

## **CURRENT REPORT**

**as per the ASF Regulation No. 5/2018 regarding the issuers and securities operations**

*Date of the report: 21.12.2022*

*Name of the issuing entity: IAR S.A. Company*

*Social headquarters: 34, Hermann OBERTH Street, Ghimbav, county of Brasov*

*Telephone / Fax number: 0268475108/0268476981*

*Sole Registration Code with the Trade Registry Office: 1132930*

*Order Number with the Trade Registry: J08/IV/1991*

*Social capital registered and deposited: 47.197.132,50 lei*

*The regulated market onto which transactions of issued securities are traded: The Stock Exchange Bucharest, Capital titles sector – Shares Standard Category*

### **I. Important events to be reported: details regarding EGMS Decision no. 13 dated 16.12.2022**

*As it appears from the current report published after the EGMS meeting on 16.12.2022, as a result of the negative vote expressed by the majority shareholder of the IAR SA Company – the Romanian State represented by the Ministry of Economy, the following were not approved:*

- *the confirmation in the same form in which it was approved by the shareholders on 05.07.2004, of the E.G.M.S. Resolution no. 5/2004 regarding the division of IAR S.A. by detaching a part of its patrimony and transferring this part to two companies that are created as a result of the division, respectively to the Company CONSTRUCȚII AERONAUTICE S.A. and to the Company TOPTHERM S.A., according to the Division Project no. 1257 / 23.04.2004 published in the Official Gazette of Romania, Part IV, no. 1612 / 01.06.2004*
- *the draft Confirmatory Act of Resolution no. 05/2004 of the Extraordinary General Meeting of Shareholders of IAR SA*

*We mention the fact that, by confirming EGMS Decision No. 05/2004, an attempt was made to overturn a Land Deed impediment, in favor of the split company ConstrucȚii Aeronautice SA, which, in the absence of a Confirmation Act concluded in authentic form, cannot register its ownership right on the immovable property that he has in possession and in actual ownership.*

*It should be noted that the negative vote of the shareholders, expressed by EGMS Decision no. 13/2022, cannot have any impact, positive or negative, on the smooth running of the IAR S.A. Company, the only entity that suffers is the divided company CONSTRUCȚII AERONAUTICE S.A., which does not he will be able to register his property right in the Land Registry, and will have to find another legal solution.*

*Regarding the request addressed to the extraordinary general meeting of the shareholders of the IAR SA Company to approve the confirmation in the same form in which it was approved by the shareholders on 07.05.2004, of A.G.E.A Decision no. 5/2004 regarding the division of the IAR S.A. Company by detaching a part of its patrimony and transferring this part to two companies that came into existence as a result of the division, respectively to Societatea CONSTRUCȚII AERONAUTICE S.A. and TOPTHERM S.A. Company, according to the Division Project no. 1257/23.04.2004 published in the Official Gazette of Romania, Part IV, no. 1612/01.06.2004, we specify the following aspects, which were also contained in the note submitted to the analysis of the shareholders on the occasion of the organization of the EGMS/16.12.2022:*

*ConstrucȚii Aeronautice S.A., a company established in 2004 following the division of IAR S.A. Company, is in judicial liquidation procedure.*

*Following the steps taken by the judicial liquidator Management Reorganization Liquidation Iași in order to tabulate the assets owned by ConstrucȚii Aeronautice S.A., the board of directors of the IAR SA Company approved the Draft Confirmatory Act of the EGMS 5/2004 and convened, for 19.08.2022, the extraordinary general meeting of shareholders in order to:*

- *approve the Confirmatory Act of EGMS Decision 5/2004 on division*
- *authorize the general director of the IAR SA Company to sign the Confirmatory Act in the authentic form Decision No. 21CA/15.07.2022 being issued in this regard.*

*As a result of the AGAINST vote expressed by the Ministry of Economy during the meeting of the extraordinary general meeting of the shareholders of IAR SA on 19.08.2022, the draft of the Confirmatory*

Act of EGMS Decision 5/2004 on division was not approved, this decision being the subject of EGMS Decision no. 09/19/08/2022.

Taking note of the non-approval of the draft of Confirmatory Act of EGMS Decision 5/2004, the judicial liquidator Management Reorganization Liquidation Iași sent both the Ministry of Economy and the IAR SA Company the letter no. 10115/06.09.2022, thus continuing the steps taken through his previous addresses through which he requested support in order to confirm EGMS Decision No. 05/05.07.2004 on division.

As can be seen from this last letter, the judicial liquidator emphasizes the fact that, at this moment, both the distribution of the amounts in the bankruptcy proceedings in which the debtor Construcții Aeronautice SA is involved, as well as the completion of the sale-purchase contracts related to the goods in its ownership, are impossible.

Starting from the repeated steps taken by the judicial liquidator Management Reorganization Liquidation Iași,  
and

In order to allow that Construcții Aeronautice SA to exercise its legitimate right to register the property assets obtained following the division of IAR S.A. Company,  
and

Taking into account the current land registry legislation (according to which, on the present date, the registration in the land registry of the right of ownership as a result of the merger/division is carried out on the basis of the court's decision ruling on the legality of this operation, the proof of registration at the trade register, of the registration certificate, as well as of the EGMS decision approving the division, concluded in authentic form and identifying the buildings by cadastral and land book number,  
and

Considering the fact that the EGMS Decision and all the other documents mentioned above exist, have legal validity and were implemented on the date of the division,  
and

Taking into account the fact that the assets that are the subject of the EGMS Decision 05/2004, being the property of Construcții Aeronautice SA, were removed from the accounting records of the IAR SA Company on the date of the division, the confirmation of that decision not affecting, in any way, the assets of the IAR SA Company.  
and

Starting from the provisions of article 1 of Decision no. 21CA/15.07.2022, by which the Board of Directors of IAR SA approves the Draft Confirmatory Act of EGMS Decision no. 05/2004,  
and

Taking into account the powers granted to the general meeting of the company's shareholders by law and the Constitutive Act of IAR SA IAR S.A.

a new extraordinary general meeting of shareholders was convened on 16.12.2022, which was subjected to analysis and approval of the proposals regarding:

- the confirmation in the same form in which it was approved by the shareholders on 05.07.2004, of the EGSM Resolution no. 5/2004 regarding the division of IAR S.A. by detaching a part of its patrimony and transferring this part to two companies that are created as a result of the division, respectively to the Company CONSTRUCȚII AERONAUTICE S.A. and TOPTHERM S.A., according to the Division Project no. 1257 / 23.04.2004 published in the Official Gazette of Romania, Part IV, no. 1612 / 01.06.2004
  - the approval of the draft Confirmatory Act of the Resolution no. 05/2004 of the Extraordinary General Meeting of the Shareholders of IAR SA
  - the empowerment of the general director of IAR SA to sign the Confirmatory Act in authentic form.
- the result of the vote being negative, as it appears from the current report published after the EGMS meeting.

This current report is available and can be accessed at the address [www.iar.ro/investors/Reports according to the Capital Market Requirements/5.Current Reports regarding the privileged information under the LAW 24/2017](http://www.iar.ro/investors/Reports%20according%20to%20the%20Capital%20Market%20Requirements/5.Current%20Reports%20regarding%20the%20privileged%20information%20under%20the%20LAW%2024/2017).

**Laurian ANASTASOF – GENERAL DIRECTOR**

