



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

No 102/107 from 13.01.2017

Current Report

In accordance with Law no. 297/2004 on capital market and Regulation No. 1/2006 of NSC

Date of the Report: 13 January 2017

Name of the issuing entity: TMK- ARTROM S.A. Slatina

Registered office: 30 Draganesti, Slatina, Olt, Romania

Telephone/fax number: +40249436862/ +40249434330

Registered in the Trade Register under no: J28/9/1991

Tax Identification Number: RO1510210

Subscribed capital: 291.587.538,34 RON

Subscribed and paid up share capital: 291.587.538,34 RON

Regulated market where the issued securities are transacted: Bucharest Stock Exchange - STANDARD Category (market symbol ART)

Events to be reported in accordance with art. 225 of law no 297/2004 on capital market and in the form provided by the Regulation no. 1/2006 of NSC:

CALLING NOTICE

of the

EXTRAORDINARY GENERAL MEETING OF SHAREHOLDERS

of

TMK – ARTROM S.A.

The BOARD OF ADMINISTRATORS of TMK-ARTROM SA, a company whose registered office is at 30 Draganesti Street, Slatina, Olt County, Romania, registered with the Trade Registry under no. J28/9/1991, sole registration code 1510210 (the "Company" or "TMK-Artrom"), according to the provisions of Law no. 31/1990, as amended and republished (the "Companies Law"), the provisions of Law no. 297/2004 on capital markets (the "Capital Market Law") and the provisions of Article 9 of the Company's Articles of Association, gathered on 12 January 2017

CONVENES

The Extraordinary General Meeting of Shareholders to take place on 27 February 2017 at 11:00 hours, at the Company's headquarters located at 30 Draganesti Street, Slatina, Olt County, Romania. In case the quorum conditions required by the law and by the Articles of Association are not fulfilled, the Extraordinary General Meeting is convened on 28 February 2017 at the same place, the same hour (11:00 hour) and with the same agenda; and

In accordance with the provisions of Article 243, paragraph 4 of the Law no. 297/2004 regarding Capital Markets, the Board of Administrators sets as reference date for the Extraordinary General Meeting of Shareholders the

ISO 9001
ISO 14001
OHSAS 18001

AD-2000 WO/W4
TRD 100/102
Vd TUV

LRS
DNV
GL-RULES
5CT-0440
5L-0352

PED 97/23/EC
EN 10297

EN 10210-1,2
EN 10255

DIN 1629
EN 10210

ISO/TS 16949

TMK EUROPEAN DIVISION Cod: FCU-01, Ed.3 Rev. 1/2014

date of 7 February 2017 (the "Reference Date"). The shareholders who, at the end of the day set as the Reference Date, are registered with Depozitarul Central SA as shareholders of the Company shall be, in accordance with the law, the only shareholders entitled to participate to and vote in the Extraordinary General Meeting of Shareholders irrespective whether the meeting is held on 27 February 2017 or on 28 February 2017, in case a second meeting is required.

Considering the above, the provisions of the Articles of Association of the Company and the relevant legal provisions in force, the Board of Administrators proposes the following agenda for the Extraordinary General Meeting of Shareholders:

1. Approval, in order to guarantee the obligations of TMK-Artrom derived from the Credit Contract for the amount of 25,000,000 Euro (twenty five million euro) dated 07.11.2016 ("BCR Facility") concluded by TMK-ARTROM SA, as borrower, with Banca Comerciala Romana SA ("BCR"), as lender, to establish a mortgage in favour of BCR on the building located in Slatina, 30 Draganesti Street, Olt County, UAT Slatina, comprised from land and buildings, as follows:

- urban land in surface of 69339 sqm, cadastral no. 58253, category of use construction yard;
- industrial and urban buildings in surface of 66346 sqm, cadastral no. 58253-C1, ground built surface of 66346 sqm,

hereinafter referred to as „The Real Estate”, with the purpose to guarantee and ensure the full reimbursement and the fulfilment of obligations of TMK-Artrom (during the entire existence of such obligations) from the Credit Contract „BCR Facility”, guaranteed amount being 37.500.000 Euro, representing principal borrowed, plus any interest, delay increased interest, fees, expenses resulted from or related with financed documents, belong with all and any related execution cost.

