

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

Date of the report: 23.02.2022

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: OGMS 23-24.02.2022

The Ordinary General Meeting of the Shareholders took place on 23.02.2022, the date of the first call. The meeting was attended, directly and true the correspondence vote, by shareholders/representatives of the shareholders holding 12.250.726 shares of the Company IAR SA, representing 64,8913 % of the total number of company shares.

The meeting agenda was:

1. Election / Re-election / Extension of the mandate duration of temporary administrators starting with 25.02.2022, following the expiry of the mandates of the current interim administrators; determining the duration of their mandate and their remuneration
2. Election of the Chairman of the Board of Directors of the company
3. Empowerment of the representative of the Ministry of Economy in O.G.S.M. for signing the mandate contracts / additional acts to the mandate contracts of the interim administrators of the Company
4. Approval of the date of 31.03.2022 as registration date, i.e. - identifying the shareholders that are impacted by the decisions of the Ordinary General Meeting of Shareholders held on the 23-24.02.2022 and of the date of 30.03.2022 as the ex-date, in accordance with the provisions of Law No. 24/2017.

The decisions taken by vote after analyzing the presented documents are the following:

1. Election / Re-election / Extension of the mandate duration of temporary administrators starting with 25.02.2022, following the expiry of the mandates of the current interim administrators; determining the duration of their mandate and their remuneration

As the result of the secret vote, the following temporary administrators of IAR SA Company are elected:

1. Rodica-Ruxandra ANGHEL
2. Tiberiu ȚICLEA
3. Răzvan POPA
4. Mihai Aurel DONȚU
5. Liviu COCOȘ

The result of the secret vote expressed by the shareholders / representatives of the shareholders is the same for all of the 5 temporary administrators nominated. So:

	<u>the total number of the expressed votes:</u>	12.250.726			
out of which:			FOR	AGAINST	ABSTENTION
Shareholders present and/or represented		238		0	0
Shareholders who sent their vote by correspondence/registered post		12.250.488		0	0
	SUBTOTAL	12.250.726		0	0

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

	TOTAL:	64,8913	%	
out of which:		FOR	AGAINST	ABSTENTION
Shareholders present and/or represented		0,0013	0	0
Shareholders who sent their vote by correspondence/registered post		64,89	0	0
	SUBTOTAL	64,8913	0	0

representing the following percentages of the total number of shares represented-OGMS 23.02.2022

	TOTAL:	100	%	
out of which:		FOR	AGAINST	ABSTENTION
Shareholders present and/or represented		0,0019	0	0
Shareholders who sent their vote by correspondence/registered post		99,9981	0	0
	SUBTOTAL	100	0	0

As the result of the vote, it is approved that the term of the mandates of the five elected interim administrators to be until 25.06.2022, but no later than the date of the appointment of the administrators in conditions of OUG no. 109/2011 on Corporate Governance of Public Enterprises, as subsequently amended and supplemented, if this is to be completed within this period, or until the date of their revocation.

It is approved that mandates of the interim administrators begin at 25.02.2022.

The vote was expressed as follows:

	<u>the total number of the expressed votes:</u>	12.250.726		
out of which:		FOR	AGAINST	ABSTENTION
Shareholders present and/or represented		238	0	0
Shareholders who sent their vote by correspondence/registered post		12.250.488	0	0
	SUBTOTAL	12.250.726	0	0

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

	TOTAL:	64,8913	%	
out of which:		FOR	AGAINST	ABSTENTION
Shareholders present and/or represented		0,0013	0	0
Shareholders who sent their vote by correspondence/registered post		64,89	0	0
	SUBTOTAL	64,8913	0	0

representing the following percentages of the total number of shares represented-OGMS 23.02.2022

	TOTAL:	100	%	
out of which:		FOR	AGAINST	ABSTENTION
Shareholders present and/or represented		0,0019	0	0
Shareholders who sent their vote by correspondence/registered post		99,9981	0	0
	SUBTOTAL	100	0	0

As the result of the vote, it is approved that the fixed monthly gross indemnity due to the non-executive interim members of the board shall be that established by GMS Decision no. 02 / 30.01.2018, respectively in the amount of 4720 lei.

