

**SPECIAL POWER OF ATTORNEY**

The undersigned, ....., having its registered office in the locality ....., county.....street. ...., no... .., bl. of flats ....., section. ...., ap. ...., registered at the Trade Registry ..... under no....., sole registration number ....., legally represented by ....., in his/her capacity of ....., owning ..... shares issued by IAR SA, which confers us ..... votes in the General Meeting of Shareholders, I hereby appoint Mr. / Ms. ...., holder of the I.D. card series ..... number ....., personal identification number ....., as my representative in the IAR SA Ordinary General Meeting of Shareholders, which will take place on the 14.02.2020, time 12:00, or on the 17.02.2020, 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 us at this company for the issues included in the agenda of the meeting as follows :

- 1. The election of some temporary members of the IAR SA Board of Directors starting with 18.02.2020, as a result of the expiry of the mandates of the current temporary members of the IAR SA Board of Directors**

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

- 2. A. 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

- 2. B. The mandate duration of the elected interim members of the board is until ..., but no later than the date of the appointment of the administrators in conditions of OUG no. 109/2011 on Corporate Governance of Public Enterprises, as subsequently amended and supplemented, if this is to be completed within this period, or until the date of their revocation.**

PRO                      or                       AGAINST                      or                       ABSTENTION

- 3. Establishing the retribution due to the elected interim members of the board**

PRO                      or                       AGAINST                      or                       ABSTENTION

- 4. Choosing Mrs / Mr .....as Chairman of the Board**

PRO                      or                       AGAINST                      or                       ABSTENTION

- 5. Approval of the date of 10.03.2020 as registration date, i.e. - identifying the shareholders that are impacted by the decisions of the Ordinary General Meeting of Shareholders held on the 14/17.02.2020 and of the date of 09.03.2020 as the ex-date, in accordance with the provisions of Law No. 24/2017.**

PRO                      or                       AGAINST                      or                       ABSTENTION

**Name of the shareholder as a legal entity .....**

**Name and surname of the legal representative .....**

**Signature and stamp .....**

**Date .....**