

**DRAFT RESOLUTIONS OF  
THE ORDINARY GENERAL MEETING OF SHAREHOLDERS OF  
AEROSTAR S.A. ON THE DATE OF APRIL 21<sup>st</sup>, 2021**

The Ordinary General Meeting of Shareholders of AEROSTAR SA (the “Company”), with 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 April 21<sup>st</sup>, 2021, where xxx,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. 1**

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

**DRAFT RESOLUTION no. 2**

**Art. 1.** With xxx.xxx.xxx votes “for” and xxx.xxx.xxx votes “against” and xxx.xxx.xxx votes “abstentions”, approval of the Report of the Board of Directors for the year 2020.

**Art. 2.** With xxx.xxx.xxx votes “for” and xxx.xxx.xxx votes “against” and xxx.xxx.xxx votes “abstentions”, approval of Financial Auditor’s Report regarding the auditing of the Financial Statements of the year 2020.

**Art. 3.** With xxx.xxx.xxx votes “for” and xxx.xxx.xxx votes “against” and xxx.xxx.xxx votes “abstentions”, approval of the Financial Statements of the year of 2020. The main economic results of the year 2020 are:

- a) turnover: 294.839 thousand lei;
- b) total revenues: 326.276 thousand lei;

c) total expenses: 284.217 thousand lei;

d) net profit of the year: 38.443 thousand lei.

**Art. 4.** With xxx.xxx.xxx votes “for” and xxx.xxx.xxx votes “against” and xxx.xxx.xxx votes “abstentions”, approval of the activities performed by the Board of Directors and executive management in the year 2020.

**Art.5.** With xxx.xxx.xxx votes “for” and xxx.xxx.xxx votes “against” and xxx.xxx.xxx votes “abstentions”, discharge of accountability the members of the Board of Directors and executive management for the activity performed until the date of December 31<sup>st</sup>, 2020.

**Art. 6.** With xxx.xxx.xxx votes “for” and xxx.xxx.xxx votes “against” and xxx.xxx.xxx votes “abstentions”, the allocation to “other reserves” of the amount of 8.800,89 lei, representing undistributed amounts from the net result of the year 2019.

**Art. 7.** With xxx.xxx.xxx votes “for” and xxx.xxx.xxx votes “against” and xxx.xxx.xxx votes “abstentions”, the allocation of the net result (profit) of the year 2020, i.e. the amount of 38.442.550,31 lei as follows:

a) distribution of the reinvested profit as legal reserve: 12.081.875,81 lei;

b) distribution as statutory reserve for the working capital: 8.087.380,00 lei;

c) distribution as dividends: 18.273.294,50 lei.

**Art. 8.** With xxx.xxx.xxx votes “for” and xxx.xxx.xxx votes “against” and xxx.xxx.xxx votes “abstentions”, the establishment of a gross dividend per share relating to the financial year 2020 of 0,12 lei.

**Art. 8.** With xxx.xxx.xxx votes “for” and xxx.xxx.xxx votes “against” and xxx.xxx.xxx votes “abstentions”, distribution of the dividends of the year 2020 in accordance with the legal provisions applicable. The costs related to their distribution will be on account of the net dividend for each shareholder.

### **DRAFT RESOLUTION no. 3**

**Sole article.** With xxx.xxx.xxx votes “for” and xxx.xxx.xxx votes “against” and xxx.xxx.xxx votes “abstentions”, approval of the Remuneration policy for the management structure of the Company, in accordance with article 92<sup>^1</sup> of the Law no 24/2017 regarding the issuers of financial instruments and market operations.

### **DRAFT RESOLUTION no. 4**

**Sole article.** With xxx.xxx.xxx votes “for” and xxx.xxx.xxx votes “against” and xxx.xxx.xxx votes “abstentions”, approval of the date of **June 2<sup>nd</sup>, 2021**, as **Record Date**, according to art. 86 para 1) of the Law no 24/2017 regarding the issuers of financial instruments and market operations, for the decisions adopted in the OGMS of April 21<sup>st</sup>/22<sup>nd</sup>, 2021, with the exception of the decision on the payment of the dividend. Relating to this registration date, the **ex date** will be on **May 31<sup>st</sup>, 2021**.

### **RESOLUTION no. 5**

**Art. 1.** With xxx.xxx.xxx votes “for” and xxx.xxx.xxx votes “against” and xxx.xxx.xxx votes “abstentions”, approval of the date of **June 22<sup>nd</sup>, 2021** as **Payment Date** of the dividends relating to the financial year 2020.

### **RESOLUTION no. 6**

**Art. 1.** With xxx.xxx.xxx votes “for” and xxx.xxx.xxx votes “against” and xxx.xxx.xxx votes “abstentions”, appointment of BDO Audit SRL as financial auditor.

**Art. 2.** With xxx.xxx.xxx votes “for” and xxx.xxx.xxx votes “against” and xxx.xxx.xxx votes “abstentions”, the conclusion of the financial audit contract with BDO Audit SRL for a minimum period of 3 (three) years, with the possibility of extension by an Additional Act approved by the Board of Directors of the Company.

### **RESOLUTION no. 7**

**Single article.** With xxx.xxx.xxx votes “for” and xxx.xxx.xxx votes “against” and xxx.xxx.xxx votes “abstentions”, empower the President-Director General of AEROSTAR S.A., Mr.eng. Grigore Filip, with the possibility of substitution:

- a) to conclude and/or sign on behalf of the AEROSTAR S.A. and/or on behalf of the shareholders of AEROSTAR S.A.: the resolutions of the present Ordinary General Meeting of the Shareholders, any and all of the resolutions, documents, applications, forms and requests adopted/ prepared in the purpose or for the execution of the resolutions of the present Ordinary General Meeting of the Shareholders, in relation to any natural or legal person, private or public;
- b) to perform all the legal formalities for registration, opposability, execution and publication of the resolutions adopted.

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

**AEROSTAR S.A. BACAU**

**TOTAL NUMBER OF SHARES AND VOTING RIGHTS  
ON THE DATE OF CONVENING  
THE ORDINARY GENERAL MEETING OF SHAREHOLDERS  
ON APRIL 21<sup>st</sup>, 2021**

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 comprised in a single class of shares and they are nominative, ordinary, dematerialized, indivisible, of equal value and equal rights.

**GMS Secretary,  
Razvan-Alexandru BEJENARU**