



AEROSTAR S.A.

Str. Condorilor, nr.9, Bacău 600302; Cod EUID: ROONRC.J1991001137040 -R.C.Bacău;
Cod Unic de Inregistrare: RO 950531; Capital social: 48.728.784 lei
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**DRAFT RESOLUTIONS OF
THE ORDINARY GENERAL MEETING OF SHAREHOLDERS OF AEROSTAR S.A.
DATED APRIL 24/25, 2025
(UPDATED)**

The Ordinary General Meeting of the Shareholders of AEROSTAR S.A. ("The Company"), with the head office in Bacău, No. 9, Condorilor Street, registered with the Trade Register Office attached to the Court of Bacău under no. J1991001137040 and having the unique registration code 950531, duly convened and legally assembled, on **April 24/25, 2025**, at which xx,xxx% of the share capital, namely xxx.xxx.xxx shares out of the total of 152.277.450 shares, was present or represented,

Pursuant to Law no. 31/1990 - on commercial companies, as republished, Law no. 24/2017 on issuers of financial instruments and market operations, A.S.F. Regulation no. 5/2018 on issuers of financial instruments and market operations and the Company's Constitutive Deed,

HEREBY DECIDES:

DRAFT RESOLUTION No. 1

Sole Article. Approves *[by a majority/unanimity of the valid votes cast]*, in accordance with the provisions of Art. 129, para. (2) and para. (5) of Law no. 31/1990 on Companies, the election of the secretariat of the General Meeting, consisting of:

1. *[Mr./Mrs. (surname, first name)]* - Secretary appointed from among the shareholders of the company and
2. Elena RUSU - Technical Secretary.

DRAFT RESOLUTION No. 2

Sole Article. Approves *[by a majority/unanimity of the valid votes cast]*, 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 Executive and Non-Executive Directors for the year 2024.

The financial statements for 2024 show the following main economic results:

- | | |
|-----------------------------|-----------------------|
| 1. turnover: | 584.004 thousand lei; |
| 2. total revenues: | 658.274 thousand lei; |
| 3. total expenses: | 553.464 thousand lei; |
| 4. net profit for the year: | 95.725 thousand lei. |

DRAFT RESOLUTION No. 3

Sole Article. Approves *[by a majority/unanimity of the valid votes cast]*, the discharge of liability of the Directors (Executive and Non-Executive) for the activity carried out in the year 2024.

DRAFT RESOLUTION No. 4

Sole Article. Approves *[by a majority/unanimity of the valid votes cast]*, the establishment of a gross dividend per share for the year 2024 of **0,24 lei** and the allocation of the net result for the financial year 2024 (profit), namely the amount of 95.724.563,92 lei, as follows:

- | | |
|---|--------------------|
| 1. Allocations to the legal reserve of reinvested profit: | 18.730.570,38 lei; |
| 2. Allocations to reserves: | 40.447.405,54 lei; |
| 3. Allocations as dividends: | 36.546.588,00 lei; |

The distribution of dividends for the year 2024 will be carried out in accordance with the applicable legal provisions. The costs related to payments will be borne from the amount of the net dividend owed to each shareholder. The payment of dividends will be made through the Depozitarul Central and the paying agent, CEC Bank.

Approves **June 5, 2025, as the Dividend Payment Date** for the financial year 2024.

DRAFT RESOLUTION No. 5

Sole Article. Approves *[by a majority/unanimity of the valid votes cast]*, the Remuneration Policy for the Company's management structure, prepared in accordance with the provisions of Article 106 of Law no. 24/2017 regarding issuers of financial instruments and market operations, as republished.

DRAFT RESOLUTION No. 6

Sole Article. Approves *[by a majority/unanimity of the valid votes cast]*, the date of **May 15, 2025**, as the **Registration Date**. In relation to the proposed Registration Date, *the ex date* will be **May 14, 2025**.

DRAFT RESOLUTION No. 7

Sole Article. Approves *[by a majority/unanimity of the valid votes cast]*, the mandating of the Chief Executive Officer of the Company, Mr. Eng. Alexandru Filip, with the possibility of substitution, to carry out the following:

- a) to conclude and/or sign on behalf of the Company and/or on behalf of the shareholders of the Company: the resolutions of this 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 this General Meeting of Shareholders, in relation to any natural or legal person, whether private or public; and
- b) to carry out all legal formalities for the registration, opposability, execution and publication of the resolutions adopted.

DRAFT RESOLUTION No. 8

Sole Article. Approves *[by a majority/unanimity of the valid votes cast]*, the Program of Activities for the year 2025, in accordance with the provisions of the Constitutive Deed and Law 31/1990 on Companies, in correlation with the Revenue and Expenditure Budget, which shall include at least the following:

- 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.

DRAFT RESOLUTION No. 9

Sole Article. Approves *[by a majority/unanimity of the valid votes cast]*, the medium- and long-term business and development strategy of Aerostar SA, including and detailing at least the following:

- Concrete development objectives for each line of activity of the company: Manufacture of civil aeronautical products, Maintenance of commercial aircraft, Defence Systems, Manufacture of military aeronautical products, Maintenance of military equipment and other products and services.
- Detailed contribution to turnover of each business line, by civil and military segments.
- Financial projections based on cost/benefit analyses for major projects for each of the aforementioned lines of activity (IRR, NPV, allocated budget, physical program), so as to ensure prioritization of investments according to profitability (high margin) and strategic impact in the growth of those lines of activity.

DRAFT RESOLUTION No. 10

Sole Article. Approves *[by a majority/unanimity of the valid votes cast]*, the transfer of Aerostar SA to the Premium Category of the Bucharest Stock Exchange (BVB).

DRAFT RESOLUTION No. 11

Sole Article. Approves *[by a majority/unanimity of the valid votes cast]*, the Strategy for stock exchange development and strengthening of corporate governance, through the implementation of measures oriented towards transparency, accessibility and increased attractiveness for investors, which will include at least the following:

- Establishing a clear framework for communication and reporting that provides investors with complete and coherent information regarding the management structure, development

strategies and corporate governance policies. Examples of documents included: Dividend Distribution Policy, Strategies for communicating with all stakeholders of the company.

- Publishing the financial results in a modern, digitized and easily accessible format to ensure efficient and timely information for investors.
- Implementing a dedicated platform on the company's website, exclusively dedicated to communicating with the investors, with structured, relevant and regularly updated information.
- Introducing a specific management KPI for the management to assess progress in improving share liquidity and attracting new investors.

**President of the Board of Directors
of AEROSTAR S.A.,
Eng. Grigore FILIP**

**TOTAL NUMBER OF SHARES AND VOTING RIGHTS
ON THE DATE OF THE ORDINARY GENERAL MEETING OF SHAREHOLDERS
DATED APRIL 24/25, 2025**

The share capital of Aerostar S.A. Bacău totalling 48.728.784 lei is divided into 152.277.450 shares with a nominal value of 0,32 lei/share.

All the shares of Aerostar S.A. Bacău are included in a single class of shares and are registered, ordinary, dematerialized, indivisible, of equal value and equal rights.

**Permanent Secretary of the
General Meeting of Shareholders,
Elena RUSU**