

IAR S.A. Company

Headquarter: Ghimbav, No 34, Hermann OBERTH Str, Braşov County

Registration No at ORC: J/08/4/1991

**RESOLUTION No. 01 /30.01.2018**  
**PROJECT**

Where:

- *the IAR SA Company is acting in the aeronautical industry, a cutting-edge industry, working with modern, state-of-the-art concepts and technologies where flight quality and safety are defining elements,*
- *the IAR SA Company is part of the defense industry sector, a strategic branch of the national economy, the company being the economic agent that supports the forces of the National Security System (MApN, MAI, SRI) with products and services related to maintenance / repair / modernization / logistics assurance of all Alouette III and Puma helicopters belonging to these beneficiaries and having mobilization tasks in peace and war, as evidenced by the mobilization plan approved by the Supreme Council of National Defense of the Country,*
- *the production process in IAR SA is a complex one and involves the development of a research and development activity meant to define the most suitable technical solutions to meet the requirements of the beneficiaries, a productive activity based on state-of-the-art technologies and a control process, which includes ground and flight test aircraft,*
- *in order to carry out the activities covered by its activity, the Company IAR SA must have implemented a quality system that will allow it to obtain a series of certifications and authorizations from competent entities: ISO 9001 and EN 9100, OMCAS certifications, EASA PART 21 / G, EASA PART 145, the General Director acting, in accordance with these regulations, as responsible manager, who is the person who establishes the company's quality policy, ensuring that it is known and applied by all employees,*
- *the General Director of IAR SA Company is the person who approves the ground and flight tests of all helicopters, knowing that any flight involves a certain risk, especially when the flight is done after significant work,*
- *over the last 15 years, the Company IAR SA has constantly registered profit,*
- *the IAR SA Company is an open-ended company whose shares are traded on the capital market, market operator Bucharest Stock Exchange*

*Taking into the consideration the fact that, starting with the date of 28.11.2017, the main activity of the company IAR SA is "Manufacture aircraft and spacecraft " – CAEN Code 3030, as stipulated in the Constitutive Act of IAR SA modified and approved by the OGSM Decision No. 09 / 28.11.2017,*

*Seeing that the fixed monthly remuneration of the General Director is fixed starting from the old object of activity of the company (Repair and maintenance of aircraft and spacecraft - CAEN code 3316), according to the OGMS Decision no. 02 / 03.14.2016,*

*Taking into account the changes that OUG 79/2017 brought to the Fiscal Code with respect to the social contribution and income tax rates applicable from 01.01.2018,*

*Taking into account the provisions of art. 18 of the OUG no. 90 / 07.12.2017, saying that "The gross remuneration of members of the board and directors provided in mandate contracts concluded in accordance with the provisions of OUG no. 109/2011 on Corporate Governance of Public Enterprises, approved with amendments and completions by Law no. 111/2016, as amended, may be recalculated in order to be reconciled with the new mandatory social contributions due under Law no. 227/2015, as subsequently amended and supplemented, as amended by the OUG no. 79/2017 for amending and completing the Law no. 227/2015 on the Fiscal Code."*

- *Taking into account that the General Meeting of Shareholders has the competence to set the general limits of all indemnities and remunerations granted to the General Director of IAR SA starting from the reference of the average of the monthly averages gross salaries for the last 12 months communicated by the INSSE for the work carried out corresponding to the main activity of the company, in accordance with the provisions of OG 26/2013, art. 37 and 38 of OUG 109/2011, according to which "Art. 37 ... 3. The remuneration of the executive members of the board of directors or the supervisory board shall consist of a fixed monthly allowance not exceeding 6 times the average of the averages gross monthly salaries for the work carried out according to the main subject matter of the last 12 months activity registered by the company at the class level according to the classification of activities in the national economy, communicated by the National Institute of Statistics prior to the appointment, and from a variable component. The variable component will be based on the financial and non-financial performance indicators, negotiated and approved by the general meeting of the shareholders, different from those approved for non-executive directors, determined in accordance with the methodology provided in art. 31 par. (5). ... Article 38 (1) The remuneration of directors shall be determined by the board of directors and may not exceed the level of remuneration established for the executive members of the board of directors. It is the only form of remuneration for directors who also act as administrator. (2) The remuneration is made up of a monthly fixed indemnity established within the limits stipulated in art. 37 paragraph (3) and a variable component consisting of a share in the net profit of the company, share issue, stock-options or an equivalent scheme, pension scheme or other form of remuneration based on performance indicators. "*

*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 30.01.2018, 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.*** *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.*

*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*** *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.*

*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.** *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.*

*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 Board of Directors and the General Director of IAR SA are 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.*

*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.*

*Given at the IAR S.A. Company's headquarters, this day of 30.01.2018.*

***Claudia Maria BAICU***

***Aurelia SUMEDREA***

***CHAIRMAN OF THE BOARD OF DIRECTORS***

***G.M.S. SECRETARY***