

## 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 Extraordinary 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 **Extraordinary General Meeting of Shareholders**, which will take place in Bacău, 9<sup>th</sup> Condorilor St., Bacău county, on the date of **February 22<sup>nd</sup>, 2024, starting with 13:00 hrs.**, as well as on the date when the second meeting is held on the date of **February 23<sup>rd</sup>, 2024, 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 (**January 25<sup>th</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:** The election of the GMS 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./Mrs. .... – Technical Secretary.

|          |            |                |                   |
|----------|------------|----------------|-------------------|
| <b>1</b> | <b>FOR</b> | <b>AGAINST</b> | <b>ABSTENTION</b> |
|          |            |                |                   |

**Number 2 on the Agenda:** Validation of the Board of Directors' Decision no. 5, dated December 14<sup>th</sup>, 2023, through which the Board takes note of the retirement, from the position of General Director, by Mr. Grigore FILIP – President of the Board of Directors, starting March 1<sup>st</sup>, 2024.

|          |            |                |                   |
|----------|------------|----------------|-------------------|
| <b>2</b> | <b>FOR</b> | <b>AGAINST</b> | <b>ABSTENTION</b> |
|          |            |                |                   |

**Number 3 on the Agenda:** Empower and give the mandate to *Mr./Mrs. ....* to edit and sign the contract amendment for the mandate contract of Mr. Grigore FILIP – President of the Board of Directors, as a consequence of the retirement from the position of General Director.

|          |            |                |                   |
|----------|------------|----------------|-------------------|
| <b>3</b> | <b>FOR</b> | <b>AGAINST</b> | <b>ABSTENTION</b> |
|          |            |                |                   |

**Number 4 on the Agenda:** Validation of the Board of Directors' Decision no. 6, dated December 14<sup>th</sup>, 2023, through which the Board appointed Mr. Alexandru FILIP for the position of General Director of AEROSTAR S.A., starting March 1<sup>st</sup>, 2024, and until July 10<sup>th</sup>, 2024, and consequently, approval of the modification of the Constitutive Act of AEROSTAR S.A., as follows:

- a) Article 43 of the Constitutive Act is to be modified and shall have the following content:  
**“Art. 43.**

*The Board of Directors consists of 5 (five) natural persons, having the capacity of administrators, whose mandate is available until July 10<sup>th</sup>, 2024, as follows:*

1. *Grigore FILIP, in his capacity as President of the Board of Directors;*
2. *Doru DAMASCHIN, in his capacity as Vice-president of the Board of Directors;*
3. *Mihail-Nicolae TONCEA, in his capacity as a Member of the Board of Directors;*
4. *Liviu-Claudiu DOROȘ, in his capacity as a Member of the Board of Directors;*
5. *Daniel VÎRNĂ, in his capacity as a Member of the Board of Directors.*

*The identification information of the administrators is provided in the Appendix to the current Constitutive Act.”*

b) Article 53 of the Constitutive Act is to be modified and shall have the following content:

**“Art. 53.**

*The executive management of AEROSTAR S.A. is ensured by 2 (two) natural persons, in their capacity as General Director and Financial Director, respectively, appointed and revoked by the Board of Directors, in accordance with the duties of the Board, and whose mandate is available until July 10th, 2024, as follows:*

1. *Alexandru FILIP – General Director;*
2. *Doru DAMASCHIN – Financial Director.*

| 4 | FOR | AGAINST | ABSTENTION |
|---|-----|---------|------------|
|   |     |         |            |

**Number 5 on the Agenda:** Approval for the updating of Article 60 of the Constitutive Act of AEROSTAR S.A., following the Resolution of the General Meeting of the Shareholders of AEROSTAR S.A. no. 10 dated June 16th, 2022, through which AUDITEVAL CONSULTING S.R.L. was appointed as a financial auditor for the company, which shall have the following content:

**“Art. 60.**

*For the purpose of auditing AEROSTAR S.A.’s financial statements, the following company has been appointed as a financial auditor, for the activities and during the time mentioned in the specific contract:*

- *AUDITEVAL CONSULTING S.R.L., with its main headquarters in Bacau, Vadul Bistriței street no. 29, building C, apartment 4, having its unique Registration Code 24600940, and the Romanian Trade Registry Number J04/1836/2008.”.*

| 5 | FOR | AGAINST | ABSTENTION |
|---|-----|---------|------------|
|   |     |         |            |

**Number 6 on the Agenda:** Empower the General Director of the Company, 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 documents prepared in the purpose 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 adopted decisions.

| 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 Extraordinary 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 **February 20<sup>th</sup>, 2024, 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)*