

## **IAR SA COMPANY**

Headquarters: Ghimbav, no.34 Hermann Oberth Str., Braşov county

Business Reg. No: J08/4/1991, T.I.N.: 1132930

### **RESOLUTION No. 04 / 29.04.2020 - PROJECT**

*Given the conclusions drawn from: The Annual Report of 2019 of the Board of Directors of IAR S.A., the Independent Financial Auditor's Report and the annual financial statements of 2019,*

*Considering the fact that the 2019 financial statements were approved by the Board of Directors of IAR SA by Decision no. 07CA / 23.03.2020,*

*Under Law no. 31/1990, as amended and supplemented and the Constitutive Act of IAR S.A.,*

***The Ordinary General Meeting of the Shareholders of IAR S.A., convened in accordance with Law no. 31/1990, as amended and supplemented to date, with Law no. 24/2017, with the ASF Regulation no. 5/2018 and the Constitutive Act of the Company IAR S.A. and legally constituted on 29.04.2020, 12:00 p.m., at the company's headquarters, according to the participation of shareholders/representatives of shareholders owning ...% of the total shares of the company,***

### **DECIDE:**

**Art. 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, in terms of voting "pro" expressed by the shareholders/representatives of shareholders owning ...% of the total shares of the company, of voting "against" expressed by the shareholders/representatives of shareholders owning ...% of the total shares of the company and the "abstention" of shareholders/representatives of shareholders owning ...% of the total shares of the company.*

**Art. 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         |
| - <b>Unappropriated profit:</b>            | <b>43.944.891 lei</b> |
| o Dividends:                               | 18.278.853 lei        |
| o Other reserves – self-financing sources: | 25.666.038 lei        |

*The shared dividends payment date, in the gross amount of 1 leu/share, is 03.07.2020, the distribution costs being borne by the shareholders.*

*Dividends shall be paid to shareholders registered in the register of shareholders on the 26.06.2020.*

*The approval was given in terms of voting "pro" expressed by the shareholders/representatives of shareholders owning ...% of the total shares of the company, of voting "against" expressed by the shareholders/representatives of shareholders owning ...% of the total shares of the company and the "abstention" of the shareholders/representatives of shareholders owning ...% of the total shares of the company.*

**Art. 3.** *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.*

*The approval was given in terms of voting "pro" expressed by the shareholders/representatives of shareholders owning ...% of the total shares of the company, of voting "against" expressed by the shareholders/representatives of shareholders owning ...% of the total shares of the company and the "abstention" of the shareholders/representatives of share*

**Art. 4.** *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.*

*The approval was given in terms of voting "pro" expressed by the shareholders/representatives of shareholders owning ...% of the total shares of the company, of voting "against" expressed by the shareholders/representatives of shareholders owning ...% of the total shares of the company and the "abstention" of the shareholders/representatives of shareholders owning ...% of the total shares of the company.*

**Art. 5.** *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.*

*The approval was given in terms of voting "pro" expressed by the shareholders/representatives of shareholders owning ...% of the total shares of the company, of voting "against" expressed by the shareholders/representatives of shareholders owning ...% of the total shares of the company and the "abstention" of the shareholders/representatives of shareholders owning ...% of the total shares of the company.*

**Art. 6.** *The Board of Directors and the company's general director are entrusted with carrying out the provisions of this resolution and with the formalities of publicity required by law, the constitutive act and the ASF regulations.*

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

**Dragoş Florin DAVID**

**Aurelia SUMEDREA**

**CHAIRMAN OF THE BOARD OF DIRECTORS**

**G.M.S. SECRETARY**