



BOARD OF DIRECTORS AND EXECUTIVE DIRECTORS REMUNERATION REPORT FOR THE YEAR 2022

A. INTRODUCTION

The report for the financial year 2022 (Report) has been prepared in accordance with the provisions of Law 24/2017 regarding issuers of financial instruments and market operations and will be submitted to vote at the Annual Ordinary General Meeting of Shareholders (OGMS) in April 2023. On April 20th 2022, the OGMS approved the 2021 Remuneration Report for the Members of the Board of Directors and Executive Directors.

This report provides an overview of the remuneration, including all benefits, regardless of form, granted or owed during the last financial year to the board of directors and executive directors, in accordance with the company's remuneration policy.

B. BOARD OF DIRECTORS

The Board of Directors (Board / Board of Directors) is responsible for carrying out all necessary measures, both for the conduct of the company's business and for its supervision. Its composition, organization and responsibilities are established by the Articles of Association and by the company's Regulation of Organization and Functioning of the Board of Directors. Starting with July 9th, 2020, the Board of Directors of Aerostar consists of five members, of which 2 executive members and 3 non-executive members, appointed by the General Meeting of Shareholders for a term of 4 years.

During 2022 there were no changes in the composition of the Board of Directors, which is composed of:

	Name and surname	Position	Profession
▪	FILIP GRIGORE	Chairman of the Board	Aviation Engineer
▪	DAMASCHIN DORU	Vice Chairman of the Board	Economist
▪	TONCEA MIHAIL - NICOLAE	Member of the Board of Directors	Aviation Engineer
▪	DOROȘ LIVIU-CLAUDIU	Member of the Board of Directors	Economist

▪	VÎRNĂ DANIEL	Member of the Board of Directors	Lawyer
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On July 9th 2020, the Board of Directors elected Mr. Filip Grigore as Chairman of the Board of Directors and Mr. Damaschin Doru as Vice President of the Board of Directors. A Nomination and Remuneration Committee is not organized at the level of the Board of Directors.

C. REMUNERATION POLICY

In accordance with the provisions of Law 24/2017 on issuers of financial instruments and market operations, including subsequent amendments, the General Meeting of Shareholders of April 21, 2021 approved the Remuneration Policy. The Remuneration Policy is subject to shareholder approval in the General Meeting of Shareholders at least every 4 years.

The Remuneration Policy establishes the principles governing the remuneration of the board of directors and of the executive directors which are also members of the board of directors.

The remuneration policy is based on the following key principles:

- (a) To contribute to the successful implementation of the strategy of Aerostar SA in the short, medium and long term;
- (b) To ensure the proper involvement of shareholders in establishing the remuneration policy and in monitoring its implementation;
- (c) To contribute to the promotion of the mission and values of Aerostar SA;
- (d) To prevent situations of conflict of interest;
- (e) Provide the necessary and flexible tools to remunerate directors according to their responsibilities, skills and performance;
- (f) Ensure compliance with applicable legal requirements.

This Remuneration Policy applies to all Board of Directors members and Executive Directors (respectively the Chief Executive Officer and the Chief Financial Officer) of Aerostar SA, regardless of the date of appointment or termination.



D. REMUNERATION OF THE BOARD OF DIRECTORS AND OF EXECUTIVE DIRECTORS

Fixed remuneration of directors

For the activity carried out within the Board, each Director is entitled to a fixed monthly remuneration whose net amount is approved by the OGMS upon appointment and subsequently, annually, as part of the annual budget income and expenditure budget.

The net fixed monthly allowance approved by the OGMS for 2022 was RON 4,750 for each member of the Board of Directors. The remuneration of the members of the board of directors does not contain a variable component.

Fixed indemnity of directors

For the activity carried out by the Chief Executive Officer and the Chief Financial Officer, the General Meeting of Shareholders sets the maximum ceiling of the net monthly fixed indemnity.

The effective net monthly fixed allowance granted to each of the Chief Executive Officer and the Chief Financial Officer will be established by the Board of Directors in compliance with the maximum ceiling approved by the General Meeting of Shareholders.

The maximum ceiling approved by the OGMS is capped at 10 times the net fixed monthly allowance of the members of the Board of Directors.

If any of the company's directors is also a member of the Board of Directors, the allowances are cumulated.

In 2022, the maximum ceiling approved by the OGMS regarding the indemnity of the executive members was not exceeded, being between 6,5 to 8,2 times the fixed monthly net indemnity of the members of the Board of Directors.

