

## **SPECIAL POWER OF ATTORNEY**

*The undersigned, ....., identified with ID card series..... No..... personal identification number ..... owning ..... shares issued by IAR SA, which confers me ..... votes in the General Shareholders Meeting, I hereby appoint Mr. / Ms. ...., holder of the I.C. series ..... number ....., personal identification number ....., as my representative in the IAR SA Ordinary General Meeting of Shareholders, which will take place on the 28.04.2021, time 12:00, or on the 29.04.2021 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 me at this company for the issues included in the agenda of the meeting as follows :*

**1. Establishment of the Income and Expenditures Budget for 2021 proposed by the IAR SA Company's Board of Directors**

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

**2. Approval of the annual financial statements prepared for the financial year 2020, based on reports submitted by the Board of Directors of IAR S.A. and its financial auditor**

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

**3. Approval of the distribution of the net profit in the amount of 33,967,230 lei, recorded by the company in 2020, as follows:**

- |  |                |
|--|----------------|
| - Legal reserves:                          | 0 lei          |
| - Reinvested profit in 2020:               | 1,335,690 lei  |
| - Unappropriated profit:                   | 32,631,540 lei |
| o Dividends:                               | 7,725,000 lei  |
| o Other reserves – self-financing sources: | 24,906,540 lei |

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

**4. Approval of the gross amount of dividend at 0.4226195 lei/share**

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

**5. Approval of the day of 15.07.2021 as payment date of shared dividends for 2020**

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

**6. Approval of the prescription of the unpaid dividends for the financial year 2016, which obey 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**

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

**7. Approval of the day of 30.06.2021 as prescription date of the unpaid dividends for the financial year 2016, which obey 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**

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

**8. Approval of the discharge of liability of the Board of Directors members in respect of their activity in the financial year 2020**

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

**9. Approval of the Annual Report 2020 of the nomination and remuneration committee of the Board of Directors of IAR S.A.**

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

**10. Approval of the remuneration policy of the administrative and executive management of IAR S.A.**

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

**11. Approval of the date of 25.06.2021 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 28/29.04.2021, the date of 24.06.2021 as ex-date and the date of 15.07.2021 as the date of payment, in compliance with Law No. 24/2017.**

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

**NAME AND SURNAME .....**

**SIGNATURE .....**

**Date .....**