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 09.03.2020, time 12:00, or on the 10.03.2020, 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. ***Establishment of Incomes and Expenditure Budget 2020***

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

2. ***Taking a decision regarding the share package acquired by IAR SA after the withdrawal of a shareholder from the company***

   A approval of the sale on the regulated market Bucharest Stock Exchange of the shares package acquired by IAR SA following the withdrawal from the company of the shareholder SIF III Transylvania.

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

   B empowerment of the administrative and executive management of IAR S.A. to submit all the necessary diligence for carrying out the process of selling the shares, including, but not limited to:

   - *selecting on the basis of the internal procedures of the agent / broker through which the operation of alienation of the shares will be carried out, as well as the conclusion of the intermediation contract*
   - *the sale will be made at the price set by the regulated market BVB, from the date of each sale*
   - *issuing the sale order and / or concluding the shares sale contract, as the case*
   - *any other operations strictly related to the process of selling the shares and which could not be foreseen when the mandate was given.*

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

3. ***Approval of the date of 31.03.2020 as the date of registration, respectively identification of the shareholders to which the effects of the resolutions of the ordinary general meeting of shareholders on 09-10.03.2020 and the date of 30.03.2020 as 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 ……