



**TMK-ARTROM S.A.**

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J 28/9/1991; VAT No. RO 1510210/1992  
Subscribed and Paid Share Capital: 291.587.538,34 lei

**BALLOT FORM FOR MAIL VOTING**  
**EXTRAORDINARY GENERAL MEETING OF SHAREHOLDERS**  
**TMK-ARTROM S.A.**

**Date: 26 September 2017**

**Time: 11:00 1.m.**

**Place: 30 Draganesti Street, Slatina, Olt County, Romania**

In accordance with the Calling Notice published in the Official Gazette of Romania no. 2928, Part IV dated 21 August 2017.

Name and Forename of the individual shareholder / name of the legal entity shareholder:

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Name and Forename of the legal representative of the shareholder – legal entity:

\_\_\_\_\_

Identification data of the Romanian individual shareholder: ID Card series \_\_\_\_\_ no. \_\_\_\_\_ issued by \_\_\_\_\_ on \_\_\_\_\_ personal identification number \_\_\_\_\_

Identification data of the foreign individual shareholder: Passport series \_\_\_\_\_ issued by \_\_\_\_\_ on \_\_\_\_\_ and valid until \_\_\_\_\_

Registration number at the Trade Registry for the legal entity shareholder \_\_\_\_\_

Identification fiscal code for the legal entity shareholder \_\_\_\_\_

Number of shares held at the reference date, 8 September 2017 \_\_\_\_\_

Number of votes \_\_\_\_\_

**AGENDA**

<b>1.</b>	<b>The approval of the establishment of a Company's working point in Bucharest, 2 Daniel</b>	<b>F</b>	<b>Ag</b>	<b>Ab</b>
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<b>Danielopolu Street, 2<sup>nd</sup> floor, Sector 1.</b>				
<b>2.</b>	<b>To amend Company's Articles of Association as follows:</b>	<b>F</b>	<b>Ag</b>	<b>Ab</b>
	<p><b>a. The amendment of the majority shareholder's address as follows:</b></p> <p><b>TMK-EUROPE GmbH, a company which has its registered office in Germania, Düsseldorf, Immermannstraße, no. 65 D, 40210..</b></p>			
	<p><b>b. Following the latest data received from the Depozitarul Central, the approval of the amendment of Art. 3 par. 1 of the Articles of Association of the Company from:</b></p> <p>"The share capital of the Company is of RON 291,587,538.34, out of which RON 16,600,000.46 represents the equivalent of USD 5,000,000 and RON 183,563,443.46 represents the equivalent of EUR 50,003,662.07, and is divided into 116,170,334 shares, having a nominal value of RON 2.51 each. The shareholding structure of the Company is the following:</p> <p>TMK-EUROPE GmbH subscribed and paid RON 270,383,992.06 divided into 107,722,706 shares, each share having a face value of RON 2.51, representing 92.72824% of the share capital. Out of the total share capital subscribed and paid by TMK- Europe GmbH the amount of RON 16,600,000.46 represents the equivalent of USD 5,000,000 and the amount of RON 183,563,443.46 represents the equivalent of EUR 50,003,662.07</p> <p>SIF OLTENIA subscribed and paid RON 13,141,735.01 divided into 5,235,751 shares each share having a nominal value of RON 2.51, representing 4.50696% of the share capital.</p> <p>OTHER SHAREHOLDERS subscribed and paid RON 8,061,811.27 divided into 3,211,877 shares, each share having a nominal value of RON 2.51, representing 2,76480% of the share capital."</p> <p><b>To</b></p> <p>"The share capital of the Company is of RON 291,587,538.34, out of which RON 16,600,000.46 represents the equivalent of USD 5,000,000 and RON 183,563,443.46 represents the equivalent of EUR 50,003,662.07, and is divided into 116,170,334 shares, having a nominal value of RON 2.51 each. The shareholding structure of the Company is the following:</p> <p>TMK-EUROPE GmbH subscribed and paid RON 270,383,992.06 divided into 107,722,706 shares, each share having a nominal value of RON 2.51, representing 92.72824% of the share capital. Out of the total share capital subscribed and paid by TMK- Europe GmbH the amount of RON 16,600,000.46 represents the equivalent of USD 5,000,000 and the amount of RON 183,563,443.46 represents the equivalent of EUR 50,003,662.07.</p> <p>SIF OLTENIA subscribed and paid RON 16,017,665.4 divided into 6,381,540 shares each share having a nominal value of RON 2.51, representing 5.49326% of the share capital.</p> <p>OTHER SHAREHOLDERS subscribed and paid RON 5,185,880.88 divided into 2,066,088 shares, each share having a nominal value of RON 2.51, representing 1.7784% of the share capital."</p> <p>The other provisions of article 3 of the Articles of Association remain unchanged.</p>	<b>F</b>	<b>Ag</b>	<b>Ab</b>



Administrators within the limits set forth by the general meeting of the shareholders.

