

## SPECIAL PROXY

### The Subscribed\*\*/Undersigned\*

\_\_\_\_\_ (name, surname/name of represented shareholder, uppercase letters; to bar non-corresponding),

(\*the next section is reserved **solely to legal entity shareholders**; to bar non-corresponding)

with headquarters in \_\_\_\_\_, \_\_\_\_\_ street, no. \_\_\_\_\_, bl. \_\_\_\_\_, floor \_\_\_\_\_, app. \_\_\_\_\_, sector/county \_\_\_\_\_, country \_\_\_\_\_, registered in the Trade Registry of \_\_\_\_\_ with no. \_\_\_\_\_, sole identification (CUI) \_\_\_\_\_, legally/conventionally represented by Mr./Mrs. \_\_\_\_\_, with residence in \_\_\_\_\_, \_\_\_\_\_ street, no. \_\_\_\_\_, bl. \_\_\_\_\_, floor \_\_\_\_\_, app. \_\_\_\_\_, sector/county \_\_\_\_\_, country \_\_\_\_\_, ID Card/Passport/Residence Permit serial \_\_\_\_\_ no. \_\_\_\_\_, issued by \_\_\_\_\_, at \_\_\_\_\_, valid until \_\_\_\_\_, Personal identification number (CNP) \_\_\_\_\_,

### OR

(\*\*the next section is reserved **solely to natural person shareholders**; to bar non-corresponding)

with residence in \_\_\_\_\_, \_\_\_\_\_ street, no. \_\_\_\_\_, bl. \_\_\_\_\_, floor \_\_\_\_\_, app. \_\_\_\_\_, sector/county \_\_\_\_\_, country \_\_\_\_\_, ID Card/Passport/Residence Permit serial \_\_\_\_\_ no. \_\_\_\_\_, issued by \_\_\_\_\_, at \_\_\_\_\_, valid until \_\_\_\_\_, Personal identification number (CNP) \_\_\_\_\_,

(\*\*\*the next section is to be completed **by all shareholders**, regardless of type)

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 from a total 152.277.450 shares/voting rights in the Ordinary General Meeting of Shareholders, as **PRINCIPAL**,

I hereby empower (to bar non-corresponding) \_\_\_\_\_, with residence in/ with headquarters in \_\_\_\_\_, St. \_\_\_\_\_, no. \_\_\_\_\_, bl. \_\_\_\_\_, floor \_\_\_\_\_, app. \_\_\_\_\_, sector/county \_\_\_\_\_,

**A.** identified with Card/Passport/Permit of Residence series \_\_\_\_\_ no \_\_\_\_\_, issued by \_\_\_\_\_, on the date of \_\_\_\_\_, valid until \_\_\_\_\_, Personal Identification Number (CNP) \_\_\_\_\_

### OR

**B.** registered in Trade Registry of \_\_\_\_\_ under no \_\_\_\_\_, Sole Registration No (CUI) \_\_\_\_\_, by legal/conventional representative Mr./Mrs. \_\_\_\_\_, as an **AGENT/ REPRESENTATIVE**,

to represent me in the **Ordinary General Meeting of Shareholders**, which will take place in Bacau, 9<sup>th</sup> Condorilor St., Bacau county, on the date of **December 15<sup>th</sup> 2022, starting with 13:00 hrs.**, as well as on the date when the second meeting is held on the date of **December 16<sup>th</sup> 2022, starting with 13:00 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 Date of Reference **December 6<sup>th</sup> 2022**, 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):

**Number 1 on the Agenda:** The election of the OGMS secretariat, in accordance with art. 129 para. (2) and para. (5) of Law no. 31/1990, composed of the following members:

1. Mr./Mrs. .... – Secretary designated from among the shareholders
2. Mr. Razvan-Alexandru BEJENARU – Technical Secretary.

1	FOR	AGAINST	ABSTENTION

**Number 2 on the Agenda:** Approval of the Income and Expenses Budget for the year 2023, as follows:

- A. The Budget of the General Activity for the year 2023 (in accordance with Annex 1 to draft resolution no. 13) with the following main elements:
  - a) turnover: 440.000 thousand lei;
  - b) total revenues: 458.142 thousand lei;
  - c) total expenses: 405.685 thousand lei;
  - d) gross result: 52.427 thousand lei;
  - e) net result: 44.064 thousand lei.
- B. The Budget of the Treasury Activity for the year 2023 (in accordance with Annex 2 to draft resolution no. 13);
- C. The main Economic-Financial Indicators for the year 2023 (in accordance with Annex 3 to draft resolution no. 13).

2	FOR	AGAINST	ABSTENTION

**Number 3 on the Agenda:** Remuneration for the members of the Board of Directors:

- a) Approval to freeze, at the level decided by the Ordinary General Meeting of the Shareholders on the date of July 9th 2020, the allowance of the Directors (administrators) for the financial year 2023.
- b) Approval to empower Mr./Mrs. .... to edit and sign, with each of the Board members, the additional agreement to the specific contract, as applicable to each.

3	FOR	AGAINST	ABSTENTION

**Number 4 on the Agenda:** Approval to register the uncollected and prescribed dividends for the year 2018, in the amount of 640.626,70 lei as “other revenues” in accordance with the legal provisions.

4	FOR	AGAINST	ABSTENTION

**Number 5 on the Agenda:** Approve the date of **January 4<sup>th</sup>, 2023, 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 **January 3<sup>rd</sup>, 2023**.

5	FOR	AGAINST	ABSTENTION

**Number 6 on the Agenda:** 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 General Meeting of the 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.

6	FOR	AGAINST	ABSTENTION

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 Ordinary General Meeting of Shareholders 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 three (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 **December 13<sup>th</sup> 2022, 13:00 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)*