

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

Date of the report: 16.12.2022

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 16-19.12.2022

The Ordinary General Meeting of the Shareholders took place on 16.12.2022, 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 of temporary administrators starting with 28.12.2022, 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. Appointment of the independent financial auditor of the IAR SA Company
5. Approval of the levels and powers of contracting bank loans without real estate guarantees, necessary for the development of commercial contracts
6. Approval of the date of 12.01.2023 as registration date, i.e. - identifying the shareholders that are impacted by the decisions of the Ordinary General Meeting of Shareholders held on the 16-19.12.2022 and of the date of 11.01.2023 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 of temporary administrators starting with 28.12.2022, following the expiry of the mandates of the current interim administrators; determining the duration of their mandate and their remuneration

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

1. Ruxandra-Rodica ANGHEL
2. Cristian MĂRIȘTEANU
3. Mihai Aurel DONȚU
4. Liviu COCOȘ
5. Haralambie VOICILAȘ

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:

	the total number of the expressed votes:	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 16.12.2022

	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 result of the vote, it is approved that the term of the mandates of the five elected interim administrators to be until 28.02.2023, 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 28.12.2022.

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 16.12.2022

	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 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 16.12.2022

	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 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 16.12.2022

	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 O.G.S.M. for signing the mandate contracts / additional acts to the mandate contracts of the interim administrators of the Company

As result of the vote, Mrs. Liliana CLOȘCĂ is empowered to signs the mandate contracts/the additional acts to the mandate contracts that will be concluded with the interim administrators of the company.

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 16.12.2022

	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. Appointment of the independent financial auditor of the IAR SA Company

As result of the vote, Macaveiu Consult SRL is named as independent financial auditor with whom the IAR SA Company will conclude the service contract for statutory audit of the financial statements related to the financial exercises 2022-2025 and the General Director of IAR SA is hereby mandated to sign the contract between the Company IAR SA and the independent financial auditor Company Macaveiu Consult SRL, having its registered office in the Brasov, Grivitei Blvd no 66, bl. 4, ap. 1, registered at the Trade Registry Brasov under no. J08/1045/1998, sole registration number 10958796, legally represented by Ioan MACAVEIU, in his capacity of administrator.

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 16.12.2022</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

5. Approval of the levels and powers of contracting bank loans without real estate guarantees, necessary for the development of commercial contracts

As result of the vote, the following bank loans contracting levels and competences without real estate guarantees, that are necessary for the commercial contracts progress, are approved:

LIMIT*	RELEVANT MANAGING BODY
up to 250 million, inclusively	The General Director of IAR S.A.
between 250 million lei and 500 million lei inclusively	The Board of Directors of IAR S.A.

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

The bank loans without real-estate guarantees, necessary for the commercial contracts progress, whose value exceeds the limit of 500 million lei shall be submitted to the approval of the IAR SA General Shareholders Meeting.

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 percentages of the total number of shares represented-OGMS 16.12.2022

	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

6. Approval of the date of 12.01.2023 as registration date, i.e. - identifying the shareholders that are impacted by the decisions of the Ordinary General Meeting of Shareholders held on the 16-19.12.2022 and of the date of 11.01.2023 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 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 16.12.2022

	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

Based on the votes expressed, **there were adopted the OGMS resolutions no. 10, 11 and 12, dated 16.12.2022.**

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.

Ruxandra-Rodica ANGHEL

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 10 / 16.12.2022

Taking into consideration the fact that the mandates of the members of the Board of Directors of IAR SA expire on 27.12.2022,

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 16.12.2022, 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 28.12.2022 the following persons are elected / re-elected / have extended the duration of the mandates as interim members of the Board of Directors of IAR SA Company:

- 1. Ruxandra-Rodica ANGHEL - interim member of the Board of Directors and Chairman of the Board***
- 2. Cristian MĂRIŞTEANU - interim member of the Board of Directors***
- 3. Mihai Aurel DONŢU - interim member of the Board of Directors***
- 4. Liviu COCOŞ - interim member of the Board of Directors***
- 5. Haralambrie VOICILAŞ - 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 28.02.2023, 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, Mrs. Liliana CLOȘCĂ is empowered to sign the mandate contracts/additional acts to the mandate contracts with the interim administrators of IAR SA.

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 12.01.2023 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 16.12.2022, and the date 11.01.2023 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 16.12.2022.

Ruxandra-Rodica ANGHEL

CHAIRWOMAN OF THE BOARD OF DIRECTORS



Aurelia SUMEDREA

G.M.S. SECRETARY

IAR S.A. Company

Headquarters: Ghimbav, no. 34 Hermann OBERTH Str., Braşov county

Business Reg. No: J08/4/1991, T.I.N.: 1132930

RESOLUTION no 11 /16.12.2022

Taking into consideration the legal obligation to audit the company's financial statements by an independent financial auditor,

Taking into consideration both the opinion given by the Board of Directors of IAR SA through Decision no. 23CA / 09.11.2022, as well as the note which sustains this decision, recommending the appointment of Macaveiu Consult SRL as an independent financial auditor with whom the IAR SA Company will conclude the service contract for statutory audit of the financial statements for the financial exercises 2022-2025,

