

**Current Report**  
**according to ASF Regulation no. 5/2018**  
**Date of the report: 27.11.2024**

Name of issuer: **AEROSTAR S.A.**  
Registered headquarters: **BACAU, No. 9 Condorilor Street**  
Telephone: **+40 234.575.070**; Fax: **+40 234.572.023/572.259**  
Sole Registration No: **950531**  
Trade Register Number: **J04/1137/1991**  
LEI : **315700G9KRN3B7XDBB73**  
Web/e-mail: [www.aerostar.ro](http://www.aerostar.ro), [aerostar@aerostar.ro](mailto:aerostar@aerostar.ro)  
Share capital, subscribed and paid: **48.728.784 LEI**  
Regular market on which the issued shares are traded: **Bucharest Stock Exchange (symbol "ARS")**

Important corporate event to report:

- **Completing of the Convening of the Extraordinary General Meeting of the Shareholders of AEROSTAR S.A. for the date of 12<sup>th</sup>/13<sup>th</sup> of December, 2024, at 13:00 hours (01:00 PM) (Romanian time)\*;**
- **Completing of the Convening of the Ordinary General Meeting of the Shareholders of AEROSTAR S.A. for the 12<sup>th</sup>/13<sup>th</sup> of December, 2024, at 14:00 hours (02:00 PM) (Romanian time)\*;**  
**\*at the Company's headquarters in Bacau, 9<sup>th</sup> Condorilor street, Bacau County.**

In accordance with Law no. 31/1990 regarding the companies, Law no. 24/2017 regarding the issuers of financial instruments and market operations and Regulation no. 5/2018 of the Financial Supervisory Authority (ASF), the President of the Board of Directors of AEROSTAR S.A., at the request of the significant shareholder, EVERGENT INVESTMENTS S.A., holding 15.1487% of the share capital, completes the AGENDA of the Extraordinary General Meeting of the Shareholders of AEROSTAR S.A. for the date of 12<sup>th</sup>/13<sup>th</sup> of December, 2024, at 13:00 hours (01:00 PM) and the AGENDA of the Ordinary General Meeting of the Shareholders of AEROSTAR S.A., for the date of 12<sup>th</sup>/13<sup>th</sup> of December, 2024, at 14:00 hours (02:00 PM), with the points highlighted in the attached Completion of the Convening of the GMS.

The Convening of the General Meeting was approved in the Board of Directors' meeting held on November 7<sup>th</sup>, 2024, and has been published in the Official Monitor of Romania, Part IV, no. 4704/08.11.2024, as well as at the Bucharest Stock Exchange, ASF, Central Depository, Financial Intelligence newspaper and the company's website: [www.aerostar.ro](http://www.aerostar.ro), at the same date, 08.11.2024.

**Attached:**

The Completing of the Convening notice of the EGMS and the OGMS for December 12<sup>th</sup>/13<sup>th</sup>, 2024.

**General Director,**  
**Alexandru FILIP**

**COMPLETING THE CONVENING NOTICE OF THE  
Extraordinary General Meeting of the Shareholders of AEROSTAR S.A. (EGMS)  
and the Ordinary General Meeting of the Shareholders of AEROSTAR S.A. (OGMS)  
convened for the 12<sup>th</sup>/13<sup>th</sup> December, 2024, at 1:00PM and 2:00PM, respectively**

(at the request of Evergent Investments S.A., as a shareholder holding more than 5% of the share capital)

**The President of the Board of Directors of AEROSTAR S.A.**, with head office in Bacau, 9<sup>th</sup> Condorilor street, Bacau county, registered in the National Trade Register of Romania with number J04/1137/1991, tax registration code: RO950531, in compliance with the Companies Act no 31/1990, with the Law no 24/2017 regarding the issuers of financial instruments and market operations, with the Financial Supervisory Authority (A.S.F.) Regulation no. 5/2018 regarding the issuers of financial instruments and market operations and the Procedure for organizing and conduct of the General Meetings of the Shareholders of AEROSTAR S.A.,

