

IAR SA COMPANY

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

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

RESOLUTION No. 05 / 26.04.2018 - PROJECT

Given the conclusions drawn from: The Annual Report of 2017 of the Board of Directors of IAR S.A., the Independent Financial Auditor's Report and the annual financial statements of 2017,

Considering the fact that the 2017 financial statements were approved by the Board of Directors of IAR SA by Decision no. 06CA / 22.03.2018,

Under Law no. 31/1990, as amended and supplemented and the Constitutive Act of IAR S.A.,

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, with Law no. 24/2017, with 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 26.04.2018, 12:00 p.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. *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, 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 shareholders/representatives of shareholders owning ...% of the total shares of the company.*

Art. 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.

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. *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 |
| - Unappropriated profit: | 14.257.765 lei |
| o Dividends : | 4.247.742 lei |
| o Other reserves – self-financing sources: | 10.010.023 lei |

The shared dividends payment date, in the gross amount of 0,225 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.

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. *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.*

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. *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 the date of 14.06.2018 as ex-date and the date of 06.07.2018 as the date of payment, in compliance with 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. 6. *The Board of Directors and the company's general director are entrusted with carrying out the provisions of this resolution and with the formalities of publicity required by law, the constitutive act and the ASF / CNVM regulations.*

Given at the IAR S.A. Company's headquarters, this day of 26.04.2018.

Claudia Maria BAICU

Aurelia SUMEDREA

CHAIRMAN OF THE BOARD OF DIRECTORS

G.M.S. SECRETARY