

## **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 11.12.2018, time 12:00, or on the 12.12.2018 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. The election of the temporary members of the IAR SA Board of Directors**

*The vote PRO / AGAINST or ABSTENTION are in concordance with the secret voting ballot*

**2. Choosing Mrs / Mr .....as Chairman of the Board**

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

**3. Establishing the term of the mandates of the elected temporary members of the Board of Directors 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**

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

**4. A. Calculation of the monthly gross indemnity due to the non-executive interim members of the board respecting the provisions of OG 26/2013, OUG 109/2011 and those of art. 18 of OUG 90/2017.**

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

*or*

**B. The value of the fixed monthly gross indemnity due to the non-executive interim members of the board shall be that established by GMS Decision no. 02 / 30.01.2018.**

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

**5. The approval of date of 04.01.2019 as the registration and identification date of the shareholders who are affected by the resolutions of the Ordinary General Meeting of the Shareholders dated 11/12.12.2018, and of the date 03.01.2019 as ex-date, in accordance with the provisions of Law No. 24/2017.**

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

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

**SIGNATURE .....**

**Date .....**