The executive officers exercise all the managerial powers within the Company, being responsible for the entire management of the Company, to the extent of the Company's object of activity and observing the exclusive competencies stated by the law or this Articles of Association for the Board of Administrators and the General Meeting of the Shareholders.

The Company is validly represented towards third parties, including but not limited to financial institutions, courts of all degree of jurisdiction, governmental authorities by the signature of the following persons acting jointly or individually as expressly stated below:

1. by the sole signature of the CEO with full competence; or
2. by the joint signatures of the COO (first signature) and the CEO (second signature) in accordance with the mandate given by CEO, or
3. by the joint signature of the CCO (first signature) and the CEO (second signature) , in accordance with the mandate given by CEO.

The Chief Economy – Accounting Officer is the representative of CEO regarding the preventive financial control over the Company's operations in the limit of the mandate given by the CEO.

In case of absence the CEO may delegate its powers to represent the Company to any of the executive officers specifying whether such executive officers to whom the representation powers have been delegated act jointly or separately and the period and limits of their representation powers.

The CEO may delegate his rights of signature and representation of the Company based on a special power of attorney issued by him."

#### To

"The Company's full management powers are delegated to the CEO and to six executive officers namely:

- Chief Operational Officer (COO);
- Chief Commercial, Logistic and Administrative Officer (CCO);
- Chief Economy – Accounting Officer (CEO);
- Chief Financial Officer (CFO);
- Chief Procurement Officer (CPO);
- Executive Plant Officer (ExPO).

The executive officers are appointed only from persons outside of the Board of Administrators, except for the CEO who is a member of the Board of Administrators.

The **CEO** of TMK-ARTROM S.A. is Mr. Adrian Popescu, Romanian citizen, born on 21 April 1962, in Nadrag Village (Nadrag Commune,) Timis County, identified with ID series OT no. 609999, issued by SPCLEP Slatina on 23 April 2013, Personal Identification Number 1610421284378, domiciled in Romania, Slatina, Olt County, 2C Plevnei Street;

The **COO** of TMK-ARTROM S.A. is Mr. Cristian Drinciu, Romanian citizen, born on 23

December 1965, in Horezu, Valcea County, domiciled in Romania, Slatina, Olt County, 2D Plevnei Street, identified with ID series, series OT, no. 696590, issued by Slatina City on 10 December 2014;

The **CCO** of TMK-ARTROM S.A. is Mr. Valeru Mustata, Romanian citizen, born on 12 September 1955 in Folesti, Valcea County, domiciled in Romania, Slatina, Olt County, 2E Plevnei Street, identified with ID series OT, no. 596164, issued by SPCLEP Slatina on 23 January 2013;

The **CEAO** of TMK-ARTROM S.A. is Mrs. Cristiana Vaduva, Romanian citizen, born on 6 November 1959, in Amaru, Buzau County, domiciled in Romania, Slatina, Olt County, 36 Panselelor Street, identified with ID series OT, no. 451920, issued by Slatina City on 15 February 2010;

The **CFO** of TMK-ARTROM S.A. is Mr. Chernyy Evgeny, Russian citizen, born on 9 June 1973 in URSS, domiciled in Russia, Moscow, 105 Vernadskogo Street, building 4, apt. 625, identified with passport 53 no. 1211857, issued by MID RUSIA 40201 on 8 November 2016 and valid until 8 November 2026;

The **CPO** of TMK-ARTROM S.A. is Mr. Alexander Pavlov, Russian citizen, born on 5 October 1975 in USSR, domiciled in Russia, Volzskii Mira Street, building 97, apt. 11, identified with passport 53 no. 1047060 issued by MID Russia 401201 on 8 February 2016 and valid until 8 February 2026;

The **ExPO** in TMK-ARTROM S.A. is Mr. Constantin Neacsu, Romanian citizen, born on 25 July 1960, in Gura Motrului (Butoiesti Commune), Mehedinti County, domiciled in Romania, Slatina, Olt County, 60 Banului Street, identified with ID series OT, no. 677302, issued by Slatina City on 11 August 2014;

These seven executive officers are appointed for a mandate of four years.

The CEO is representing the Company towards third parties and has full powers to hire, dismiss, set the remuneration for any employee, as well as, to establish and change at any time the organizational chart of the Company.

