

## **SPECIAL POWER OF ATTORNEY**

The undersigned, ....., identified with ID card series..... No..... personal identification number ..... owning ..... shares issued by IAR SA, which confers me ..... votes in the General Shareholders Meeting, I hereby appoint Mr. / Ms. ...., holder of the I.C. series ..... number ....., personal identification number ....., as my representative in the IAR SA Ordinary General Meeting of Shareholders, which will take place on the 26.04.2018, time 12:00, or on the 27.04.2018 time 12:00 - date of the of the second meeting (if the first could not take place) to exercise the voting rights attached to the shares owned by me at this company for the issues included in the agenda of the meeting as follows :

**1. To approve the annual financial statements prepared for the financial year 2017, based on reports submitted by the Board of Directors of IAR S.A. and its financial auditor**

☐ **PRO**                      or                      ☐ **AGAINST**                      or                      ☐ **ABSTENTION**

**2. To approve the prescription of the unpaid dividends for the financial year 2013, which is the condition to meet the 3-year deadline from the date of chargeability of dividends to be distributed stipulated by art. 2517 of the Civil Code, and the proposal for their registration in the article "other incomes" - account 758, according to Order 2844/2016.**

The prescription date of the respective amounts will be 30.06.2018, a subsequent date to the conclusion of the dividends payment due for the period 2013-2016, and the amount to be prescribed will be that resulting from the completion report of the dividends payment action made available to the company by the Depozitarul Central SA Company.

☐ **PRO**                      or                      ☐ **AGAINST**                      or                      ☐ **ABSTENTION**

**3. VERSION 1 To approve the distribution of the net profit in the amount of 24,191,976 lei, recorded by the company in 2017, as follows:**

- |  |                       |
|--|-----------------------|
| - Legal reserves:                          | 1.512.850 lei         |
| - Reinvested profit in 2017:               | 1.421.361 lei         |
| - Stock buyback (Shares repurchase):       | 7.000.000 lei         |
| - <b>Unappropriated profit:</b>            | <b>14.257.765 lei</b> |
| o Dividends :                              | 4.247.742 lei         |
| o Other reserves – self-financing sources: | 10.010.023 lei        |

The dividends are in the gross amount of 0,225 lei/share, and the distribution costs will be borne by the shareholders.

Dividends shall be paid to shareholders registered in the register of shareholders on the 15.06.2018.

☐ **PRO**                      or                      ☐ **AGAINST**                      or                      ☐ **ABSTENTION**

**3. VERSION 2 Approves / does not approve the allocation of a 90% share of the net profit realized in 2017 in the form of dividends / payments to the state budget.**

The net profit, in the amount of 24,191,976 lei, recorded by the company in 2017, is distributed as follows:

- |                   |               |
|-------------------|---------------|
| - Legal reserves: | 1.512.850 lei |
|-------------------|---------------|

- Reinvested profit in 2017: 1.421.361 lei
- Stock buyback (Shares repurchase): 7.000.000 lei
- **Unappropriated profit:** **14.257.765 lei**
  - o Dividends : 12.837.620 lei
  - o Other reserves – self-financing sources: 1.420.145 lei

The shared dividends payment date, in the gross amount of 0,68 lei/share, is 06.07.2018, the distribution costs being borne by the shareholders.

Dividends shall be paid to shareholders registered in the register of shareholders on the 15.06.2018.

☐ **PRO**                      or                      ☐ **AGAINST**                      or                      ☐ **ABSTENTION**

4. To approve the date of 06.07.2018 as the date of payment, in compliance with Law No. 24/2017.

☐ **PRO**                      or                      ☐ **AGAINST**                      or                      ☐ **ABSTENTION**

5. To approve the discharge of liability of the company Board of Directors members in respect of their activity in the financial year 2017 based on the Annual Report of the Board of Directors, and the Independent Financial Auditor's Report and his favorable opinion on the discharge of liability of the members of the Board of Directors of IAR SA.

☐ **PRO**                      or                      ☐ **AGAINST**                      or                      ☐ **ABSTENTION**

6. It is established the upper limit of the annual variable component of the gross remuneration due to the general director of the IAR SA Company be 65,000 euros.

☐ **PRO**                      or                      ☐ **AGAINST**                      or                      ☐ **ABSTENTION**

7. The Board of Directors will establish the effective value of the variable component due to the General Director of the company, according to the achievement of the key performance indicators stipulated in the Contract of Mandate.

☐ **PRO**                      or                      ☐ **AGAINST**                      or                      ☐ **ABSTENTION**

8. To approve the date of 15.06.2018 as the registration date, i.e. the date for identification of the shareholders who are affected by the resolutions of the Ordinary General Meeting of Shareholders of 26.04.2018 and the date of 14.06.2018 as ex-date, in compliance with Law No. 24/2017.

☐ **PRO**                      or                      ☐ **AGAINST**                      or                      ☐ **ABSTENTION**

**NAME AND SURNAME .....**

**SIGNATURE .....**

**Date .....**