

## CURRENT REPORT

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

Date of the report: 26.06.2023

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 26-27.06.2023

The Ordinary General Meeting of the Shareholders took place on 26.06.2023, 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 02.07.2023, 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 remuneration policy of the administrative and executive management of IAR SA
5. Approval of the date of 11.07.2023 as the date of registration, respectively of identification of the shareholders affected by the decisions of the ordinary general meeting of shareholders dated 26.06.2023 and the date of 10.07.2023 as ex-dates, 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 02.07.2023 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. Horațiu Cătălin BARBU
2. Cristian MĂRIȘTEANU
3. Mihai Aurel DONȚU
4. Liviu COCOȘ
5. Ioan Lucian RUS

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:

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

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

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

*representing the following percentages of the total number of shares represented-OGMS 26.06.2023*

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

*As the result of the vote, it is approved that the term of the mandates of the five elected interim administrators to be until 02.09.2023, 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 02.07.2023.*

*The vote was expressed as follows:*

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

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

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

*representing the following percentages of the total number of shares represented-OGMS 26.06.2023*

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

*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 in the amount of 4720 lei.*

*The vote was expressed as follows:*

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

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

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

*representing the following percentages of the total number of shares represented-OGMS 26.06.2023*

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

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

As the result of the vote, Mr. **Horățiu Cătălin BARBU** 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:

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

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

**TOTAL: 64,8913 %**

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

representing the following **percentages of the total number of shares represented-OGMS 26.06.2023**

**TOTAL: 100 %**

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

## 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, Mrs. **Liliana CLOȘCĂ** 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:

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

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

**TOTAL: 64,8913 %**

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

representing the following **percentages of the total number of shares represented-OGMS 26.06.2023**

**TOTAL: 100 %**

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

#### 4. Approval of the remuneration policy of the administrative and executive management of IAR SA

The remuneration policy of the administrative and executive management of IAR SA is approved.

The vote was expressed as follows:

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

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

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

representing the following **percentages of the total number of shares represented-OGMS 26.06.2023**

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

#### 5. Approval of the date of 11.07.2023 as the date of registration, respectively of identification of the shareholders affected by the decisions of the ordinary general meeting of shareholders dated 26.06.2023 and the date of 10.07.2023 as ex-dates, in accordance with the provisions of Law no. 24/2017

The vote was expressed as follows:

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

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

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

representing the following **percentages of the total number of shares represented-OGMS 26.06.2023**

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

Based on the votes expressed, there were adopted the OGMS resolutions no. 06 and 07 dated 26.06.2023.

This current report is available and can be accessed at the address [www.iar.ro/investors/Reports](http://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 06 / 26.06.2023**

*Taking into consideration the fact that the mandates of the members of the Board of Directors of IAR SA expire on 01.07.2023,*

*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 26.06.2023, 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 02.07.2023 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. Horațiu Cătălin BARBU - interim member of the Board of Directors and Chairman of the Board***
- 2. Cristian MĂRIȘTEANU - interim member of the Board of Directors***
- 3. Mihai Aurel DONȚU - interim member of the Board of Directors***
- 4. Liviu COCOȘ - interim member of the Board of Directors***
- 5. Ioan Lucian RUS - 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 02.09.2023, 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 interim members of the board of IAR SA elected by this decision is equal to 4720 lei.

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, entrepreneurship and Tourism, Mrs. Liliana CLOȘCĂ is empowered to sign 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 11.07.2023 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 26.06.2023, and the date 10.07.2023 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 26.06.2023.

**Ruxandra-Rodica ANGHEL**

**Aurelia SUMEDREA**

**CHAIRWOMAN OF THE BOARD OF DIRECTORS**

**G.M.S. SECRETARY**





**Company IAR SA**

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

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

**RESOLUTION No. 07 / 26.06.2023**

*Taking into account the provisions of article 106 of Law no. 24/2017 on issuers of financial instruments and market operations, as subsequently amended and supplemented, and of Article II, paragraph (2) of Law no. implementing Regulation (EU) 2017 / 2.402 of the European Parliament and of the Council of 12 December 2017 establishing a general framework for securitization and creating a specific framework for simple, transparent and standardized securitization and amending Directives 2009 / 65 / EC, 2009/138 / EC and 2011/61 / EU, as well as Regulations (EC) no. 1,060 / 2009 and (EU) no. 648/2012,*

*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, procedure not completed so far,*

*Considering the request of the Ministry of Economy - majority shareholder of the IAR SA Company, to review the remuneration policy of the general manager applied until now, by canceling the variable component that could be granted to him based on the GMS Decision 06/27.04.2018,*

*Tacking into consideration the information contained in „REMUNERATION POLICY OF THE ADMINISTRATIVE AND EXECUTIVE MANAGEMENT OF IAR S.A.” elaborated by the Board of Directors of IAR S.A. Company during the meeting dated 19.05.2023,*

*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 26.06.2023, 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,***

**DECIDE:**

***Art. 1. Approve the remuneration policy of the administrative and executive management of IAR S.A. proposed by the board of directors during de IAR S.A. Company's OGSM dated 26.06.2023.***

*Approval has been given, 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 shareholders/shareholders' representatives who own 0% of the total number of the company shares.*

**Art. 2.** The date 11.07.2023 is approved as the registration and identification date of the shareholders who are affected by the present resolution of the Ordinary General Meeting of the Shareholders and the date 10.07.2023 as ex-date, in accordance with the provisions of Law No. 24/2017.

Approval has been given, 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 shareholders/shareholders’ representatives who own 0% of the total number of the company shares.

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

Given at the IAR S.A. Company's headquarters, this day of 26.06.2023.

**Ruxandra-Rodica ANGHEL**

**Aurelia SUMEDREA**

**CHAIRWOMAN OF THE BOARD OF DIRECTORS**

**G.M.S. SECRETARY**



A handwritten signature in blue ink, appearing to be "AS", is written over the text "G.M.S. SECRETARY".