

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 30.01.2017, time 11:00, or on the 31.01.2017, time 11:00 - 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. Approval of the following short and medium term (up to 5 years) bank loan contracting levels and competences without real estate guarantees that are necessary for the commercial contracts progress:

LIMIT*	RELEVANT MANAGING BODY
up to 125 million, inclusively	The General Manager of IAR JSC
between 125 million lei and 250 million lei inclusively	The Board of Directors of IAR JSC

Such limits represent the maximum cumulated level of the loans contracted by the company.

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

2. Approval that the short-term and medium term (up to 5 years) loans, without real-estate guarantees, necessary for the commercial contracts progress, whose value exceeds the limit of 250 million lei to be submitted to the approval of the IAR JSC General Shareholders Meeting.

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

3. Approval of the date of 15.02.2017 as being the registration date, respectively the date of identification of the shareholders to be impacted by the effects of the resolutions of the ordinary general shareholders meetings of 30/31.01.2017 and of the date of 14.02.2017 as ex-dates, as per the provisions of Law no 297/2004 regarding the capital market.

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

4. Empowerment of the company's Board of Directors and of the general manager with carrying out the provisions of this decision and with the publicity formalities required by law, the Constitutive Act and the FSA/NCTS 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