



1920 - 2020
A CENTURY IN
AEROSPACE &
DEFENSE

TRADE REGISTER OFFICE J40/3940/1991
FISCAL CODE RO1576401
CAPITAL STOCK 17.368.942, 50 lei
BANK BCR - Unirea Branch
IBAN RO45RNCB0082044172700001
CODE LEI 254900BVE55BYPKDDY46

ROMAERO

Translation from Romanian language

NOTICE TO ATTEND

In accordance with the provisions of Law No. 31/1990, the law of companies, republished, with subsequent amendments and additions, Law No. 24/2017 on issuers of financial instruments and market operations, of Regulation A.S.F. No. 5/2018 on issuers of financial instruments and market operations and of the Articles of Association of ROMAERO S.A., the Board of Directors of ROMAERO S.A. - unique registration code RO 1576401, serial number in the Trade Register J40/3940/1991 - summons:

The Extraordinary General Meeting of Shareholders (A.G.E.A.) on 30.10.2020 at 14.00 at the company's headquarters in Bucharest, Boulevard no. 44 Ficusului Boulevard, Sector 1, for all shareholders registered in the Register of Shareholders on the reference date of 21.10.2020, with the following agenda:

1. Approval of the increase of the share capital of ROMAERO S.A., with the amount of the investment financed in 2019 from the state budget, through the budget of the Ministry of Economy, Energy and Business Environment, in a single stage, without the issue premium, by subscribing in a public offer with the grant of the right of preference for shareholders registered with the Central Depository S.A. on the date of registration, with an amount of up to 7,651,137.50 lei, from the current level of the share capital of 17,368,942.50 lei to the maximum level of 25,020,080 lei, being justified by the obligation of ROMAERO S.A. to comply with the provisions of Article 13 of Law No. 232/2016, under the following conditions:
 - 1.1. The increase in the share capital is achieved by issuing a number of 3,060,455 new, nominal, ordinary, dematerialised shares, each having a nominal value of 2,50 lei/share, with the granting of the right of preference to the shareholders registered with the Central Depository S.A., in proportion to the shareholdings held by them at the date of registration;
 - 1.2. Subscription may be made by the shareholders, both in cash and by converting into shares any certain, liquid and payable claim held against ROMAERO S.A. by the existing shareholders, registered in the Register of Shareholders of the Company, held by the Central Depository S.A. Bucharest, on the date of registration, in accordance with the provisions of Articles 173 and 174 of ASF Regulation No. 5/2018 on issuers of financial instruments and market operations, a claim to be recognised by the Board of Directors of ROMAERO S.A.;
 - 1.3. The issue price for a newly issued share subscribed in the exercise of the right of preference will be 2,50 lei/share;
 - 1.4. The total number of preferred rights will be 3.060.455;
 - 1.5. The subscription ratio is 1 new share issued at 2,270112 shares held at the date of registration, by always rounding to the lower threshold; a shareholder of the company may acquire a maximum number of newly issued shares calculated by dividing the number of shares held by that shareholder at the registration date of the share capital

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[/www.romaero.com](http://www.romaero.com)**

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increase by the number of preference rights required to subscribe to a new share (2,270112) applying rounding;

- 1.6. The period during which subscriptions may be made in the exercise of the right of preference shall be one month from the date set out in the EU tender prospectus and shall begin at a date after the date of registration relating to the increase in the share capital and the date of publication of the judgment in the Official Journal of Romania;
- 1.7. The increase in the share capital shall be made within the limit of the conversion into shares of the claims and amounts actually subscribed and paid into the company's account, with new shares issued unsubscribed or those not fully paid cancelled. Payment of subscribed shares shall be made in full on the date of subscription, in accordance with the prospectus approved by ASF.
- 1.8. In accordance with the provisions of Articles 6 and 16¹ of Law No. 24/2017 on issuers of financial instruments and market operations and Article 6 of Regulation No. 5/2018 on issuers of financial instruments and market operations, the underwriting operation will be carried out on the basis of a Prospectus approved by the ASF and through an intermediary authorised by the ASF to provide financial investment services for the conduct of the public offer to increase the share capital of Romer SA in accordance with capital market regulations.
2. Approval of the list of entities holding certain, liquid and receivable claims and their value, entities that can subscribe with these claims;
3. Approval of the delegation to the Administrative Board of ROMAERO S.A. of the exercise of the task of increasing the share capital, in accordance with the provisions of Article 113(f) and Article 114(1) of Law no.31/1990, in order to ascertain the number of new shares underwritten on the expiry of the period of exercise of the right of preference in the context of the public tender, cancel the remaining unsubscribed shares, determine the amount by which the share capital is increased, amend the Company's Articles of Association in accordance with the new value of the share capital and the new structure of its shareholding, carry out the necessary formalities with the competent institutions (Trade Registry Office, Financial Supervisory Authority, Bucharest Stock Exchange, Central Depository S.A.) with a view to registering the capital increase.
4. Approval of the amendment of the provisions of Article 7 of Chapter III of the Company's Articles of Association according to the corresponding figures after the centralization by the Board of Directors of the company of the results of the subscription to the increase in the share capital. The mandating of the General Manager of Romer S.A. to sign the updated Articles of Association.
5. Approval of the extension, until 31.12.2022, of the financing period of the credit facility already committed at Banca Transilvania and the maintenance of the guarantees already established in its favour.
6. Mandate the General Manager of ROMAERO S.A., who in turn will be able to delegate other directors of the company, to sign the additional acts of the credit agreement and the guarantee agreements/additional acts to the mortgage agreements that will be concluded with Banca Transilvania with a view to extending the credit facility.
7. Approval of ex-dates of 17.11.2020, date of 18.11.2020 as registration date and payment date of 19.11.2020.
8. Approval of the authority of the general manager of the company to carry out all the necessary formalities for the registration of the decisions of the Extraordinary General

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Meeting of Shareholders before the competent authorities, including, but not limited to, the Trade Registry Office, the Financial Supervisory Authority, the Bucharest Stock Exchange, the Central Depository. The abovementioned trustee will be able to delegate the powers granted in accordance with the above to another person who is an employee of the company.

