

**ANNUAL INTERNAL WORK PLAN
OF
THE NOMINATION AND REMUNERATION COMMITTEE OF THE BOARD OF DIRECTORS
OF THE IAR SA COMPANY**

In order to make its annual activity more efficient, the Nomination and Remuneration Committee of the Board of Directors of IAR SA shall consider addressing, during its meetings, at least the topics/issues included in the following INTERNAL WORK PLAN:

No	SUBJECT / THEMATIC	ANALYSIS DATE
1	<i>Drawing up the Remuneration Report</i>	<i>with the endorsement of the annual financial statements</i>
2	<i>Drawing up the Remuneration Policy</i>	<i>as often as necessary, but at least every four years</i>
3	<i>Review of the Council Profile and Administrator Profile</i>	<i>when appropriate</i>
4	<i>Identifying of the persons qualified to become members of the Board and executive management; evaluation of the candidates for executive management positions; evaluation of the candidates proposed by shareholders or Board members for Board membership positions and reporting to the OGM accordingly</i>	<i>where appropriate, at the request of the Council</i>
5	<i>Reviewing of the Director-General's achievement of the key performance indicators approved for the previous year</i>	<i>immediately after approval of the financial statements for the year ended</i>
6	<i>Drawing up the proposal for key performance indicators for the current financial year</i>	<i>once the mandate contract is approved and then annually, based on the annual IEB</i>
7	<i>Drawing up the proposal for the selection and evaluation of candidates for the post of Director-General and assessing the balance of skills, experience, independence, knowledge and diversity of candidates</i>	<i>when appropriate</i>
8	<i>drawing up the Executive Succession Plan and the Emergency Succession Plan</i>	<i>when appropriate</i>
9	<i>Drawing up orientation programs for newly appointed Council members</i>	<i>if and when appropriate</i>
10	<i>Nomination and Remuneration Committee self-assessment and coordination of self-evaluation Board</i>	<i>annually, when approving the annual financial statements</i>
11	<i>Any other review falling within the remit of the Nomination and Remuneration Committee</i>	<i>at the time the situation arose</i>