

## ***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 30.01.2018, time 12:00, or on the 31.01.2018, 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. It is approved that, starting with the date of 01.01.2018, the maximum monthly gross indemnity due to the General Director of IAR SA to represent 6 times the average for the last 12 months prior to his appointment of the averages gross monthly salaries for the activity carried out according to CAEN code 3030 - "Manufacture of aircraft and spacecraft" (main object of activity of the company), and recalculated by indexing with 20%, according to the provisions of art. 18 of OUG 90/2017.*

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

*2. It is approved that the maximum limit of the variable gross indemnity due to the General Director of IAR SA to represent 12 times the amount of his fixed monthly gross remuneration, depending on the degree of fulfillment of the objectives and the performance criteria to be established by the Board of Directors.*

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

*3. The Board of Directors will establish the effective value of the monthly gross indemnity and of the variable component due to the General Director of IAR SA, according to his attributions, duties and responsibilities stipulated in the Contract of Mandate.*

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

*4. It is approved that starting with the date of 01.01.2018 the gross monthly indemnities of the non-executive members of the board of the company to be recalculated by indexing with 20% in conformity with the provisions of art. 18 of the OUG 90/2017, in order to comply with the new mandatory social contributions due according to Law no. 227/2015, as subsequently amended and supplemented, as amended by the OUG no. 79/2017.*

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

*5. To establish the Income and Expenditures Budget in 2018 proposed by the IAR SA Company's Board of Directors, as presented during the Ordinary General Meeting of the Shareholders dated 30.01.2018*

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

6. The approval of date 23.02.2018 as the registration and identification date of the shareholders who are affected by the resolutions of the Ordinary General Meeting of the Shareholders dated 30.01.2018, and of the date 22.02.2018 as ex-date, in accordance with the provisions of Law No. 24/2017.

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

7. The Board of Directors and the general director of the Company IAR SA are mandated to carry out the provisions of the resolutions no 01/2018, 02/2018 and 03/2018, as well as the formalities regarding the publicity required by the law, the Constitutive Act and the CNVM Regulations.

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

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

**SIGNATURE** .....

**Date** .....