Pension plans

Aerostar SA makes payments on behalf of the administrators to the public pension system of the Romanian state, in accordance with the relevant legal provisions.

Except for the participation in the public pension system, the Board of Director members do not benefit from contributions to the optional pension systems.

The company has no other additional obligations related to pensions. The company is not engaged in any other post-retirement benefit system.

Professional liability insurance

Aerostar has contracted on behalf of the Board of Directors and Executive Directors a professional civil insurance policy in the amount of EUR 300,000 (maximum amount of compensation).



The mandate contracts of the Board of Directors and of the Executive Directors

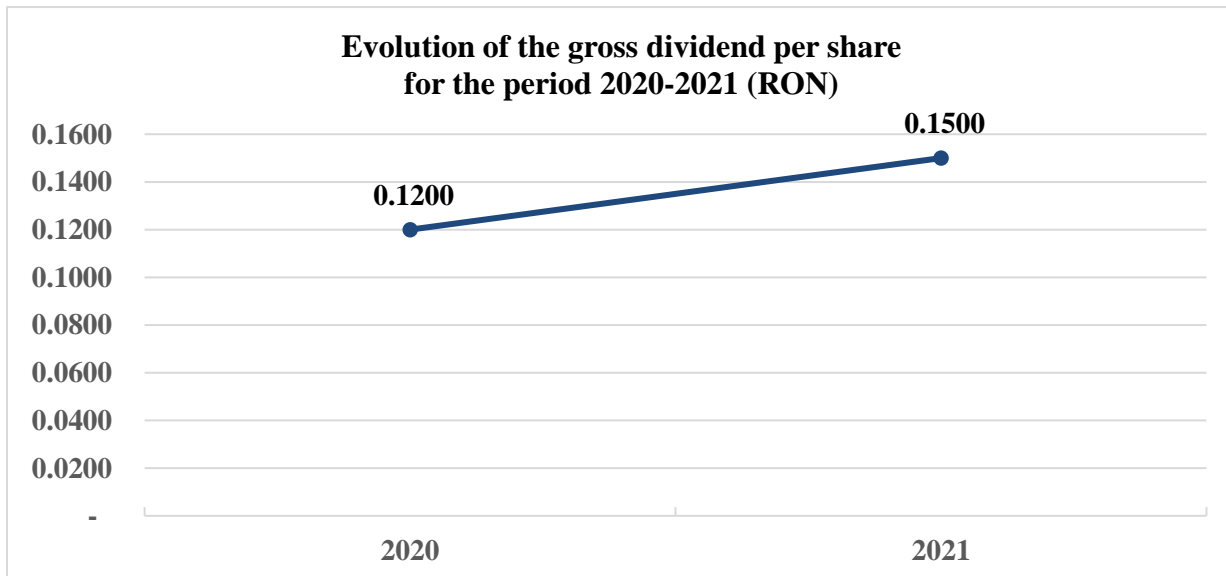
As per their membership contracts, the Board of Directors and Executive Directors of the company benefit in the execution of their duties, as the case may be, to access to all the spaces where the company operates, and unlimited information regarding the production and financial use of the company's assets, the use of a fully furnished office equipped with computer, telephone, fax, any other office items, supplies, mobile phone, car with or without driver with proper settlement of related costs, insurance company support for professional liability and life insurance for delegations made abroad, settlement of accommodation, subsistence, transport and other expenses incurred with supporting documents for travel in the interest of service in the country and abroad, settlement of protocol expenses.

