

IAR SA COMPANY

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

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

RESOLUTION No 11 /11.12.2018 - PROJECT

Taking into consideration the fact that the mandates of the members of the Board of Directors of IAR SA expire on 12.12.2018,

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,

Considering the provisions of republished Law no. 31/1990, as amended and supplemented to date, of Law no. 24/2017, of ASF Regulation no. 5/2018 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 ASF Regulation no. 5/2018 and the Constitutive Act of the Company IAR S.A. and legally constituted on 11.12.2018, 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 13.12.2018 the following persons are named as interim members of the Board of Directors of IAR SA Company:*

- 1.** *... - interim member of the Board of Directors and Chairman of the Board*
- 2.** *... - interim member of the Board of Directors*
- 3.** *... - interim member of the Board of Directors*
- 4.** *... - interim member of the Board of Directors*
- 5.** *... - interim member of 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. 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 *The fixed monthly gross indemnity due to the non-executive interim members of the board shall be calculated in accordance with the provisions of OG 26/2013, OUG 109/2011 and 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. 4 *The date 04.01.2019 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 11-12.12.2018, and the date 03.01.2019 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 11.12.2018.

Magdalena NICULESCU

Aurelia SUMEDREA

CHAIRMAN OF THE BOARD OF DIRECTORS

G.M.S. SECRETARY