

## **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 24.04.2019, time 12:00, or on the 25.04.2019 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. To approve the annual financial statements prepared for the financial year 2018, based on reports submitted by the Board of Directors of IAR S.A. and its financial auditor**

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

**2. A. To approve the distribution of the net profit in the amount of 31,184,151 lei, recorded by the company in 2018, as follows:**

- |  |                       |
|--|-----------------------|
| - Legal reserves:                          | 1.853.531 lei         |
| - Reinvested profit in 2017:               | 2.783.969 lei         |
| - <b>Unappropriated profit:</b>            | <b>26.546.658 lei</b> |
| o Dividends:                               | 11.515.677 lei        |
| o Other reserves – self-financing sources: | 15.030.981 lei        |

The dividends are in the gross amount of 0,63 lei/share, and the distribution costs will be borne by the shareholders.

Dividends shall be paid to shareholders registered in the register of shareholders on the 14.06.2019.

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

**2. B. To approve the distribution of the net profit in the amount of 31,184,151 lei, recorded by the company in 2018, as follows:**

- |  |                       |
|--|-----------------------|
| - Legal reserves:                          | 1.853.531 lei         |
| - Reinvested profit in 2018:               | 2.783.969 lei         |
| - <b>Unappropriated profit:</b>            | <b>26.546.658 lei</b> |
| o Dividends :                              | 23.891.992 lei        |
| o Other reserves – self-financing sources: | 2.654.666 lei         |

The shared dividends payment date, in the gross amount of 1,31 lei/share, is 05.07.2019, the distribution costs being borne by the shareholders.

Dividends shall be paid to shareholders registered in the register of shareholders on the 14.06.2019.

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

**3. To approve the date of 05.07.2019 as the date of payment, in compliance with Law No. 24/2017.**

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

**4.** To approve the prescription of the unpaid dividends for the financial year 2014, 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 the legal provisions.

The prescription date of the respective amounts will be 30.06.2019, a subsequent date to the conclusion of the dividends payment due for the period 2014-2017, 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.

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

**5.** To approve the discharge of liability of the company Board of Directors members in respect of their activity in the financial year 2018 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.

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

**6.** To approve the date of 14.06.2019 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 24/25.04.2019 and the date of 13.06.2019 as ex-date, in compliance with Law No. 24/2017.

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

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

**SIGNATURE .....**

**Date .....**