

## **CONVENING LETTER**

*Under the Law no. 31/1990, as amended and supplemented to date, under the Law no. 297/2004 on the capital market, the CNVM Regulation no. 1/2006 on issuers and securities operations, the CNVM Regulation no. 6/2009 regarding exercise of certain rights of shareholders in the general meetings of companies and the Constitutive Act of the IAR S.A. Company, the chairman of the Board of Directors of the Company convenes the IAR SA Ordinary General Meeting of Shareholders dated **19.04.2017 at 12:00**, at the company's headquarters - No.1, Aeroportului Str., Ghimbav, Braşov, all shareholders registered in the Shareholders Register by the end of **04.04.2017**, with the following agenda:*

- 1. **Approval of the income and expenditures budget in 2017***
- 2. **Approval of the date of 10.05.2017 as registration date, i.e. identification of the shareholders to be affected by the effects of the ordinary general shareholders' meeting held on the 19/20.04.2017 and of the date of 09.05.2017 as an ex-date, in conformity with the provisions of Law No. 297/2004 regarding the capital market.***

*Completion of the agenda by shareholders and / or their presentation of decisions projects can be made no later than the end of the day 30.03.2017 and only under the conditions stipulated by the CNVM Regulation 6/2009, Article 7.*

*The materials to be examined and decision drafts of shareholders can be found starting on 19.03.2017, by accessing the site [www.iar.ro/Shareholding/Convocarile\\_Adunarii\\_Generale\\_a\\_Actionarilor\\_Societatii\\_IAR\\_SA/Documente\\_si\\_informatii\\_referitoare\\_la\\_sedintele\\_AGA](http://www.iar.ro/Shareholding/Convocarile_Adunarii_Generale_a_Actionarilor_Societatii_IAR_SA/Documente_si_informatii_referitoare_la_sedintele_AGA).*

*Shareholders have the right to address questions according to Art.13 of the CNVM Regulation no. 6/2009. The answers to the questions raised by the shareholders will be posted on the Company's website in the shortest time but not later than three (3) days of receipt of these questions.*

*At the meeting may participate and vote only individuals who act as shareholders of the IAR S.A. Company reference on 04.04.2017. Attendance and voting shall be done according to specific legislation in force and the Constitutive Act of IAR SA, through direct representation or under special/general empowerment. Voting by mail is only permitted provided that the provisions of the specific procedure posted on the website of the company, the [www.iar.ro/Shareholding/Convocarile\\_Adunarii\\_Generale\\_a\\_Actionarilor\\_Societatii\\_IAR\\_SA/Documente\\_si\\_informatii\\_referitoare\\_la\\_sedintele\\_AGA/2017/Procedura\\_GMS\\_-\\_the\\_vote\\_through\\_correspondence-registered\\_mail](http://www.iar.ro/Shareholding/Convocarile_Adunarii_Generale_a_Actionarilor_Societatii_IAR_SA/Documente_si_informatii_referitoare_la_sedintele_AGA/2017/Procedura_GMS_-_the_vote_through_correspondence-registered_mail).*

*Special powers under which shareholders may be represented in the Ordinary General Meeting of Shareholders convened on 19.04.2017 and mail the voting ballots are available to shareholders both in Romanian and in the English language and can be downloaded from on the Company's website (address mentioned above), with effect from 19.03.2017. Shareholders can complete and submit the voting ballots and special empowerments either in Romanian or in English.*

*Special empowerments representation necessary to express a vote and mail voting ballots shall be submitted in original at the Company's headquarters not later than the 17.04.2017, 12:00 term which is also valid for submission of the general powers copies at the company, including the word "according to the original".*

*Any shareholder wishing to appoint a representative by electronic means may send notification of such designation at [office@iar.ro](mailto:office@iar.ro). The notification can only be written in Romanian and/or a foreign language used in international finances.*

*If the first meeting does not meet the legal conditions of representation, a new Ordinary General Meeting of Shareholders is convened in the same place, on **20.04.2017, 12:00**.*

*Further information can be obtained on tel. 0268-475108, daily between the hours of 7:15- 3:15 p.m.*

**Ion Rareş POPESCU**

**CHAIRMAN OF THE BOARD OF DIRECTORS**