IAR SA COMPANY
Headquarters: Ghimbav, no. 34 Hermann OBERTH Str., Braşov county
Business Reg. No: J1991000004086, T.I.N.: 1132930

RESOLUTION No 09 / 17.12.2026 – IAR PROJECT

Taking the provisions of Government Emergency Ordinance no. 109/2011 on the corporate governance of public enterprises, as subsequently amended and supplemented;

Having regard to the AMEPIP communication no. 14093/01.10.2026 regarding the need to update and align the constitutive act of IAR SA with the legal provisions currently in force concerning the corporate governance of public enterprises;

Taking the current constitutive act of IAR SA;

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 Extraordinary 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 17.12.2026, 12:00 a.m., at the company's headquarters, according to the participation of shareholders/representatives of shareholders owning ...% of the total shares of the company,

DECIDES:

Art. 1 *Approves the 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."
The approval was given in terms of voting "pro" expressed by the shareholders/representatives of shareholders owning ...% of the total shares of the company, of voting "against" expressed by the shareholders/representatives of shareholders owning ...% of the total shares of the company and the "abstention" of the shareholders/representatives of shareholders owning ...% of the total shares of the company.

Art. 2 *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-date are to be reflected, in accordance with the provisions of Law no 24/2017.*

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

Art. 3 *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 17.12.2026.

Bogdan COSTAȘ **……**

CHAIRMAN OF THE BOARD OF DIRECTORS ***G.M.S. SECRETARY***