SPECIAL POWER OF ATTORNEY

The undersigned, ……, identified with ID card series…… No…… personal identification number …… owning …… shares issued by IAR SA, which confers me …… votes in the General Shareholders Meeting, I hereby appoint Mr. / Ms. ……, holder of the I.C. series …… number ……, personal identification number ……, as my representative in the IAR SA Extraordinary General Meeting of Shareholders, which will take place on the 17.12.2026, time 12:00, or on the 18.12.2026 time 12:00 - date of the of the second meeting (if the first could not take place) to exercise the voting rights attached to the shares owned by me at this company for the issues included in the agenda of the meeting as follows :

1. ***Approval to update accordingly the Constitutive Act of IAR S.A. by amending:***

   Chapter IV – GENERAL MEETING OF SHAREHOLDERS:

   Art. 12 paragraph (4), *letter i):"the conversion of registered shares into bearer shares or of bearer shares into registered shares;"*

   is deleted, in accordance with art 54 pct 10 Law no. 129/2019 for the prevention and combating of money laundering and terrorist financing, as well as for the amendment and supplementation of certain normative acts.

   Chapter V – BOARD OF DIRECTORS:

   Art. 16 paragraph (2) *is amended to read as follows: "The majority of the members of the Board of Directors shall consist of non-executive and independent directors, within the meaning of Art. 138² of Law no. 31/1990, republished, as subsequently amended."*

   Art. 16 paragraph (7) *is amended to read as follows: "In the event that one or more director positions become vacant, the Ordinary General Meeting of Shareholders shall appoint the interim directors, following the submission of candidate proposals to AMEPIP and their subsequent evaluation by AMEPIP."*

   Art. 16 paragraph (8) *is amended to read as follows: "In the event that the selection and nomination procedure for permanent directors is completed before the expiration of the term for which an interim director was appointed, the permanent director(s) shall be immediately designated by the General Meeting of Shareholders, and the mandate of the interim director(s) shall terminate."*

   Art. 16 paragraph (19) *is amended to read as follows: "A Nomination and Remuneration Committee, a Risk Management Committee, and an Audit Committee shall be established within the Board of Directors. In the case of boards consisting of 3 members, the functions of the Risk Management Committee may be delegated to the Audit Committee, subject to notification of the public supervisory authority."*

   Art. 16 paragraph (20) *is amended to read as follows: "The Audit Committee shall perform the duties provided for in Art. 65 of Law no. 162/2017, as subsequently amended."*

   Art. 16 paragraph (22) *is amended to read as follows: "The Nomination and Remuneration Committee organizes training sessions for the members of the Board, formulates proposals regarding the remuneration of directors and executive managers—in compliance with the remuneration policy issued by the Agency for the Monitoring and Evaluation of the Performance of Public Enterprises—and supports the Board in evaluating its own performance, as well as the performance of the executive management.*

   The Risk Management Committee ensures that control activities are aligned with the risks arising from the activities and processes subject to such control; it identifies, analyzes, evaluates, monitors, and reports on the identified risks, the plan of measures to mitigate or anticipate them, and other measures taken by the executive management."

☐ ***PRO*** ***or*** ☐ ***AGAINST*** ***or*** ☐ ***ABSTENTION***

2. Approval of the date of 12.01.2027 as the date of registration, respectively of identification of the shareholders affected by the decisions of the extraordinary general meeting of shareholders dated 17.12.2026 and the date of 11.01.2027 as ex-dates, in accordance with the provisions of Law no. 24/2017

☐ ***PRO*** ***or*** ☐ ***AGAINST*** ***or*** ☐ ***ABSTENTION***

NAME AND SURNAME ……

SIGNATURE .....

Date .....