**Taking into consideration:**

- a) The convening of the Extraordinary General Meeting of the Shareholders and the Ordinary General Meeting of the Shareholders for 12<sup>th</sup>/13<sup>th</sup> December, 2024, at 01:00PM and 02:00PM respectively (local time), to be held at the head office of AEROSTAR S.A., in Bacau, 9<sup>th</sup> Condorilor street, Bacau County, published in the Official Monitor of Romania, Part IV, no. 4704/08.11.2024;
- b) The request sent by the significant shareholder, Evergent Investments S.A. (having a participation share of 15.1487% of the share capital), through Addresses no. 5262/25.11.2024 and 5263/25.11.2024, registered at AEROSTAR with no. 9.794/25.11.2024 and no. 9.793/25.11.2024, respectively, under article 117<sup>1</sup> of the Companies Act no 31/1990, in conjunction with article 105 para (3) of Law no 24/2017 regarding the issuers of financial instruments and market operations and art. 189 and art. 199 of ASF Regulation no. 5/2018

**Completes the Agenda for the Extraordinary General Meeting of the Shareholders and the Ordinary General Meeting of the Shareholders, respectively, convened for the 12<sup>th</sup>/13<sup>th</sup> December, 2024, at 01:00PM and 02:00PM, respectively, with the following points:**

**I. For the Extraordinary General Meeting of the Shareholders:**

- 1. *Approval to transfer AEROSTAR S.A. shares to the Premium Category of the Bucharest Stock Exchange, in accordance with Title 2, art. 45 of the Bucharest Stock Exchange Code.*
- 2. *Approval of a stock development and corporate governance Strategy, as well as for improving the VEKTOR indicator, which should include, amongst others:*
  - *Clear and transparent communication of the information that is destined towards the investors, regarding the company's management and good corporate governance*

*policies (e.g. Dividend distribution policy; Company interested party communication policy etc.).*

- *Provision of the financial results in digitally accessible format.*
- *The creation of a dedicated section, on the company's website, containing adequate and periodically updated information for the investors.*
- *Creating a KPI for the management related to the liquidity of the shares on the stock exchange market and attracting new investors.*

## **II. For the Ordinary General Meeting of the Shareholders:**

1. *Approval to present, discuss and approve a 5 year Development Strategy, which will include:*
  - *Strategic objectives of the company*
  - *Estimated evolution of the main business lines*
  - *Essential information regarding the projects and the contribution of each project in the Company's Strategy, cost/benefit analysis, respectively: IRR indicators, NPV, physical program, allocated budget staggered by years and deadlines*
  - *A plan regarding the increase of the company's profitability*
  - *Identifying new geographic markets*
  - *Expansion into high-margin segments such as the production of advanced components for the military and civil aviation*
  - *Creating partnerships with strategic OEM (original equipment manufacturer) suppliers and clients for long-term contracting.*
2. *Approval to present, discuss and approve the Strategy regarding the improvement of Aerostar's share capital, which will include:*
  - *The evolution of the medium-term project financing structure of the company*
  - *Detailing monetary investments:*
    - *Maturity, balances and interest rates on monetary investments*
    - *List of banks where deposits are being held*
    - *Exposure to currencies and the way to perform currency fading*
  - *Destination for the reserves and highlighting how they will be used for:*
    - *Financing growth through strategic acquisitions or extension projects*
    - *Return of capital to the shareholders (e.g. special dividends etc.)*

Therefore, for the Extraordinary General Meeting of the Shareholders and the Ordinary Meeting of the Shareholders of AEROSTAR S.A. convened for 12<sup>th</sup>/13<sup>th</sup> December, 2024, at 01:00PM and 02:00PM, respectively, and which will be held at the company's headquarters in Bacau, 9<sup>th</sup> Condorilor street, Bacau County, and where the shareholders that are entitled to attend and vote are all the shareholders recorded in the Shareholders Registry at December 2<sup>nd</sup>, 2024, the Agenda shall be as follows:

## **THE EXTRAORDINARY GENERAL MEETING OF THE SHAREHOLDERS AGENDA:**

1. Election of the secretariate of the General Meeting in accordance with art.129, para. (2) and para. (5) of the Law no. 31/1990 on companies.
2. The approval to modify the Company's main field of activity, starting January 1<sup>st</sup>, 2025, to NACE code 3031 – Manufacture of Civil Aircrafts and Spacecrafts, following the entry into force of the modifications brought to NACE coding through the INS Order no. 377/2024 on the update of National Economic Activities Classification, published in Romanian Official Monitor no. 385 dated April 25<sup>th</sup>, 2024.
3. Approval to transfer AEROSTAR S.A. shares to the Premium Category of the Bucharest Stock Exchange, in accordance with Title 2, art. 45 of the Bucharest Stock Exchange Code.
4. Approval of a stock development and corporate governance Strategy, as well as for improving the VEKTOR indicator, which should include, amongst others:
  - o Clear and transparent communication of the information that is destined towards the investors, regarding the company's management and good corporate governance policies (e.g. Dividend distribution policy; Company interested party communication policy etc.).
  - o Provision of the financial results in digitally accessible format.
  - o The creation of a dedicated section, on the company's website, containing adequate and periodically updated information for the investors.
  - o Creating a KPI for the management related to the liquidity of the shares on the stock exchange market and attracting new investors.
5. Empower the General Director of the Company, Mr. Alexandru 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 any and all such documents prepared in the purpose of or to execute the GMS 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, including modifying the Company's Constitutive Deed in accordance with the decisions, if applicable.

