

CURRENT REPORT

as per the CNVM Regulation No. 1/2006 regarding the issuers and securities operations, art. 113 A, paragraph b¹

Date of the report: 22.12.2015

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

Social headquarters: 1, Aeroportului 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:

The Ordinary General Meeting of the Shareholders took place on 22.12.2015, the date of the first call. The meeting was attended by shareholders/representatives of the shareholders holding 13.538.498 shares of the Company IAR SA, representing 71,7125 % of the total number of company shares.

After analyzing the presented materials, the present shareholders/representatives of the shareholders decided the following:

1. Approval of the income and expenditures budget in 2015, rectified according to the IAR SA Company's Board of Directors' proposal

The OGMS has not approved the Income and Expenditures Budget in 2015 rectified according to the IAR SA Company's Board of Directors' proposal.

The vote was expressed as follows:

| | | | |
|--|-------------------|-----------------|-------------------|
| <u>the total number of the expressed votes:</u> | 13.538.498 | | |
| out of which: | FOR | AGAINST | ABSTENTION |
| Shareholders present and/or represented | 874112 | 12660251 | 4135 |
| Shareholders who sent their vote by correspondence / registered post | 0 | 0 | 0 |
| SUBTOTAL | 874112 | 12660251 | 4135 |

representing the following **percentages of the total number of shares of the company**

| | | | |
|--|------------------|----------------|-------------------|
| TOTAL: | 71,7125 % | | |
| out of which: | FOR | AGAINST | ABSTENTION |
| Shareholders present and/or represented | 4,6301 | 67,0605 | 0,0219 |
| Shareholders who sent their vote by correspondence / registered post | 0 | 0 | 0 |
| SUBTOTAL | 4,6301 | 67,0605 | 0,0219 |

representing the following **percentages of the total number of shares represented-OGMS 22.12.2015**

| | | | |
|--|---------------|----------------|-------------------|
| TOTAL: | 100 % | | |
| out of which: | FOR | AGAINST | ABSTENTION |
| Shareholders present and/or represented | 6,4565 | 93,5130 | 0,0305 |
| Shareholders who sent their vote by correspondence / registered post | 0 | 0 | 0 |
| SUBTOTAL | 6,4565 | 93,5130 | 0,0305 |

2. Approval of the management contract that the IAR SA Company will sign with each of the members of its Board of Directors

The OGMS has not approved the conclusion of the management contract between the Company IAR SA and each of the members of its Board of Directors. In those circumstances, there was no case to mandate a person to sign, on behalf of IAR SA, the management contracts with the members of the Board of Directors.

The vote was expressed as follows:

| | | | |
|--|-------------------|-----------------|-------------------|
| <u>the total number of the expressed votes:</u> | 13.538.498 | | |
| out of which: | FOR | AGAINST | ABSTENTION |
| Shareholders present and/or represented | 878485 | 12660013 | 0 |
| Shareholders who sent their vote by correspondence / registered post | 0 | 0 | 0 |
| SUBTOTAL | 878485 | 12660013 | 0 |

representing the following **percentages of the total number of shares of the company**

| | | | |
|--|----------------|----------------|-------------------|
| TOTAL: | 71,7125 | % | |
| out of which: | FOR | AGAINST | ABSTENTION |
| Shareholders present and/or represented | 4,6533 | 67,0592 | 0 |
| Shareholders who sent their vote by correspondence / registered post | 0 | 0 | 0 |
| SUBTOTAL | 4,6533 | 67,0592 | 0 |

representing the following **percentages of the total number of shares represented-OGMS 22.12.2015**

| | | | |
|--|---------------|----------------|-------------------|
| TOTAL: | 100 | % | |
| out of which: | FOR | AGAINST | ABSTENTION |
| Shareholders present and/or represented | 6,4888 | 93,5112 | 0 |
| Shareholders who sent their vote by correspondence / registered post | 0 | 0 | 0 |
| SUBTOTAL | 6,4888 | 93,5112 | 0 |

3. Approval of the date 15.01.2016 as registration and identification date of shareholders who are affected by the decisions of the Ordinary General Meeting of Shareholders dated on 22.12.2015, and 14.01.2016 as ex-date under the provisions of Law no 297/2004 on the capital market.

