



TMK-ARTROM S.A.

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EUID: ROONRC.J28/9/1991; J28/9/31.01.1991
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: 21 December 2018

Time: 11:00 a.m.

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

In accordance with the Calling Notice published in the Official Gazette of Romania no. 4394, Part IV dated 19 November 2018.

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

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, 7 December 2018 _____

Number of votes _____

AGENDA

	F	Ag	Ab
1. To approve the purchase of the shares owned by TMK Europe GmbH's in TMK-Resita SA, a company with its headquarters located at 36 Traian Lalescu Street, Resita, Caras-Severin, Romania registered with the Trade Registry under no. ROONRC J11/59/1991, sole registration code RO1064207 ("TMK-Resita"). The Company shall purchase a number of 131,010,874 shares, representing 99.99237% of TMK-Resita's share capital, held by TMK Europe GmbH, a company registered and functioning in accordance with the laws of the Federal Republic of Germany, registered with under no. HRB29524, with its registered office at 65 d Immermannstrasse Street, Dusseldorf, Germany, 40210, at a price of Euro 62,290,000, that is Euro 0.475/share. The price shall be paid by TMK-Artrom from its own financial resources as follows:			



API:
5CT-0440
5L-0352

LRQA:
ISO 9001
ISO 14001
OHSAS 18001

TUV:
PED/AD-2000 W0/W4/
TRD 100/102
Vd TUV

TMK EUROPEAN DIVISION Cod: FCU-01, Ed. 3 Rev. 2/2017

TUV CPR:
EN 10210-1,2
EN 10255

LR
DNV-GL Rules
RINA

LRQA:
ISO/TS 16949

a)	Euro 100,000 is to be paid within thirty (30) days from the execution of the sale-purchase agreement of the shares concluded between TMK-Europe GmbH and TMK-Artrom and the transfer of the ownership over the shares following the signing of TMK Resita's Shareholders (Shares) Registry by TMK Europe GmbH and TMK-Artrom;			
b)	The remaining price of Euro 62,190,000 shall be paid during a five (5) year period, starting with 2019, in equal installments of Euro 12,438,000 Euro each, no later than 31 December for every year. TMK-Artrom may pay such installments in full or partially in advance, as well as to extend the payment term for such installments (implicitly reducing the value of the installments) for another period of maximum five (5) years, depending on the available financial resources.			
2.	To empower Mr. Adrian Popescu - the CEO of TMK-Artrom with full powers and authority to represent the Company in order to (i) negotiate with diligence, in the name and on behalf of the Company, with its best abilities in relation with the sale purchase agreement of the shares as mentioned above; (ii) sign the sale purchase agreement of the shares and (iii) sign TMK-Resita's Shareholders' (Shares) Registry as assignee of the shares.	F	Ag	Ab
3.	To establish, according to Article 86 of Law no. 24/2017 on issuers of financial instruments and market operations, the date of 11 January 2019 as the registration date for the shareholders who benefit of the resolutions of the Extraordinary General Meeting of Shareholders hereby taken and the date of 10 January 2019 as "ex date" according to art. 187 point 11 of ASF Regulation no. 5/2018 on issuers of financial instruments and market operations and ASF Decision no. 1430/2014.	F	Ag	Ab
4.	To empower Mr. Adrian Popescu, as CEO, to perform all the necessary formalities related to the publication and registration of such decision.	F	Ag	Ab

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 December 2018 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: _____



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