

CONVENING LETTER

Considering the provisions of the Law no. 31/1990, as amended and supplemented to date, of the Law no. 297/2004, of the NCTS Regulation no. 1/2006 on issuers and securities operations, of the NCTS Regulation no. 6/2009 regarding exerting certain rights of the shareholders during the companies' general shareholders meetings and of the Constitutive Act of IAR S.A., the Chairman of the Board of Directors of IAR SA convenes the Ordinary General Shareholders Meeting for the **27.04.2017, 12:00** hours, at the headquarters of the company – 1, Aeroportului Street, Ghimbav, Braşov, for all the shareholders registered in the Shareholders Registry at the end of the day of 15.04.2017, with the following agenda:

- 1. Discussion and approval of the annual financial statements for the financial year 2016 based on the reports submitted to the Board of Directors of IAR S.A. and to the Company's financial auditor**
- 2. Approval of the 2016 net profit allocation on destinations**
- 3. Approval of Board of Directors members financial responsibility discharge for the activity conducted during 2016 based on the reports submitted**
- 4. Analysis of the Board of Directors report regarding the completion of an Industrial and Commercial Cooperation frame contract between Airbus Helicopters and IAR SA, in order to approve / postpone / reject the signing of this contract**
- 5. Approval of the date of 15.06.2017 as registration date, i.e. - identifying the shareholders that are impacted by the decisions of the Ordinary General Meeting of Shareholders held on the 27 / 28.4.2017, of the date of 14.06.2017 as the ex-date and of the date of 06.07.2017 as the payment date, in accordance with the provisions of Law No. 297/2004 on the capital share market.**

Filling out the agenda by the shareholders and/or their presentation of some draft decisions can be made no later than the end of the day of 12.04.2017 and only under the conditions stipulated by Regulation NCTS6/2009, Art 7. The materials to be examined and the draft decisions of the shareholders can be found as of the 03.28.2017, by accessing the site www.iar.ro/Shareholding/Convocarile_Adunarii_Generale_a_Actionarilor_Societatii_IAR_SA/Documente_si_informatii_referitoare_la_sedintele_AGA

The shareholders have the right to ask questions according to Art. 13 of the NCTS Regulation no. 6/2009. Answers to questions asked by the shareholders will be posted on the Company's website in the shortest time possible, but no later than three (3) days of receipt of such questions.

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During the meeting only those persons may participate and vote who hold the capacity of shareholders of IAR SA on the reference date 15.04.2017. Attendance and voting shall be carried out according to specific legislation in force and the Constitutive Act of IAR SA, through direct representation or under special/general power of attorney. Voting by mail is permitted only subject to the provisions of the specific procedure posted on the website of the company, www.iar.ro/Shareholding/Convocarile_Adunarii_Generale_a_Actionarilor_Societatii_IAR_SA/Documente_si_informatii_referitoare_la_sedintele_AGA/2017/Procedura_vot-corespondenta

Special powers of attorney under which shareholders may be represented in the OGSM convened on 04.27.2017 as well as the voting ballots are available to the shareholders both in Romanian and in English and can be downloaded from company's website (the address mentioned above), as of 28.03.2017. The shareholders can complete and submit the special powers of attorney and ballots either in Romanian or in English.

Special powers of representation required to express the vote, as well as the ballots by mail shall be submitted in original at the IAR SA Company's headquarters no later than the 25.04.2017, 12:00 the same term applying also for the submission at the company's headquarters of the general powers of attorney, carrying the mention "true to the original". Any shareholder who wishes to appoint his/her representative electronically can send such notification of designation at office@iar.ro. The notification can only be written in Romanian and / or a language of circulation in the filed of international finance.

If the first meeting does not meet the legal conditions of representation, a new Ordinary General Meeting of Shareholders is convened in the same place, on the 28/04/2017, 12:00 hours. Additional information can be obtained on tel 0268-475108, daily from 07:15 to 3:15 p.m..

Ion Rareş POPESCU – CHAIRMAN OF THE BOARD