



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: 25 April 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. 971, Part IV dated 08 March 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, 10 April 2018 _____

Number of votes _____

AGENDA

1.	The approval of the change of the address of the working point in Bucharest from 2 Daniel Danielopolu Street, Floor 2, Sector 1, Bucharest at 2 Daniel Danielopolu Street, Floor 1, Sector 1, Bucharest.	F	Ag	Ab
2.	The approval of the amendment of the number of members of the advisory committees from two members to three members.	F	Ag	Ab
3.	The approval of the amendment of the Articles of Incorporation of the Company as follows: i. The amendment of the address of the working point in Bucharest, respectively the approval of the amendment of Art. 1, par. 5, from the	F	Ag	Ab



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

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LRQA:
ISO/TS 16949

Articles of Incorporation of the Company as follows: “The company has the following working and sale points: - in the city of Slatina, Ec. Teodoroiu Street, bl. V 23, ground floor, Olt County; - in the city of Slatina, Ec. Teodoroiu Street, blv. V 22, ground floor, Olt County; - in the city of Bucharest, 2 Daniel Danielopolu Street, 1 st Floor, Sector 1. The Company has a representative office in Bucharest, 2 Daniel Danielopolu Street, 1 st Floor, Sector 1. The duration of the company is unlimited, beginning with the date of registration with the Trade Registry.” The other provisions of Article 1 of the Articles of Incorporation of the Company shall remain unchanged.				
ii.	The amendment of Art. 3 par. 1 of the Articles of Incorporation of the Company, following the latest data received from Depozitarul Central SA, as follows: “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: 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. SIF OLTENIA subscribed and paid RON 16,034,620.45 divided into 6,388,295 shares each share having a nominal value of RON 2.51, representing 5.49908% of the share capital. OTHER SHAREHOLDERS subscribed and paid RON 5,168,925.83 divided into 2,059,333 shares, each share having a nominal value of RON 2.51, representing 1.77268% of the share capital.” The other provisions of Article 3 of the Articles of Incorporation of the Company shall remain unchanged.	F	Ag	Ab
iii.	The amendment of Art. 11, par. 1 of the Articles of Incorporation of the	F	Ag	Ab



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Company regarding the number of members of the Board of Administrators. The other provisions of Article 11 of the Articles of Incorporation of the Company shall remain unchanged.				
iv.	The amendment of Art. 13, par. 6 of the Articles of Incorporation of the Company as follows: “Advisory Committees The Board of Directors (Administrators) may set up consultative committees made up of at least three members of the Board and charged with conducting investigations and making recommendations to the Board in areas such as auditing, remuneration of administrators, directors, internal auditors and staff. The organization, functioning and competencies of any such advisory committees shall be determined by decision of the Board of Directors (Administrators) in accordance with the applicable legal provisions.” The other paragraphs of art. 13 of the Articles of Incorporation of the Company shall remain unchanged.	F	Ag	Ab
v.	The amendment of the Articles of Incorporation of the Company as regards to the term of office of the administrators until 25 April 2022 and the extension of the term of office of the members of the Management Board until 25 April 2022.	F	Ag	Ab
4.	The approval of the updated version of the Articles of Incorporation of the Company.	F	Ag	Ab
5.	The empowerment of Mr. Adrian Popescu, in his capacity as CEO, to sign the updated form of the Company's Articles of Incorporation.	F	Ag	Ab
6.	To establish, according to Article 86 of Law no. 24/2017 on issuers of financial instruments and market operations, the date of 16 May 2018 as the registration date for the shareholders who benefit of the resolutions of the Company's Ordinary General Meeting of Shareholders and the date of 15 May 2018 as “ex date” according to art. 5 point 11 of CNVM Regulation no. 6/2009 and ASF Decision no. 1430/2014.	F	Ag	Ab
7.	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



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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 26 April 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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