

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, 9th Condorilor St., Bacau county, on the date of **April 20th, 2023, starting with 13:00 hrs.**, as well as on the date when the second meeting is held on the date of **April 21st, 2023, 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 **April 7th, 2023**, 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 Report of the Board of Directors for the financial year 2022.

2	FOR	AGAINST	ABSTENTION

Number 3 on the agenda: Approval of the Financial Statements for the year 2022 and of the release of accountability of the Board of Directors and of the Executive Management for the year 2022, based on the Reports presented by the Board of Directors and the Financial Auditor, respectively. The Financial Statements of the year 2022, contain the following main economic results:

1. turnover: 466.991.236 lei;
2. total revenues: 499.052.051 lei;
3. total expenses: 399.381.292 lei;
4. net profit of the year: 90.272.999 lei.

3	FOR	AGAINST	ABSTENTION

Number 4 on the agenda: Approval of the establishment of a gross dividend per share relating to the financial year 2022, of **0,18** lei, and the allocation of the net result (profit) of the year 2022, i.e., the amount of 90.272.999,12 lei, as follows

1. distribution of the reinvested profit as legal reserve: 7.961.284,14 lei;
2. distribution as statutory reserve for the working capital: 54.901.773,98 lei;
3. distribution as dividends: 27.409.941,00 lei.

The distribution of the dividends of the year 2022 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.

4	FOR	AGAINST	ABSTENTION

Number 5 on the agenda: Approval of the 2022 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.

5	FOR	AGAINST	ABSTENTION

Number 6 on the agenda: Approval of the date of **12th of May 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 **11th of May 2023**.

6	FOR	AGAINST	ABSTENTION

Number 7 on the agenda: Approval of the date of **31st of May 2023**, as the **Payment Date** of the dividends for the financial year 2022.

7	FOR	AGAINST	ABSTENTION

Number 8 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.

8	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 **April 20th/21st, 2023, 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)