



AEROSTAR S.A.

GRUP INDUSTRIAL AERONAUTIC-BACAU-ROMANIA

Str. Condorilor nr.9, Bacau 600302; Inmatriculat cu nr: J04/1137/1991-R.C.Bacau;
Cod Unic de Inregistrare: RO 950531; Capital social: 48.728.784 lei
Tel:+40234.575070; Fax:+40234.572023; 572259
e-mail:aerostar@aerostar.ro; Website:http://www.aerostar.ro

DRAFT RESOLUTIONS OF THE ORDINARY GENERAL MEETING OF THE SHAREHOLDERS OF AEROSTAR S.A. HELD ON APRIL 20th 2022

The Ordinary General Meeting of Shareholders of AEROSTAR S.A. (the “Company”), with the head office in Bacău, 9th Condorilor Street, registered with the National Trade Register Office under number J04/1137/1991 and having sole registration number 950531, convened and conducted in accordance with statutory provisions on the date of April 20th, 2022, where xx,xxx% 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. Approves [*by a majority/with unanimity of the votes cast*], 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. (name, surname)*] – Secretary designated from among the company’s shareholders
2. Mr. Razvan-Alexandru BEJENARU – Technical secretary.

DRAFT RESOLUTION no. 2

Sole article. Approves [*by a majority/with unanimity of the votes cast*]:

- a) the Report of the Board of Directors for the year 2021;
- b) the Financial Auditor’s Report regarding the auditing of the Financial Statements of the year 2021;
- c) the Financial Statements of the year of 2021, with the main economic results:
 1. turnover: 376.434 thousand lei;
 2. total revenues: 391.697 thousand lei;
 3. total expenses: 322.049 thousand lei;
 4. net profit of the year: 59.940 thousand lei.
- d) the discharge of accountability for the members of the Board of Directors and executive management for the activity performed until the date of December 31st, 2021;

e) the establishment of a gross dividend per share relating to the financial year 2021 of 0,15 lei and the allocation of the net result (profit) of the year 2021, i.e., the amount of 59.939.980,42 lei as follows:

1. distribution of the reinvested profit as legal reserve: 5.659.923,72 lei;
2. distribution as statutory reserve for the working capital: 31.438.439,20 lei;
3. distribution as dividends: 22.841.617,50 lei.

The distribution of the dividends of the year 2021 will be made 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. Approves [*by a majority/with unanimity of the votes cast*] the 2021 Remuneration Report for Members of the Board of Directors (executive and non-executive), in accordance with art. 107 para 6 of the Law no 24/2017 regarding the issuers of financial instruments and market operations.

DRAFT RESOLUTION no. 4

Sole Article. Approves [*by a majority/with unanimity of the votes cast*] the date of **May 10th, 2022** as **Record Date** (*ex-date*, **May 9th, 2022**) for the shareholders under the effect of the resolutions adopted by the Ordinary General Meeting of the Shareholders.

DRAFT RESOLUTION no. 5

Sole Article. Approves [*by a majority/with unanimity of the votes cast*] the date of **May 27th, 2022** as **Payment Date** of the dividends relating to the financial year 2021.

DRAFT RESOLUTION no. 6

Sole Article. Approves [*by a majority/with unanimity of the votes cast*], 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 Ordinary 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.

**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 OF THE
ORDINARY GENERAL MEETING OF SHAREHOLDERS
ON APRIL 20th 2022**

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,

Razvan-Alexandru BEJENARU