

IAR SA COMPANY

Headquarters: Ghimbav, no. 34 Hermann OBERTH Str., Braşov county

Business Reg. No: J08/4/1991, T.I.N.: 1132930

RESOLUTION No 11 /27.11.2017 - PROJECT

Taking into consideration that fact the the mandates of the members of the Board of Directors of IAR SA expire on 09.12.2017,

Taking into account the fact that by Decision of the AGM no. 07 / 28.09.2017 it was approved the start of the selection procedure for the members of the Board of Directors of IAR SA, applying the provisions of art. 3, point 7 of the Emergency Ordinance no. 109/2011 on Corporate Governance of Public Enterprises, approved with amendments and completions by Law no. 111/2016,

Taking into account the provisions of GO no. 26/2013, based on which a monthly fixed indemnity for non-executive directors of IAR SA may be calculated, including the remuneration related to their activity in the advisory committees, representing the average of the averages gross monthly salaries for the last 12 months communicated by the National Institute of Statistics for the machine building industry, CAEN code 3030 "Manufacture of aircraft and spacecraft" (corresponding to the main activity object of IAR SA),

Considering the provisions of republished Law no. 31/1990, as amended and supplemented to date, of Law no. 24/2017, of CNVM Regulations no. 1/2006 and no. 6/2009 regarding the issuers and the securities operations and of the Constitutive Act of IAR S.A. Company,

The Ordinary General Meeting of the Shareholders of IAR S.A., convened in accordance with Law no. 31/1990, as amended and supplemented to date, Law no. 24/2017, the CNVM Regulation no. 1/2006 on issuers and securities operations, the CNVM Regulation no. 6/2009 on the exercise of certain rights of shareholders in general meetings of companies and the Constitutive Act of the Company IAR S.A. and legally constituted on 27.11.2017, 12:00 a.m., at the company's headquarters, according to the participation of shareholders/representatives of shareholders owning ...% of the total shares of the company,

DECIDE:

Art. 1 *Starting with the day of 10.12.2017 the following persons are named as interim members of the Board of Directors of IAR SA Company:*

- 1.**
- 2.**
- 3.**
- 4.**
- 5.**

The approval was given in terms of voting "pro" expressed by the shareholders/representatives of shareholders owning ...% of the total shares of the company, of voting "against" expressed by the shareholders/representatives of shareholders owning ...% of the total shares of the company and the "abstention" of the shareholders/representatives of shareholders owning ...% of the total shares of the company.

Art. 2 *The mandate duration of the elected interim administrators is until ..., but no later than the date of election of the administrators according to the provisions of OUG no. 109/2011 on Corporate Governance of Public Enterprises, approved with amendments and completions by Law no. 111/2016.*

The approval was given in terms of voting "pro" expressed by the shareholders/representatives of shareholders owning ...% of the total shares of the company, of voting "against" expressed by the shareholders/representatives of shareholders owning ...% of the total shares of the company and the "abstention" of the shareholders/representatives of shareholders owning ...% of the total shares of the company.

Art. 3 Approves the fixed monthly indemnity due to non-executive interim administrators, representing the average of the averages gross monthly salaries for the last 12 months communicated by the National Institute of Statistics for the machine building sector, CAEN code 3030 " Manufacture of aircraft and spacecraft "(corresponding to the main activity object of IAR SA).

The approval was given in terms of voting "pro" expressed by the shareholders/representatives of shareholders owning ...% of the total shares of the company, of voting "against" expressed by the shareholders/representatives of shareholders owning ...% of the total shares of the company and the "abstention" of the shareholders/representatives of shareholders owning ...% of the total shares of the company.

Art. 4 The date 19.12.2017 is approved as the registration and identification date of the shareholders who are affected by the resolutions of the Ordinary General Meeting of the Shareholders dated 27-28.11.2017, and the date 18.12.2017 as ex-date, in accordance with the provisions of Law No. 24/2017.

The approval was given in terms of voting "pro" expressed by the shareholders/representatives of shareholders owning ... % of the total shares of the company, of voting "against" expressed by the shareholders/representatives of shareholders owning ... % of the total shares of the company and the "abstention" of the shareholders/representatives of shareholders owning ... % of the total shares of the company.

Art. 5 The General Director of IAR SA is charged with the fulfillment of the provisions of the present decision, as well as with the fulfillment of the advertising formalities required by the law, the Constitutive Act and the regulations of ASF / CNVM.

Given at the IAR S.A. Company's headquarters, this day of 27.11.2017.

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Aurelia SUMEDREA

CHAIRMAN OF THE BOARD OF DIRECTORS

G.M.S. SECRETARY