

SPECIAL PROXY
(open voting)

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, 9th Condorilor St., Bacau county, on the date of **July 4th, 2024, starting with 13:00 hrs.**, as well as on the date when the second meeting is held on the date of **July 5th, 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 **June 5th, 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 General Meeting 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	ABSTAIN

Number 2 on the agenda: a) The formation of a Board of Directors Comprised of seven (7) members – natural persons – for the mandate beginning July 11th, 2024.

2 a)	FOR	AGAINST	ABSTAIN

**Number 2 b) on the agenda is regarding the election of the members of the Board of Directors, out of the proposed candidates. This point on the agenda shall be voted using the secret voting procedure, utilizing a different form.*

Number 2 on the agenda: c) Consultative voting for the recognition of the cessation by law of the Board of Directors mandates for Mr. Mihail-Nicolae TONCEA and Mr. Daniel VÎRNĂ, following the fact that they have not been reelected as members of the Board.

2 c)	FOR	AGAINST	ABSTAIN

Number 2 on the agenda: d) Consultative voting for recognizing the resolutions adopted by the Board of Directors, on their first held meeting, in accordance with their duties assigned by the Constitutive Act of Aerostar S.A. regarding the election of the President and Vice-president of the Board, and the General Director and Financial Director of the company, respectively, for the mandate beginning July 11th, 2024.

2 d)	FOR	AGAINST	ABSTAIN

Number 3 on the agenda: a) Approval for the establishment, for each of the members of the Board of Directors, for the financial year 2024 (July 11th, 2024 to December 31st,2024) of a monthly, net, fixed remuneration of the equivalent in LEI of 1.000 EURO.

3	FOR	AGAINST	ABSTAIN
a)			

Number 3 on the agenda: b) Approval for the establishment of the maximum level of the supplemental remunerations for the members of the Board of Directors that also have executive duties, to a monthly, net, fixed value of maximum ten (10) times (inclusively) the remuneration established for a member of the Board of Directors.

3	FOR	AGAINST	ABSTAIN
b)			

Number 4 on the agenda: a) Approval for the establishment of the general conditions of the mandate contracts that will be signed with the members of the Board of Directors, for the mandate beginning July 11th, 2024, in accordance with the model attached to draft resolution 18, as proposed by the Board of Directors.

4	FOR	AGAINST	ABSTAIN
a)			

Number 4 on the agenda: b) Approval for the empowering of *mr./mrs.* as a representative of the General Meeting of the Shareholders, to edit and sign, with every member of the Board of Directors, the mandate contract respective to them.

4	FOR	AGAINST	ABSTAIN
b)			

**Number 5 a) on the agenda is referring to the election of the members for the Audit Committee. This point on the agenda shall be voted using the secret voting procedure, utilizing a different form.*

Number 5 on the agenda: b) Approval for the establishment of the remuneration for members of the Audit Committee, for the activity performed starting July 11th, 2024, to a monthly fixed value of half (50%) of the value of the fixed remuneration established for the members of the Board of Directors for their mandate beginning July 11th, 2024.

5 b)	FOR	AGAINST	ABSTAIN

Number 5 on the agenda: c) Approval for the establishment of the general conditions of the contracts that will be signed with the members of the Audit Committee, for the activity performed beginning July 11th, 2024, in accordance with the model attached to draft resolution 19, as proposed by the Board of Directors.

5 c)	FOR	AGAINST	ABSTAIN

Number 6 on the agenda: Approval of the date of **July 23rd, 2024**, 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 **July 22nd, 2024**.

6	FOR	AGAINST	ABSTENTION

Number 7 on the agenda: 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: 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.

7	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 **July 2nd, 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)