The OGMS approved both registration date and ex-date, the vote being expressed as follows:

| | | | |
|--|-------------------|----------------|-------------------|
| <u>the total number of the expressed votes:</u> | 13.538.498 | | |
| out of which: | FOR | AGAINST | ABSTENTION |
| Shareholders present and/or represented | 13128973 | 409525 | 0 |
| Shareholders who sent their vote by correspondence / registered post | 0 | 0 | 0 |
| SUBTOTAL | 13128973 | 409525 | 0 |

representing the following **percentages of the total number of shares of the company**

| | | | |
|--|----------------|----------------|-------------------|
| TOTAL: | 71,7125 | % | |
| out of which: | FOR | AGAINST | ABSTENTION |
| Shareholders present and/or represented | 69,5433 | 2,1692 | 0 |
| Shareholders who sent their vote by correspondence / registered post | 0 | 0 | 0 |
| SUBTOTAL | 69,5433 | 2,1692 | 0 |

representing the following percentages of the total number of shares represented-OGMS 22.12.2015

| | TOTAL: | 100 % | | |
|--|-----------------|----------------|----------------|-------------------|
| out of which: | | FOR | AGAINST | ABSTENTION |
| Shareholders present and/or represented | | 96,9751 | 3,0249 | 0 |
| Shareholders who sent their vote by correspondence / registered post | | 0 | 0 | 0 |
| | SUBTOTAL | 96,9751 | 3,0249 | 0 |

Taking into the consideration the votes expressed, it was adopted the OGMS resolution no. 5/22.12.2015 attached to this current report.

This current report is available and can be accessed at the address www.iar.ro/Shareholdings/Rapoarte curente, insotite de anexe specifice/2015/22.12.2015 Current Report AGOA 22-23.12.2015

Ion Rareș POPESCU

CHAIRMAN OF THE BOARD



Netulai BANEA

GENERAL DIRECTOR

Company IAR SA

Headquarters: Ghimbav, 1, Aeroportului Street, County of Braşov

Trade Registry No.: J08/4/1991, Sole Registration Number: R 1132930

RESOLUTION No. 05 / 22.12.2015

Given the information contained in both the Income and Expenditure Budget project in 2015 rectified and its Substantiating Note, documents approved by the Board of Directors of the Company IAR SA with the Decision No. 14CA/16.11.2015,

Taking into account the model of the management contract approved by the Board of Directors of the Company IAR SA with the Decision No 15CA / 16.11.2015, presented to the shareholders of the company,

In accordance with the provisions of the republished Law no. 31/1990, amended and supplemented to date, and with those of the Constitutive Act of the Company IAR SA,

The Ordinary General Meeting of the Shareholders of IAR SA, convened as per the provisions of Law no. 31 / 1990 republished, amended and supplemented to date, the Law no. 297/2004, of the CNVM Regulation no. 1/2006 on issuers and securities operations, of the CNVM Regulation no. 6/2009 regarding the exercise of certain rights of shareholders in the general meetings of shareholders of the companies and the IAR SA Constitutive Act, and legally assembled on the date 22.12.2015 time 12:00 at the company's registered office, under the conditions of participation of shareholders/shareholders' representatives who own 71,7125% of the total number of company shares,

DECIDES:

Art. 1. To don't approve the Income and Expenditures Budget in 2015 rectified according to the IAR SA Company's Board of Directors' proposal, under the conditions of the „**pro**” votes expressed by the shareholders/shareholders' representatives who own 4,6301% of the total number of the company shares, the „**against**” votes expressed by the shareholders/shareholders' representatives who own 67,0605% of the total number of the company shares and the „**abstention**” of the 0,0219% from the shareholders/shareholders' representatives present to the meeting.

Art. 2. To don't approve the conclusion of the management contract between the Company IAR SA and each of the members of its Board of Directors, under the conditions of the „**pro**” votes expressed by the shareholders/shareholders' representatives who own 4,6533% of the total number of the company shares, the „**against**” votes expressed by the shareholders/shareholders' representatives who own 67,0592% of the total number of the company shares and the „**abstention**” of the 0% from the shareholders/shareholders' representatives present to the meeting.

Art. 3. The date 15.01.2016 is approved as the registration and identification date of the shareholders who are affected by the resolutions of the Ordinary General Meeting of the Shareholders dated 22.12.2015, and the date 14.01.2016 as ex-date, in accordance with the provisions of Law No. 297/2004 on the capital market, under the conditions of the „**pro**” votes expressed by the shareholders/shareholders' representatives who own 69,5433% of the total number of the company shares, the „**against**” votes expressed by the shareholders/shareholders' representatives who own 2,1692% of the total number of the company shares and the „**abstention**” of the 0% from the shareholders/shareholders' representatives present to the meeting.

Art. 4. The General Director of the Company IAR SA is mandated to carry out the provisions of this resolution, as well as the formalities regarding the publicity required by the law, the Constitutive Act and the CNVM Regulations.

Issued at the headquarters of IAR S.A. this day of 22.12.2015.

Ion Rares POPESCU

CHAIRMAN OF THE BOARD OF DIRECTORS



Aurelia SUMEDREA

GMS SECRETARY