approval of the Remuneration policy for the management structure of the Company, in accordance with article 92[^]1 of the Law no 24/2017 regarding the issuers of financial instruments and market operations.

Therefore, the Revised Agenda of the Ordinary General Meeting of Shareholders, convened for the date of April 21st 2021 at 13:00 hrs., at the registered head office in Bacau, 9 Condorilor St, in which

entitled to attend and vote are all the shareholders recorded in the Shareholders Registry at the end of the date of April 6th, 2021, shall be the following:

THE AGENDA:

1. Election of the secretariate of the OGMS meeting in accordance with art.129, para (2) and para (5) of the law no 31/1990 on companies.
 2. Presentation and submission for approval of:
 - a) The Report of the Board of Directors for the financial year of 2020;
 - b) The Financial Auditor's Report on auditing the financial statements of the year 2020;
 - c) The Financial Statements of the year 2020;
 - d) The release of accountability of the Board of Directors and of the Executive Management for the year 2020, based on the reports presented;
 - e) The allocation of the net profit and setting the dividend. The value of the gross dividend, proposed by the Board of Directors, corresponding to one share is 0.12 lei.
 3. The approval of the Remuneration policy for the management structure of the Company, in accordance with article 92¹ of the Law no 24/2017 regarding the issuers of financial instruments and market operations.
 4. The approval of the date of **June 2nd, 2021**, 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 **May 31st, 2021**.
 5. Approval of the date of **22nd of June, 2021**, as the **Payment Date** of the dividends relating the financial year 2020.
 6. a) Appointment of the financial auditor/auditing firm (The Financial Audit Contract is set to expire at the same time the auditing of the Financial Statements for the year 2020 is complete).
b) Establishing the duration of the Financial Auditing Contract.
 7. 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.
- 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 Reference Date (**April 6th, 2021**), 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 authorized 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 **March 22nd, 2021**, 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 head office, 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 **March 31st, 2021, 13.00 hrs. (01:00 PM)**.

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 **April 9th, 2021, 13.00 hrs. (01:00 PM)**.

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 **April 14th, 2021, 16.00 hrs. (04:00 PM)**.

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 **April 19th, 2021, 13.00 hrs. (01:00 PM)**.

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 **April 19th, 2021, 13.00 hrs. (01:00 PM)**.

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: razvan.bejenaru@aerostar.ro.

President of the Board of Directors- General Director

Grigore FILIP