

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 29.04.2020, time 12:00, or on the 30.04.2020, 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. To approve the annual financial statements prepared for the financial year 2019, based on reports submitted by the Board of Directors of IAR S.A. and its financial auditor

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

2. To approve the distribution of the net profit in the amount of 49,128,541 lei, recorded by the company in 2019, as follows:

- Legal reserves:	2.319.392 lei
- Reinvested profit in 2019:	2.864.258 lei
- Unappropriated profit:	43.944.891 lei
o Dividends:	18.278.853 lei
o Other reserves – self-financing sources:	25.666.038 lei

The gross amount of dividends for 2019 is 1 leu/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 26.06.2020.

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

3. To approve the date of 03.07.2020 as shared dividends payment date, according to the provisions of Law 24/2017

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

4. To approve the prescription of the unpaid dividends for the financial year 2015, 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 30.06.2020, a subsequent date to the conclusion of the dividends payment due for the period 2015-2018, 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 2019 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 establishment of a real surface right in favor of Aviatia Utilitara SA, the Romanian Airclub and the National Meteorological Administration - Southern Transylvania Regional Meteorological Center, on the land upon which the construction is built, in which the three entities carry out their activity, which has an area of 3,938 sqm. and which is registered with the LR of Ghimbav under number 106072.

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

7. To approve the establishment of a right of foot and any vehicle easement on the road that allows access to the plot of land on which the construction of the property of the three entities is located, easement road registered with the LR 106073, with an area of 833 square meters.

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

8. The executive management of IAR SA is mandated to negotiate the surface contract which will contains clauses regarding the establishment of the right of passage easement, under the following conditions:

- the term of the contract: over the existence of the buildings in which the three entities operate, but not more than 49 years
- the price will be at least equal to the one established by the valuation report prepared by an authorized company
- the contract may not be renewed to a third party, except with the express agreement, in advance, made in writing, of IAR S.A.
- the payment by the Aeroclubul României RA, the Aviatia Utilitara SA and the Ghimbav-Brasov County Meteorological Station of the annual fees and taxes due for the land and buildings to the local budget.

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

9. To approve the date of 26.06.2020 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 29.04.2020, the date of 25.06.2020 as ex-date and the date of 03.07.2020 as the date of payment, in compliance with 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