The appointment and revocation of the executive officers are made by decision of the Board of Administrators (excluding the appointment and revocation of one of the Company's administrators in its capacity as CEO which is in the competence of the general meeting of the shareholders).

The executive officers appointed by the Board of Administrators will form a Management Board having the individual and collective prerogatives established by the CEO within the limits of his delegated powers. The CEO is the Chairman of the Management Board.

The remuneration of the executive officers will be set by resolution of the Board of Administrators within the limits set forth by the General Meeting of the Shareholders.

The executive officers exercise all the managerial powers within the Company, being responsible for the entire management of the Company, to the extent of the Company's object of activity and observing the exclusive competencies stated by the law or the Articles of Association for the Board of Administrators and the General Meeting of the Shareholders.

<p>The Company is validly represented towards third parties, including but not limited to financial institutions, courts of all degrees of jurisdiction, governmental authorities by the signature of the following persons acting jointly or individually, as expressly stated below:</p> <p>1. by the sole signature of the CEO with full competence; or</p> <p>2. by the joint signatures of the COO (first signature) and the CEO (second signature) in accordance with the mandate given by CEO, or</p> <p>3. by the joint signature of the CCO (first signature) and the CEO (second signature), in accordance with the mandate given by CEO, or</p> <p>4. by the joint signature of the CFO (first signature) and the CEO (second signature), in accordance with the mandate given by the CEO, or</p> <p>5. by the joint signature of the CPO (first signature) and the CEO (second signature), in accordance with the mandate given by the CEO, or</p> <p>6. by the joint signature of the ExPO (first signature) and the CEO (second signature) in accordance with the mandate given by the CEO.</p> <p>The Chief Economy – Accounting Officer is the representative of the CEO regarding the preventive financial control over the Company’s operations within the limit of the mandate given by the CEO.</p> <p>In case of absence, the CEO may delegate his powers to represent the Company to any of the executive officers specifying whether such executive officers to whom the representation powers have been delegated act jointly or separately and the period and limits of their representation powers.</p> <p>The CEO may delegate his rights of signature and representation of the Company based on a special power of attorney issued by him.”</p>				
<p><b>d.</b> The amendment of Article 1, Paragraph 9 of the Company’s Articles of Incorporation which shall have the following content:</p> <p>“The Company shall have the following working points and sale outlets:</p> <ul style="list-style-type: none"><li>- in Slatina, Ec. Teodoroiu Street, bl. V 23, ground floor, Olt County;</li><li>- in Slatina, Ec. Teodoroiu Street, bl. V 22, ground floor, Olt County;</li><li>- in Bucharest, 2 Daniel Danielopolu Street, floor 2, Sector 1.”</li></ul> <p>The other provisions of Article 1 of the Articles of Associations remain unchanged.</p>	<b>F</b>	<b>Ag</b>	<b>Ab</b>	
<p><b>3. To approve the updating of the Company’s Articles of Association.</b></p>	<b>F</b>	<b>Ag</b>	<b>Ab</b>	
<p><b>4. To empower Mr. Adrian Popescu, in his capacity as CEO, to sign the updated form of the Company's Articles of Association as amended above.</b></p>	<b>F</b>	<b>Ag</b>	<b>Ab</b>	
<p><b>5. To establish, according to Article 86 of Law no. 24/2017 on issuers of financial instruments and market operations, the date of 16 October 2017 as the registration date for the shareholders who benefit of the resolutions of the Extraordinary General Meeting of Shareholders and the date of 13 October 2017 as “ex date” according to art. 5 point 11 of</b></p>	<b>F</b>	<b>Ag</b>	<b>Ab</b>	

<b>CNVM Regulation no. 6/2009 and ASF Decision no. 1430/2014.</b>				
<b>6.</b>	<b>To empower Mr. Adrian Popescu, as CEO, to perform all the necessary formalities related to the publication and registration of such decision</b>	<b>F</b>	<b>Ag</b>	<b>Ab</b>

I hereby declare that, if the conditions required by law and by TMK-ARTROM's constitutive deed are not met, this vote is also valid for the extraordinary general meeting of shareholders convened on 27 September 2017 at the company's headquarters at 11:00 a.m.

I declare that I have acknowledged and I consent for the voting procedure sent to me along with the hereby ballot. In addition, by executing this ballot, the signatory takes full and exclusive responsibility for the content and authenticity of its quality and for his signature.

\_\_\_\_\_  
Name and Forename of the signatory  
(to be written with capital letters)

\_\_\_\_\_  
Signature

Date: \_\_\_\_\_