## **THE ORDINARY GENERAL MEETING OF THE SHAREHOLDERS AGENDA:**

1. Election of the secretariate of the General Meeting in accordance with art.129, para. (2) and para. (5) of the Law no. 31/1990 on companies.
2. Approval of the Income and Expenses Budget for the year 2025.
3. Establishing the remuneration for the members of the Board for the financial year 2025 and empowering a person, as a GMS representative, to prepare and sign with each of the Board members, the contract amendment to the specific agreement, as applicable to each.

4. Approval to register to “other income”, in accordance with legal provisions, the dividends for the year 2020, not collected and prescribed, in total amount of 683.497,58 lei.
5. Approval to present, discuss and approve a 5 year Development Strategy, which will include:
  - Strategic objectives of the company
  - Estimated evolution of the main business lines
  - Essential information regarding the projects and the contribution of each project in the Company’s Strategy, cost/benefit analysis, respectively: IRR indicators, NPV, physical program, allocated budget staggered by years and deadlines
  - A plan regarding the increase of the company’s profitability
  - Identifying new geographic markets
  - Expansion into high-margin segments such as the production of advanced components for the military and civil aviation
  - Creating partnerships with strategic OEM (original equipment manufacturer) suppliers and clients for long-term contracting.
6. Approval to present, discuss and approve the Strategy regarding the improvement of Aerostar’s share capital, which will include:
  - The evolution of the medium-term project financing structure of the company
  - Detailing monetary investments:
    - Maturity, balances and interest rates on monetary investments
    - List of banks where deposits are being held
    - Exposure to currencies and the way to perform currency fading
  - Destination for the reserves and highlighting how they will be used for:
    - Financing growth through strategic acquisitions or extension projects
    - Return of capital to the shareholders (e.g. special dividends etc.)
7. Approval of the date of **January 8<sup>th</sup>, 2025**, as **Record Date**, in accordance with art. 87 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>, 2025**.
8. Empower the General Director of the Company, Mr. Alexandru 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 any and all such documents prepared in the purpose of or to execute the GMS 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, including modifying the Company’s Constitutive Deed in accordance with the decisions, if applicable.

All forms, modified draft resolutions and other documentation requested for the General Meeting of the Shareholders, updated in accordance with the completing of the convening of the shareholders, will be available at the company’s headquarters in Bacau, 9<sup>th</sup> Condorilor street, Bacau County and on the

company's website: [www.aerostar.ro](http://www.aerostar.ro), Investors Relations > General Meetings, in both the Romanian and English languages, starting November 28<sup>th</sup>, 2024.

We would like to remind you important dates as they have been established in the Convening:

- I. The shareholders that have the right to participate and vote in the General Meetings are the shareholders that are registered in the Shareholder Registry on December 2<sup>nd</sup>, 2024.
- II. The date to which questions regarding the Agenda can be addressed is set for December 5<sup>th</sup>, 2024; Answers to the questions shall be available starting December 9<sup>th</sup>, 2024, at 16:00PM.
- III. General proxies, special proxies and ballots by mail for the General Meetings shall be sent so they are registered at the Company no later than December 10<sup>th</sup>, 2024, at 13:00PM for the Extraordinary General Meeting, and at 14:00PM for the Ordinary General Meeting, respectively.

For more information on the matter, please check the initial convening of the General Meetings, published in the Official Monitor of Romania, Part IV, no. 4704/08.11.2024, in Financial Intelligence newspaper, at the Bucharest Stock Exchange, at the ASF and the Central Depository, on November 8<sup>th</sup>, 2024, as well as on our website: [www.aerostar.ro](http://www.aerostar.ro).

**President of the Board of Directors**  
**Grigore FILIP**