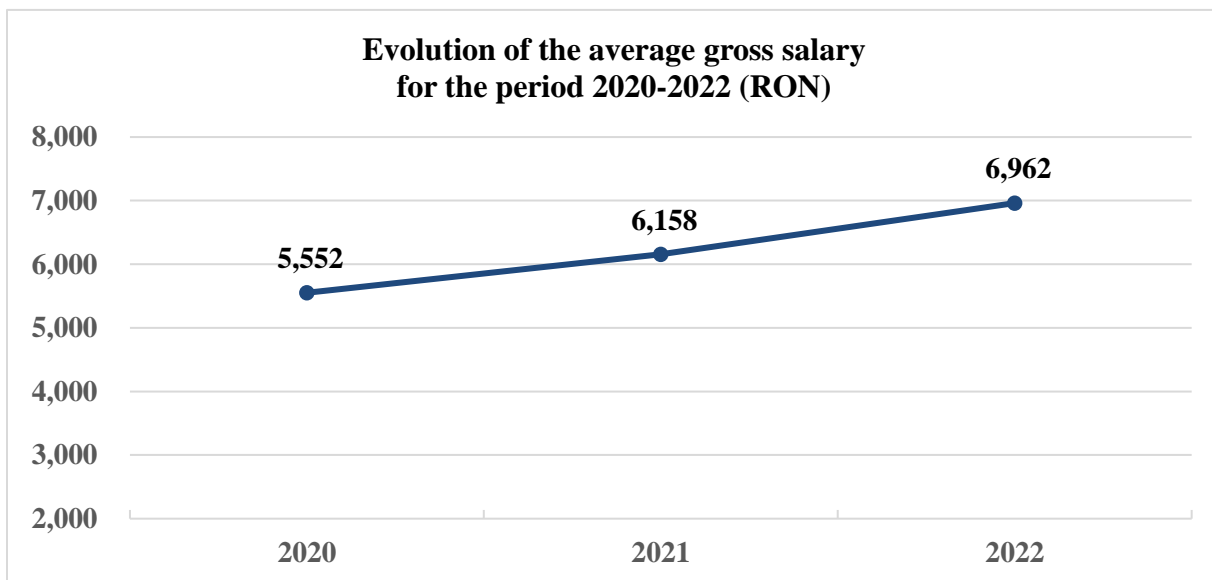
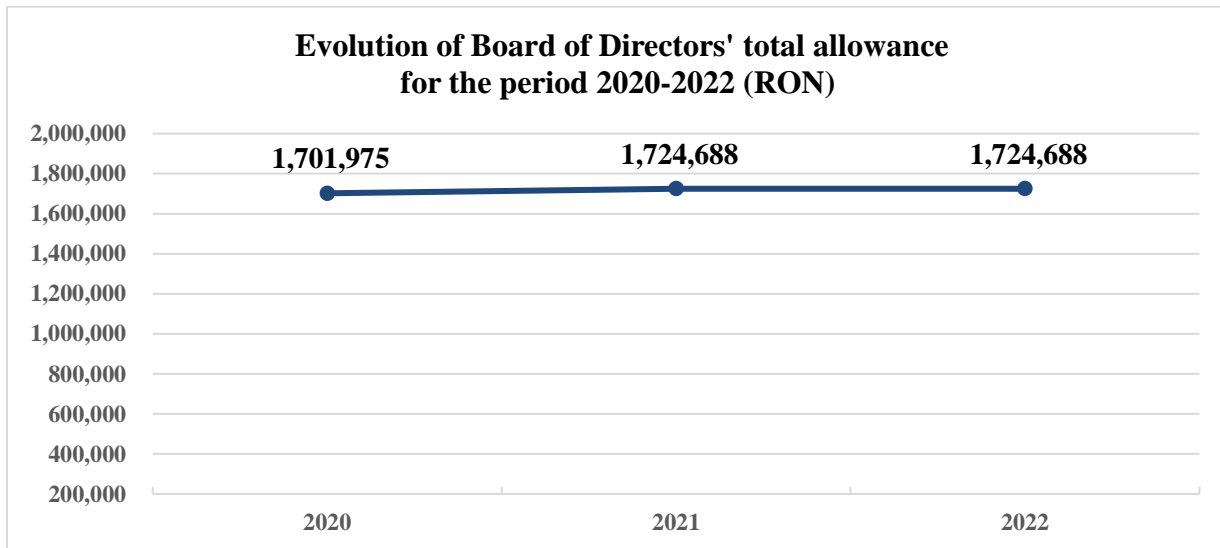
None of the members of the board of directors receives any type of remuneration from the group entities. No shares or share options have been granted or offered to any member of the Board of Directors.

E. COMPANY PERFORMANCE

Evolution of turnover and net profit in the period 2020 – 2022

Indicator:	2020	2021	2022
Turnover	294,839	376,434	466.991
Net profit	38,443	59,940	90.273





F. CLOSING

This remuneration report will be subject to vote at the Ordinary General Meeting of shareholders dated April 20, 2023. The shareholders' opinion on the remuneration report will be of an advisory nature. Aerostar will explain in the next report how the vote of the General Assembly was taken into account.

Vice-Chairman of the Board of Directors

Ec. DAMASCHIN Doru