

## **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 27.04.2017, time 12:00, or on the 28.04.2017, 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 2016, 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 prescription of the unpaid dividends for the financial year 2012, 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 their registration in the article "other incomes" - account 758, according to Order 1286/2012**

The prescription date of the respective amounts will be 30.06.2017, a subsequent date to the conclusion of the dividends payment due for the period 2012-2015, 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**

**3. To approve the distribution of the net profit in the amount of 12,213,226.67 lei, recorded by the company in 2016, as follows:**

- Legal reserves:	914,785	lei
- Reinvested profit in 2016:	351,278	lei
- Dividends:	6,230,021	lei
- Other reserves - own sources of funding:	4,717,142.67	lei

The shared dividends payment date, in the gross amount of 0,33 lei/share, is 06.07.2017, the distribution costs being borne by the shareholders.

Dividends shall be paid to shareholders registered in the register of shareholders on the 15.06.2017.

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

**4. To approve the discharge of liability of the company Board of Directors members in respect of their activity in the financial year 2016, 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**

5. To approve the signing of a general contract for industrial and commercial cooperation between Airbus Helicopters and IAR SA

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

6. To postpone the decision regarding the signing of a general contract for industrial and commercial cooperation between Airbus Helicopters and IAR SA

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

7. To reject the signing of a general contract for industrial and commercial cooperation between Airbus Helicopters and IAR SA

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

8. To approve the date of 15.06.2017 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 27/28.04.2017 and of the date of 14.06.2017 as ex-date, in compliance with Law No. 297/2004 on the capital market

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

9. To approve of the date of 06.07.2017 as the date of payment, in compliance with Law No. 297/2004 on the capital market.

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

10. The Board of Directors and the general director of the Company IAR SA are mandated to carry out the provisions of the resolutions which have been taken during the OGSM dated 27-28.04.2017, as well as the formalities regarding the publicity required by the law, the Constitutive Act and the CNVM Regulations

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

**Name of the shareholder as a legal entity .....**

**Name and surname of the legal representative .....**

**Signature and stamp .....**

**Date .....**