

**Company IAR SA**

Headquarters: Ghimbav, 34, Hermann OBERTH Street, Braşov County

Trade Registry No: J08/4/1991, S.R.N: 1132930

**RESOLUTION No. 05 / 29.04.2020 - DRAFT**

*Taking into account the letters received by the Company IAR SA from the Romanian Aeroclub, the Utility Aviation and the Ghimbav County Meteorological Station, in which the three entities request:*

- *establishing a real right of surface by IAR SA on a land area of approximately 3,938 sqm, on which the building of common property of the three entities is built*
- *establishing a right of easement allowing access to the abovementioned land,*

*Taking into account the provisions of article 693 of the Civil Code regarding the constitution of the surface right, Seeing the opinion given by the Board of Directors of IAR SA, by Decision no. 06CA / 23.03.2020 to establish this real surface right,*

*Following the analysis of the materials presented by the Board of Directors of IAR SA, during the meeting of the Ordinary General Meeting of IAR SA Shareholders on 29.04.2020,*

*Taking into account the competences granted to them by art 90 of Law 24/2017, respectively art 15, paragraph 4 of Law 137/2002,*

***The Ordinary General Meeting of the Shareholders of IAR S.A. Company, convened in accordance with the provisions of Law no. 31/1990 republished, with the modifications and completions to date, of Law no. 24/2017, of the ASF Regulation no. 5/2018 regarding the issuers of financial instruments and market operations and of the Articles of Incorporation of the Company IAR SA, legally constituted on 29.04.2020, at 12:00, at the company headquarters, under the conditions of the participation of the shareholders / representatives of the shareholders owning...% of the total number of shares of the company,***

**DECIDE:**

***Art. 1. 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.***

*The decision was made according to the vote "pro" expressed by the shareholders / representatives of the shareholders who own ...% of the total number of shares of the company, of the "against" vote expressed by the shareholders / representatives of the shareholders who own ...% of the total number of shares of the company and of the "abstaining" of the shareholders / representatives of the shareholders who own...% of the total number of shares of the company.*

***Art. 2. 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.***

*The decision was made according to the vote "pro" expressed by the shareholders / representatives of the shareholders who own ...% of the total number of shares of the company, of the "against" vote expressed by the shareholders / representatives of the shareholders who own ...% of the total number of shares of the company and of the "abstaining" of the shareholders / representatives of the shareholders who own...% of the total number of shares of the company.*

**Art. 3.** *The executive management of IAR SA is mandated to negotiate the surface contract approved in Article 1 and which 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.*

*The decision was made according to the vote "pro" expressed by the shareholders / representatives of the shareholders who own ...% of the total number of shares of the company, of the "against" vote expressed by the shareholders / representatives of the shareholders who own ...% of the total number of shares of the company and of the "abstaining" of the shareholders / representatives of the shareholders who own...% of the total number of shares of the company.*

**Art. 4.** *The Board of Directors of the Company IAR SA and the general manager of the company are empowered to carry out the provisions of this resolution, as well as to fulfill the legal obligations regarding its publication.*

*Given at the headquarters of IAR S.A. this day, 29.04.2020.*

***Dragoș Florin DAVID***

***Aurelia SUMEDREA***

***CHAIRMAN OF THE BOARD OF DIRECTORS***

***GSM Secretary***