

**SPECIAL PROXY**  
**For the Ordinary General Meeting of the Shareholders of**  
**AEROSTAR S.A. held on December 12<sup>th</sup>/13<sup>th</sup>, 2024**

**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 **General Meeting of Shareholders**, which will take place in Bacau, 9<sup>th</sup> Condorilor St., Bacau county, on the date of **December 12<sup>th</sup>, 2024, starting with 14:00 hrs.**, as well as on the date when the second meeting is held on the date of **December 13<sup>th</sup>, 2024, starting with 14:00 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 2<sup>nd</sup>, 2024**, 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 – Text of the Draft Resolution no. 27:**

Sole article. Approves, in accordance with the provisions of art. 129, paragraph (2) and paragraph (5) of the Law no. 31/1990 on companies, the election of the GMS secretariate, composed from:

- 1.Mr./Mrs. \_\_\_\_\_ – Secretary designated from among the company's shareholders
- 2.Mr. Razvan-Alexandru BEJENARU – Technical secretary.

1	FOR	AGAINST	ABSTAIN

**Number 2 on the agenda – Text of the Draft Resolution no. 28:**

Sole Article. Approves the Income and Expenses Budget for the year 2025, as follows:

A. The Budget of the General Activity for the year 2025 (Annex 1) with the following main elements:

- a) sales revenue: 615.000 thousand lei;
- b) total revenue: 662.000 thousand lei;
- c) total expenses: 590.204 thousand lei;
- d) gross result: 71.796 thousand lei;
- e) net result: 60.309 thousand lei.

B. The Budget of the Treasury Activity for the year 2025 (Annex 2);

C. The main Economical-Financial Indicators for the year 2025 (Annex 3).

2	FOR	AGAINST	ABSTAIN

**Number 3 on the agenda – Text of the Draft Resolution no. 29:**

Art. 1. Approves to establish the compensation of the members of the Board of Directors (administrators), for the financial year 2025, to a monthly fixed net sum of 5.000 lei.

Art. 2. Approves to empower and give the mandate to Mr./Mrs. \_\_\_\_\_ to edit and sign, with each of the members of the Board of Directors, the additional agreement to the specific contract, as applicable to each.

3	FOR	AGAINST	ABSTAIN

**Number 4 on the agenda – Text of the Draft Resolution no. 30:**

Sole Article. Approves to register the dividends for the year 2020, not collected and prescribed, in amount of 683.497,58 lei, as “other revenues”, in accordance with the legal provisions.

4	FOR	AGAINST	ABSTAIN

**Number 5 on the agenda – Text of the Draft Resolution no. 31** (proposed by Evergent Investments SA as a company shareholder):

Sole Article. 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.

5	FOR	AGAINST	ABSTAIN

**Number 6 on the agenda – Text of the Draft Resolution no. 32**(proposed by Evergent Investments SA as a company shareholder):

Sole Article. 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.)

6	FOR	AGAINST	ABSTAIN

**Number 7 on the agenda – Text of the Draft Resolution no. 33:**

Sole Article. Approves [by a majority/with unanimity of the votes cast], the date of January 8th, 2025 as Record Date (ex-date January 3rd, 2025) in accordance with article 87 paragraph 1 of Law no. 24/2017 regarding the issuers of financial instruments and market operations.

7	FOR	AGAINST	ABSTAIN

**Number 8 on the agenda – Text of the Draft Resolution no. 34:**

Sole Article. Approves to 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.

8	FOR	AGAINST	ABSTAIN

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 10<sup>th</sup>, 2024, 14:00 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)*