Only shareholders registered in the Company's Register of Shareholders on 21.10.2020 set as a reference date may participate and vote at the meeting.

At the time of the summons, the company's share capital is 17.368.942,50 lei, divided into 6.947.577 registered, dematerialized shares with a nominal value of 2,50 lei, each share giving the right to a vote in the Extraordinary General Meeting of the company's Shareholders.

Documents and information on the issues included on the agenda as well as the draft decision submitted for debate and approval by the A.G.E.A. are available at the headquarters of ROMAERO S.A., at the A.G.A. Secretariat, as of 29.09.2020 and on the website of ROMAERO S.A.: www.romaero.com

One or more shareholders representing, individually or jointly, at least 5 % of the share capital shall have the right: to place by 14.10.2020 items on the agenda of the extraordinary general meeting of shareholders, provided that each item is accompanied by a justification or a draft decision proposed for adoption by the extraordinary general meeting of shareholders; to submit by 14.10.2020 draft decisions for the items included or proposed to be included on the agenda of the extraordinary general meeting. Each shareholder shall have the right to ask questions on the items on the agenda of the general meeting. The company is required to answer questions put by the shareholders, subject to compliance with Article 198 of A.S.F. Regulation (EC) No. 5/2018. The rights provided for above may be exercised only in writing (transmitted by courier services or by electronic means).

Shareholders registered in the register of shareholders on the reference date may exercise the right to vote directly, by representative or by mail. The postal voting form in both Romanian and English shall be made available to shareholders at the company's premises and on the company's website www.romaero.com, as from 29.09.2020. The postal voting form, completed by the shareholder and accompanied by a copy of the identity document of the natural person shareholder, i.e. registration certificate issued by the ORC together with a copy of the document proving their status as their legal representative, in the case of legal persons, they shall be dispatched or deposited at the Company's premises at least one hour before the meeting (30.10.2020/02.11.2020 at 13.00) with the words in the envelope in clear and capital letters **"VOTE BY CORRESPONDENCE FOR THE EXTRAORDINARY GENERAL MEETING OF SHAREHOLDERS OF 30.10.2020/02.11.2020"**. Postal voting bulletins which are not received in the form and within the time limit stipulated in this convenor shall not be taken into account for the determination of the quorum of presence and vote as well as for the counting of votes in the Extraordinary General Meeting of Shareholders.

Pursuant to the legal provisions (Article 92(2) of Law no.24/2017), shareholders may be represented by other shareholders on the basis of a Special Power of Attorney, entered under private signature, made available by the Board of Directors or on the basis of a General Power of Attorney (General Procuration).

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The form of Special Empowerment (Special Procuration) in both Romanian and English shall be made available to shareholders both at the company's headquarters and on the website of www.romaero.com and may be consulted from 29.09.2020. The special power of attorney (Special Prosecutor's Office) shall be submitted or may be sent, in the original, to the company at least one hour before the meeting (30.10.2020/02.11.2020 13.00). If the Special Authorization (Special Prosecutor's Office) is sent by post, the words in clear and capital letters shall be made on the envelope "**FOR THE GENERAL EXTRAORDINARY MEETING OF SHAREHOLDERS OF 30.10.2020/02.11.2020**". Special proceedings which are not received within the time limit stipulated in this convenor shall not be accepted by the Company.

Postal voting forms or special powers may also be submitted by email with the extended electronic signature incorporated in accordance with Law No. 455/2001 regarding electronic signature no later than one hour before the meeting (30.10.2020/02.11.2020), at the address office@romaero.com, stating on the subject: "**FOR THE GENERAL EXTRAORDINARY MEETING OF SHAREHOLDERS OF 30.10.2020/02.11.2020**".

Representation of shareholders at the general meeting by persons other than shareholders may also be made on the basis of a General Power of Attorney (General Procuration) valid for a period not exceeding 3 years, allowing the designated representative to vote in all matters under discussion of the general meeting of the shareholders of the company provided that the general power of attorney is granted by the shareholder, as a client, to an Intermediary defined in accordance with Article 2 (1) point 20 of Law No. 24/2017 or a lawyer.

The general powers (General Procuration) must contain the information referred to in Article 202 of Regulation (EC) No. 5/2018 and shall be deposited/dispatched to the company at least one hour before the meeting (30.10.2020/02.11.2020, 13.00 hours), in a copy, containing the indication of conformity with the original, under the signature of the representative. Certified copies of the General Powers (General Procuration) shall be retained by the company, and shall be mentioned in the minutes of the general meeting.

Shareholders may not be represented at the general meeting of shareholders, on the basis of a General Power Of Attorney (General Procuration), by a person who is in a situation of conflict of interest in accordance with the provisions of Article 92 paragraph (15) of Law No. 24/2017, with subsequent amendments and additions.

In the event of failure to meet the quorum/validity conditions laid down in the Company's Articles of Association for the first convocation, the A.G.E.A. shall be rescheduled for **02.11.2020**, at the same place, at the same time, with the same agenda and reference date.

Additional information can be obtained by phone 021/599.41.04; fax 021/319.20.82.

President of the Board of Directors

Viorel-Dan DOBRA

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