2. Empowering with full powers and authority to represent the Company in front of the notary to sign the mortgage contract with BCR on the Real Estate ("Mortgage Contract") and (ii) to sign all documents to be signed by the Company in accordance and / or in relation to the Mortgage Contract, the following persons, as follows:

- **Mr. Adrian Popescu**, General Manager of TMK-Artrom, romanian citizen, born at 21.04.1961, in Nadrag Commune, Timis District, domiciled in Slatina, Plevnei Street, no. 2 C, I.D. serial OT no. 609999, issued by SPCLEP Slatina at 23.04.2013, P.I.N. 1610421284378, shall have an individual signing right being empowered to sign the above documents alone; or
- **Mr. Evgeny Chernyy** – Financial Deputy General Manager of TMK-Artrom, domiciled in Slatina, Livezi street, no. 7bis, residence permit no. RO 0411122, P.I.N. 7730609280014, passport no. 53 1211857 issued by the MFA Russia 40201 on 08.11.2016 and available until 08.11.2026 will have signature right only together with **Ms. Cristiana Vaduva** – Economic Deputy General Manager of TMK-ARTROM, romanian citizen, born at 06.11.1959, in Amaru Commune, Buzau District, domiciled in Slatina, Panselelor Street, no. 36, I.D. serial OT no. 451920, issued by SPCLEP Slatina at 15.02.2010, P.I.N. 2591106284371, being empowered to sign only together the above documents.

Mr. Adrian Popescu can delegate his powers given above to any other third party, at his choice.

3. Establishing, according to article 238 of Law 297/2004 regarding the capital market, the date of 17 March 2017, as a registration date for identification of the shareholders to which the effects of the decisions made at the Extraordinary General Meeting of Shareholders convened through the present, reflect.

4. Empowering Mr. Adrian Popescu, in its quality of General Manager, to fulfill all of the necessary formalities for publishing and registering the above decisions.

Any shareholders holding, individually or together, at least 5% of the voting rights in the Company are entitled:

- i. To supplement the agenda of the shareholders meeting, under the condition that each new point to be justified or accompanied by a draft resolution as proposed to be adopted by the shareholders meeting; and
- ii. To submit draft resolutions for the points included or proposed to be included on the agenda of the shareholders meeting.

Shareholders may exercise their above-mentioned rights provided above within 15 days from the publication of the calling notice, respectively until the date of 30 January 2017. Such proposals shall be submitted in writing with the Company's headquarters, in accordance with the provisions of Article 117¹ of the Companies Law and Article 7 of Regulation no. 6/2009 on the exercise of certain rights of shareholders at the general meeting of shareholders of commercial companies ("Regulation 6/2009").

According to the provisions of Article 13 from Regulation 6/2009 each shareholder has the right to ask questions regarding the agenda of the meeting, not later than 30 January 2017. Such questions may be answered by the Company either by posting the relevant answers on the Company's website, www.tmk-artrom.eu, in a question-answer format, either during the General Meetings of Shareholders, acknowledging that for questions having the same content, a single general answer shall be provided by the Company.

Shareholders may be represented at the Extraordinary General Meeting of Shareholders by other persons than the shareholders, based on general or special power of attorney, according to art. 243 paragraph 3, respectively art. 243, paragraph 6 of the Capital Markets Law. The English and Romanian version of the special and general powers of attorney shall be sent to the email address office.slatina@tmk-artrom.ro (with an extended electronic signature) or they shall be submitted with the Company's headquarters not later than 24 February 2017, 11:00 hours. Also, the shareholders have the right to vote by correspondence, respectively through registered mail with confirmation of receipt delivered at the Company's headquarters until the above mentioned date.

The forms of the special and general powers of attorney in English and Romanian are available at the Company's headquarters and on the Company's website, starting with 24 January 2017.

The access of the shareholders/their representatives at the Extraordinary General Meeting of Shareholders will be allowed as follow:

- i. for shareholders - natural persons, by presentation of an identity document;
- ii. For shareholders- legal entities, the legal representative status is evidenced based on the shareholders list at the Reference Date, received from Depozitarul Central S.A.

The documents certifying the legal representative status for legal entities drawn up in a foreign language, other than English, shall be accompanied by a Romanian or English translation, performed by an authorized translator. The notarization or apostillation of the documents certifying the legal representative status is not required.

The procedure mentioned above is applicable also for evidencing the legal representative status for the shareholder proposing the supplementation of the agenda or asking questions regarding the points on the agenda of the general meeting of the shareholders.

- iii. For shareholders - legal entities and for shareholders - natural persons who are represented by power of attorney, by presentation of the relevant power of attorney.

The forms for voting by correspondence (in English and Romanian version), the draft resolutions, the documents that are submitted for discussion in the Extraordinary General Meeting of Shareholders, can be obtained, consulted and/or filled in at the Company's headquarters or on the Company's website, www.tmk-artrom.eu, starting with 24 January 2017.

Additional information can be obtained at the Company's headquarters or at telephone number 0249/434640 – Mrs. Vaduva Cristiana.

Chief Executive Officer,
Ing. Popescu Adrian

Chief Economical and
Accountancy Officer
Ec. Vaduva Cristiana