

## **IAR SA COMPANY**

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

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

### **RESOLUTION No 07 /06.06.2018 - PROJECT**

*Taking into consideration the fact that the mandates of the members of the Board of Directors of IAR SA expire on 11.06.2018,*

*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 06.06.2018, 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** *Starting with the day of 12.06.2018 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 members of the board 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 gross indemnity due to the non-executive interim members of the board, at the level established by the GMS decision for the presents members of the board.

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 21.06.2018 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 06-07.06.2018, and the date 20.06.2018 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 formalities required by the law to enclose the notes on the composition of the Board of Directors at the Trade Register Office of Brasov.

Given at the IAR S.A. Company's headquarters, this day of 06.06.2018.

**Claudia Maria BAICU**

**Aurelia SUMEDREA**

**CHAIRMAN OF THE BOARD OF DIRECTORS**

**G.M.S. SECRETARY**