

SPECIAL PROXY
For the Ordinary General Meeting of the Shareholders of
AEROSTAR S.A. held on April 24th/25th, 2025

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, No. 9, Condorilor St., Bacau county, on the date of **April 24th, 2025, starting with 13:00 hrs.**, as well as on the date when the second meeting is held on the date of **April 25th, 2025, 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 April 10th, 2025**, 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: Election of the secretariat of the General Assembly meeting, in accordance with Art. 129, para. (2) and para. (5) of Law no. 31/1990 on the Companies., composed from:

- 1.Mr./Mrs. _____ – Secretary designated from among the company's shareholders
- 2.Mrs. Elena RUSU – Technical secretary.

1	FOR	AGAINST	ABSTAIN

Number 2 on the agenda: The approval of the Financial Statements for the year 2024 accompanied by the Annual Report of the Board of Directors for the year 2024, the Independent Auditor's Report and the Remuneration Report for the Directors (Executive and Non-Executive) for the year 2024.

2	FOR	AGAINST	ABSTAIN

Number 3 on the agenda: The approval of the (Executive and Non-Executive) Directors' report for the activity carried out in 2024.

3	FOR	AGAINST	ABSTAIN

Number 4 on the agenda: Approval of the allocation of the net profit and the setting of the gross dividend per share at **0,24 lei**. The costs related to the payments shall be borne from the net dividend amount. Dividend payments shall be made through the Central Depository (Depozitarul Central S.A.), and the paying agent, CEC Bank. Approval of **June 5th, 2025**, as the **Dividend Payment Date** for the financial year 2024.

4	FOR	AGAINST	ABSTAIN

Number 5 on the agenda: Approval of the Remuneration Policy for the Company's management structure, prepared in accordance with the provisions of Article 106 of Law no. 24/2017 on issuers of financial instruments and market operations, as republished.

5	FOR	AGAINST	ABSTAIN

Number 6 on the agenda: Approval of **May 15th, 2025**, as the **Record Date**. In connection with the proposed Record Date, the *ex-date* will be **May 14th, 2025**.

6	FOR	AGAINST	ABSTAIN

Number 7 on the agenda: Mandating the Chief Executive Officer of the Company, Mr. Eng. Alexandru Filip, with the right of substitution, to:
conclude and/or sign on behalf of the Company and/or on behalf of the shareholders of the Company: the resolutions of the General Meeting of Shareholders, any and all resolutions, documents, applications, forms and requests adopted/issued for the purpose of or for the execution of the resolutions of the General Meeting of Shareholders, in relation to any natural or legal person, whether private or public; and perform all the legal formalities for the registration, enforceability, execution and publication of the adopted resolutions.

7	FOR	AGAINST	ABSTAIN

Number 8 on the agenda: (proposed by Evergent Investments SA as a company shareholder)
Presentation of the Activity Program for the year 2025 in accordance with the provisions of the Constitutive Deed and Law no. 31/1990 on Companies, correlated with the Revenue and Expenditure Budget, and including at least the following elements:

- *Specific, measurable, achievable, relevant, and time-bound (SMART) objectives for each line of activity;*
- *Allocated budgets and clear deadlines for each major project;*

➤ *Clearly defined responsibilities for each line of activity.*

8	FOR	AGAINST	ABSTAIN

Number 9 on the agenda: (proposed by Evergent Investments SA as a company shareholder)

Presentation, discussion, and approval of a medium- and long-term Business and Development Strategy for Aerostar S.A., which shall include and detail at least the following:

- *Concrete development objectives for each line of the Company's business: Manufacturing of civil aeronautical products, Maintenance of commercial aircraft, Defence systems, Manufacturing of military aeronautical products, Maintenance of military equipment, and other products and services;*
- *Detailed contribution of each line of activity, in both the civil and military segments, to the turnover;*
- *Financial projections based on cost-benefit analyses for major projects in each of the aforementioned lines of activity (IRR, NPV, allocated budget, physical schedule), in order to ensure investment prioritization based on profitability (high margin) and strategic impact in growing those lines of activity.*

9	FOR	AGAINST	ABSTAIN

Number 10 on the agenda: (proposed by Evergent Investments SA as a company shareholder)

Approval of the transfer of Aerostar S.A. to the Premium Category of the Bucharest Stock Exchange (BVB).

10	FOR	AGAINST	ABSTAIN

Number 11 on the agenda: (proposed by Evergent Investments SA as a company shareholder)

Approval of a strategy for Capital Market Development and Corporate Governance Consolidation, through the implementation of measures aimed at enhancing transparency, accessibility, and investor appeal, which shall include at least the following:

- *Establishing a clear communication and reporting framework to provide investors with complete and coherent information regarding the management structure, development strategies, and corporate governance policies. Examples of documents to be included: Dividend Distribution Policy, Communication Strategies with all company stakeholders.*
- *Publishing the financial results in a modern, digitized, and user-friendly format to ensure efficient and timely investor information;*

- *Implementing a dedicated section on the company's website exclusively for investor communication, containing structured, relevant, and regularly updated information;*
- *Introducing a specific Key Performance Indicator (KPI) for management to assess progress in improving share liquidity and attracting new investors.*

11	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 **April 22nd, 2025, 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)