The vote was expressed as follows:

	<u>the total number of the expressed votes:</u>	12.250.726		
out of which:		FOR	AGAINST	ABSTENTION
Shareholders present and/or represented		238	0	0
Shareholders who sent their vote by correspondence/registered post		12.250.488	0	0
	SUBTOTAL	12.250.726	0	0

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

	TOTAL:	64,8913	%	
out of which:		FOR	AGAINST	ABSTENTION
Shareholders present and/or represented		0,0013	0	0
Shareholders who sent their vote by correspondence/registered post		64,89	0	0
	SUBTOTAL	64,8913	0	0

representing the following percentages of the total number of shares represented-OGMS 23.02.2022

	TOTAL:	100	%	
out of which:		FOR	AGAINST	ABSTENTION
Shareholders present and/or represented		0,0019	0	0
Shareholders who sent their vote by correspondence/registered post		99,9981	0	0
	SUBTOTAL	100	0	0

2. Election of the Chairman of the Board of Directors of the Company

As the result of the vote, **Mrs. Rodica-Ruxandra ANGHEL** is elected as **Chairwoman of the Board of Directors**.

The result of the vote expressed by the shareholders / representatives of the shareholders is the following:

	<u>the total number of the expressed votes:</u>	12.250.726		
out of which:		FOR	AGAINST	ABSTENTION
Shareholders present and/or represented		238	0	0
Shareholders who sent their vote by correspondence/registered post		12.250.488	0	0
	SUBTOTAL	12.250.726	0	0

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

	TOTAL:	64,8913	%	
out of which:		FOR	AGAINST	ABSTENTION
Shareholders present and/or represented		0,0013	0	0
Shareholders who sent their vote by correspondence/registered post		64,89	0	0
	SUBTOTAL	64,8913	0	0

representing the following percentages of the total number of shares represented-OGMS 23.02.2022

	TOTAL:	100	%	
out of which:		FOR	AGAINST	ABSTENTION
Shareholders present and/or represented		0,0019	0	0
Shareholders who sent their vote by correspondence/registered post		99,9981	0	0
	SUBTOTAL	100	0	0

3. Empowerment of the representative of the Ministry of Economy in the O.G.M.S. for signing the mandate contracts of the interim administrators of the Company.

As the result of the vote, **Mr. Constantin ALEXIE-COTAN** is empowered to signs the contracts that will be concluded with the interim administrators of the company, this document having the content presented during the present OGSM.

The vote was expressed as follows:

	<u>the total number of the expressed votes:</u>	12.250.726		
out of which:		FOR	AGAINST	ABSTENTION
Shareholders present and/or represented		238	0	0
Shareholders who sent their vote by correspondence/registered post		12.250.488	0	0
	SUBTOTAL	12.250.726	0	0

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

	TOTAL:	64,8913	%	
out of which:		FOR	AGAINST	ABSTENTION
Shareholders present and/or represented		0,0013	0	0
Shareholders who sent their vote by correspondence/registered post		64,89	0	0
	SUBTOTAL	64,8913	0	0

representing the following percentages of the total number of shares represented-OGMS 23.02.2022

	TOTAL:	100	%	
out of which:		FOR	AGAINST	ABSTENTION
Shareholders present and/or represented		0,0019	0	0
Shareholders who sent their vote by correspondence/registered post		99,9981	0	0
	SUBTOTAL	100	0	0

4. Approval of the date of 31.03.2022 as registration date, i.e. - identifying the shareholders that are impacted by the decisions of the Ordinary General Meeting of Shareholders held on the 23-24.02.2022 and of the date of 30.03.2022 as the ex-date, in accordance with the provisions of Law No. 24/2017.

The vote was expressed as follows:

	<u>the total number of the expressed votes:</u>	12.250.726		
out of which:				
		FOR	AGAINST	ABSTENTION
Shareholders present and/or represented		238	0	0
Shareholders who sent their vote by correspondence/registered post		12.250.488	0	0
	SUBTOTAL	12.250.726	0	0
representing the following <u>percentages of the total number of shares of the company</u>				
	TOTAL:	64,8913 %		
out of which:				
		FOR	AGAINST	ABSTENTION
Shareholders present and/or represented		0,0013	0	0
Shareholders who sent their vote by correspondence/registered post		64,89	0	0
	SUBTOTAL	64,8913	0	0
representing the following <u>percentages of the total number of shares represented-OGMS 23.02.2022</u>				
	TOTAL:	100 %		
out of which:				
		FOR	AGAINST	ABSTENTION
Shareholders present and/or represented		0,0019	0	0
Shareholders who sent their vote by correspondence/registered post		99,9981	0	0
	SUBTOTAL	100	0	0

Based on the votes expressed, **there was adopted the OGMS resolution no. 01 dated 23.02.2022.**

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.