Taking into consideration the provisions of the legislation in force in the field of independent financial audit,

Considering the provisions of Law no. 31/1990 republished, with the amendments and additions, of Law 24/2017, of ASF Regulation no. 5/2018 and the Constitutive Act of IAR S.A. Company,

The Ordinary General Meeting of Shareholders of IAR SA, convened in accordance with the provisions of Law no. 31/1990 republished, as amended and supplemented, of Law no. 24/2017, of the ASF Regulation no. 5/2018 and the Constitutive Act of IAR S.A. Company and legally constituted on 16.12.2022, 12:00, at the headquarters of the company, according to the participation of the shareholders/representatives of the shareholders owning 64,8913% of the total shares of the company

DECIDES:

Art. 1. *The Macaveiu Consult SRL is named as independent financial auditor with whom the IAR SA Company will conclude the service contract for statutory audit of the financial statements related to the financial exercises 2022-2025.*

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 General Director of IAR SA is hereby mandated to sign the contract between the Company IAR SA and the independent financial auditor Company Macaveiu Consult SRL, having its registered office in the Brasov, Grivitei Blvd no 66, bl. 4, ap. 1, registered at the Trade Registry Brasov under no. J08/1045/1998, sole registration number 10958796, legally represented by Ioan MACAVEIU, in his capacity of administrator.*

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 date 12.01.2023 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 16.12.2022, and the date 11.01.2023 as ex-date, in accordance with the provisions of Law No. 24/2017.*

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 General Director of IAR SA is responsible for the fulfillment of the provisions of the present decision, as well as for the fulfillment of the publicity formalities required by the law, the Constitutive Act and the ASF / CNVM regulations.*

Given at the IAR S.A. Company's headquarters, this day of 16.12.2022.

Ruxandra-Rodica ANGHEL

CHAIRWOMAN OF THE BOARD OF DIRECTORS

Aurelia SUMEDREA

G.M.S. SECRETARY



A blue ink signature is written over the name 'Aurelia SUMEDREA' and 'G.M.S. SECRETARY'.

IAR S.A. Company

Headquarters: Ghimbav, 34, Hermann OBERTH Street, County of Braşov

Registration No. with the Trade Registry: J/08/4/1991

RESOLUTION No. 12 /16.12.2022

Considering the proposals of the executive board of IAR JSC regarding the bank loans without real-estate guarantees necessary for the commercial contracts progress to be assigned , on various levels, to the executive and administrative board of the company, proposals whose application would ensure the optimization of guaranteeing modalities stipulated by clauses expressly set out in the respective commercial contracts and which can consist of letters of bank guarantee to cover down-payments, letters of bank guarantee for proper execution/functioning, letters of offset guarantee, etc,

Considering the commercial and financial arguments presented by the Board of Directors in the substantiation note during the meeting of 16.12.2022 of IAR General Shareholders Meeting,

Seeing the endorsement given by the Board of Directors of IAR S.A. through Decision no. 24CA/09.11.2022 regarding the aforementioned contracting powers,

The Ordinary General Meeting of Shareholders of IAR SA, convened in accordance with the provisions of Law no. 31/1990 republished, as amended and supplemented, of Law no. 24/2017, of the ASF Regulation no. 5/2018 and the Constitutive Act of IAR S.A. Company and legally constituted on 16.12.2022, 12:00, at the headquarters of the company, according to the participation of the shareholders/representatives of the shareholders owning 64,8913% of the total shares of the company

DECIDES:

Art. 1 The following bank loans contracting levels and competences without real estate guarantees, that are necessary for the commercial contracts progress, are approved:

LIMIT*	RELEVANT MANAGING BODY
up to 250 million, inclusively	The General Director of IAR S.A.
between 250 million lei and 500 million lei inclusively	The Board of Directors of IAR S.A.

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

The bank loans without real-estate guarantees, necessary for the commercial contracts progress, whose value exceeds the limit of 500 million lei shall be submitted to the approval of the IAR SA General Shareholders Meeting.

The decision was made under vote "pro" expressed by the shareholders/representatives of shareholders with 64,8913 % of the total shares of the company, vote "against" expressed by the shareholders/representatives of shareholders with 0 % of the total shares of the company and the "abstention" expressed by the shareholders/representatives of shareholders with 0 % of the total shares of the company.

Art. 2. The date of 12.01.2023 is approved 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 16.12.2022 and of the date of 11.01.2023 as ex-dates, as per the provisions of Law no 24/2017.

The decision was made under vote "pro" expressed by the shareholders/representatives of shareholders with 64,8913 % of the total shares of the company, vote "against" expressed by the shareholders/representatives of shareholders with 0 % of the total shares of the company and the "abstention" expressed by the shareholders/representatives of shareholders with 0 % of the total shares of the company.

Art. 3. The company's Board of Directors and the general director are entrusted with carrying out the provisions of this decision and with the publicity formalities required by law, the Constitutive Act and ASF regulations.

Given at IAR S.A.s headquarters this day, 16.12.2022.

Ruxandra-Rodica ANGHEL

CHAIRWOMAN OF THE BOARD OF DIRECTORS

Aurelia SUMEDREA

G.S.M. SECRETARY

