

## INFORMATION ON THE GENERAL PROXY

The shareholder can grant a **valid** proxy for a time period of maximum 3 years, which permits to such representative to vote in all aspects under the debate of the GMS on behalf of one or several companies identified in the proxy, including with reference to dispositions, on condition that such proxy is granted by the shareholder as a client, to an intermediary or to a lawyer.

The shareholders cannot be represented in the GMS based on a general proxy by a person who is in a **conflict-of-interest** situation, which can arise especially in one of the following cases:

- a) he/she is a major shareholder of the Company, or another entity, under the control of the respective shareholder;
- b) he/she is a member of an administrative, management or supervisory body of the Company, of a major shareholder or of a controlled entity as provided in letter a);
- c) he/she is an employee or an auditor of the Company or of another major shareholder or of a controlled entity as provided in letter a);
- d) he/she is the spouse, relative or related to the fourth degree inclusively, of one of the natural persons as provided in letter a)-c).

The empowered person **cannot be substituted** by another person. In case the **empowered person is a legal person**, such person can exercise the mandate through any person who is part of the administrative or management body or from among its employees.

The general proxy must comprise **at least the following information**:

- 1) name/ denomination of the shareholder and the stake held with reference to the total number of holdings in the same class and to the total number of voting rights;
- 2) name/ denomination of the representative (who is granted the proxy);
- 3) the date of the proxy, as well as the validity period subject to the provisions in art. 92 para 13 of the Law no. 24/2017, regarding the issuers of financial instruments and market operations; the proxies bearing a subsequent date causes the prior dated proxy to be revoked;
- 4) a specification that the shareholder empowers the representative to attend and vote on his/her name or by general proxy in the GMS, indicating specifically the company for which the respective general proxy is used.

### **Documents to accompany the general proxy**

The general proxy will be accompanied by the documents provided in para. VI of the Convening Notice.

Also, the shareholders will send as well the proof that the empowered person is **either an intermediary or a lawyer**, while the shareholder is the **client** of the agent/representative.

The documents presented in a **foreign language, other than English** (except the IDs valid on Romania's territory), will be accompanied by the **translation** made by an authorized translator, into Romanian or English.

Such proxies, before their first use, **must be submitted at the company 48 hours prior to the GMS**, in copy, comprising the note of conformance with the original signed by the representative. The certified copies of the proxies are retained by the Company, and this is specified in the minutes of the GMS.

A general proxy **can be disregarded** in the following conditions:

- a) it was not submitted at the Company with 48 hours prior to the GMS,
- b) it was not submitted in copy certified under the signature of the representative,
- c) it does not contain the identification data of the shareholder,
- d) it does not contain the identification data of the representative,
- e) the date of the proxy and its validity period are not specified,
- f) it does not specify explicitly AEROSTAR SA BACAU as the company for which the respective proxy is used,
- g) it does not contain the name and authorized signature of the shareholder,
- h) it is not accompanied by the documents mentioned above,
- i) the duration of the representative's mandate is expired.