Claudia BENCHESCU

CHAIRWOMAN OF THE BOARD

IAR SA COMPANY

Headquarters: Ghimbav, no. 34 Hermann OBERTH Str., Braşov county
Business Reg. No: J08/4/1991, T.I.N.: 1132930

RESOLUTION No 01 / 23.02.2022

Taking into consideration the fact that the mandates of the members of the Board of Directors of IAR SA expire on 24.02.2022,

Taking into account the fact that by Decision of the AGM no. 07 / 28.09.2017 it was approved the start of the selection procedure for the members of the Board of Directors of IAR SA, applying the provisions of art. 3, point 7 of the Emergency Ordinance no. 109/2011 on Corporate Governance of Public Enterprises, approved with amendments and completions by Law no. 111/2016,

Considering the provisions of republished Law no. 31/1990, as amended and supplemented to date, of Law no. 24/2017, of ASF Regulation no. 5/2018 and of the Constitutive Act of IAR S.A. Company,

The Ordinary General Meeting of the Shareholders of IAR S.A., convened in accordance with Law no. 31/1990, as amended and supplemented to date, Law no. 24/2017, ASF Regulation no. 5/2018 and Constitutive Act of the Company IAR S.A. and legally constituted on 23.02.2022, 12:00 a.m., at the company's headquarters, according to the participation of shareholders/representatives of shareholders owning 64,8913% of the total shares of the company,

DECIDES:

Art. 1 Starting with the day of 25.02.2022 the following persons are elected as interim members of the Board of Directors of IAR SA Company:

- 1. **Rodica-Ruxandra ANGHEL** - interim member of the Board of Directors and Chairman of the Board*
- 2. **Tiberiu ȚICLEA** - interim member of the Board of Directors*
- 3. **Răzvan POPA** - interim member of the Board of Directors*
- 4. **Mihai Aurel DONȚU** - interim member of the Board of Directors*
- 5. **Liviu COCOȘ** - interim member of the Board of Directors*

The approval was given in terms of voting "pro" expressed by the shareholders/representatives of shareholders owning 64,8913% of the total shares of the company, of voting "against" expressed by the shareholders/representatives of shareholders owning 0% of the total shares of the company and the "abstention" of the shareholders/representatives of shareholders owning 0% of the total shares of the company.

Art. 2 The mandate duration of the elected/re-elected interim members of the board is until 25.06.2022, but no later than the date of the appointment of the administrators in conditions of OUG no. 109/2011 on Corporate Governance of Public Enterprises, as subsequently amended and supplemented, if this is to be completed within this period, or until the date of their revocation.

The approval was given in terms of voting "pro" expressed by the shareholders/representatives of shareholders owning 64,8913% of the total shares of the company, of voting "against" expressed by the shareholders/representatives of shareholders owning 0% of the total shares of the company and the "abstention" of the shareholders/representatives of shareholders owning 0% of the total shares of the company.

Art. 3 The fixed monthly gross indemnity due to the non-executive interim members of the board shall be the one established by the GMS Decision no. 02 / 30.01.2018.

The approval was given in terms of voting "pro" expressed by the shareholders/representatives of shareholders owning 64,8913% of the total shares of the company, of voting "against" expressed by the shareholders/representatives of shareholders owning 0% of the total shares of the company and the "abstention" of the shareholders/representatives of shareholders owning 0% of the total shares of the company.

Art. 4 The representative of the Ministry of Economy, Mr. Constantin ALEXIE-COTAN is empowered to sign the mandate contracts/additional acts to the mandate contracts with the interim administrators of IAR SA, in the form presented during this OGMS meeting.

The approval was given in terms of voting "pro" expressed by the shareholders/representatives of shareholders owning 64,8913% of the total shares of the company, of voting "against" expressed by the shareholders/representatives of shareholders owning 0% of the total shares of the company and the "abstention" of the shareholders/representatives of shareholders owning 0% of the total shares of the company.

Art. 5 The date 31.03.2022 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 23.02.2022, and the date 30.03.2022 as ex-date, in accordance with the provisions of Law No. 24/2017, under the conditions of the „pro” votes expressed by the shareholders/shareholders’ representatives who own 64,8913% of the total number of the company shares, the „against” votes expressed by the shareholders/shareholders’ representatives who own 0% of the total number of the company shares and the „abstention” of the the shareholders/shareholders’ representatives who own 0% of the total number of the company shares.

Art. 6 The General Director of IAR SA is charged with the fulfillment of the formalities required by the law to enclose the notes on the composition of the Board of Directors at the Trade Register Office of Brasov.

Given at the IAR S.A. Company's headquarters, this day of 23.02.2022.

Claudia BENCHESCU
CHAIRWOMAN OF THE BOARD OF DIRECTORS



Aurelia SUMEDREA

G.M.S. SECRETARY

