



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
ORDINARY GENERAL MEETING OF SHAREHOLDERS
TMK-ARTROM S.A.

Date: 15 November 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. 3944, Part IV dated 12.10.2018.

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, 31 October 2018 _____

Number of votes _____

AGENDA

1.	To approve the amendments of the financial obligations contracted by TMK-ARTROM with BANCA COMERCIALA ROMANA SA ("Banca Comerciala Romana" or "BCR"), as follows:	F	Ag	Ab
1.1.	At the multi-product and multi-currency facility (credit line overdraft facility and issuance of credentials and letters of credit) "BCR facility" concluded between TMK-ARTROM as a borrower, TMK-RESITA SA as a co-borrower and Banca Comerciala Romana as creditor, in the contracted amount of EUR 20,000,000, the following are approved:			
(i)	A one-year extension of the BCR Facility, until October 2020, in the terms and conditions previously agreed by the parties;			
(ii)	Maintaining the existing guarantees from TMK-ARTROM or for TMK-			



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

	ARTROM in favor of Banca Comerciala Romana for the period as extended in accordance with the above article;			
(iii)	<p>The empowerment with full powers and authority to represent the Company for (i) the signing of any additional acts related to the BCR Facility; (ii) negotiating with diligence, in the name and on behalf of the Company, with its best abilities, any other terms and conditions of the BCR Facility that are not expressly stated in these resolutions (including, but not limited to: refunds and repayment methods of the BCR Facility, extension of its duration, conversion of the credit in any other currency, maintaining and/or amendment of the guarantee structure, establishment of the costs related to the BCR Facility); (iii) signing and/or sending all documents and notifications (including, if applicable, any application for use) that must be signed and/or sent by the Company in accordance with and/or in connection with the BCR Facility; and (iv) signing, preparing, filing, sending and receiving any other documents relating to any other formalities and actions required for the correct implementation and performance of the BCR Facility, including, but not limited to, the registration of the mortgage on bank accounts BANCA COMERCIALA ROMANA in the Electronic Archive for Security Interests in Movable Property, the following persons, as follows:</p> <p>a. Mr. Adrian Popescu - the CEO of TMK-ARTROM will have an individual signature right, being empowered to sign the above documents alone; or</p> <p>b. Mr. Evgeny Chernyy - Deputy Chief Financial Officer of TMK-ARTROM, [...], will have the right to sign only with Mrs. Cristiana Vaduva - Deputy Chief Economy Officer of TMK-ARTROM, [...], being empowered to sign only together the above documents.</p>			
1.2.	<p>In relation to the Contract for reverse factoring in the amount of RON 65,000,000 concluded between TMK-ARTROM and TMK-RESITA SA as debtors, with Banca Comerciala Romana as a Factor ("BCR Reverse Factoring"), the following are approved:</p> <p>(i) Increasing the reverse factoring cap from RON 65,000,000 to RON 70,000,000;</p> <p>(ii) Maintaining the existing guarantees provided by the debtors in favor of Banca Comerciala Romana for the amount as increased in accordance with the above article;</p> <p>(iii) The empowerment with full powers and authority to represent the Company for (i) the signing of any additional documents related to the BCR Reverse Factoring; (ii) to negotiate with diligence, in the name and on behalf of the Company, with its best abilities, any other terms and conditions of the BCR Reverse Factoring not expressly stated in these resolutions (including, but not limited to: (i) the increase of the reverse factoring cap, (ii) the extension of its duration, (iii) maintaining and/or amending the structure of the guarantees, (iv) determining the costs associated with the BCR Reverse Factoring , (v) signing and/or sending all</p>			



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	documents and notifications (including, if the case, any application for use) and (vi) signing, preparing, filing, sending and receiving of any other documents relating to the performance of any other formalities and actions necessary for the correct implementation and performance of the BCR Reverse Factoring, including, but not limited to, the registration of the mortgage on bank accounts BANCA COMERCIALA ROMANA at the Electronic Archive for Security Interests in Movable Property), of the following individuals, as follows:			
	<p>a. Mr. Adrian Popescu - the CEO of TMK-ARTROM will have an individual signature right, being empowered to sign the above documents alone; or</p> <p>b. Mr. Evgeny Chernyy - Deputy Chief Financial Officer of TMK-ARTROM, [...], will have the right to sign only with Mrs. Cristiana Vaduva - Deputy Chief Economy Officer of TMK-ARTROM, [...], being empowered to sign only together the above documents.</p>			
2.	To establish, according to Article 86 of Law no. 24/2017, the date of 4 December 2018 as the registration date for the shareholders who benefit of the resolutions of the Ordinary General Meeting of Shareholders convened hereby and the date of 3 December 2018 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
3.	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 Ordinary General Meeting of Shareholders convened on 16 November 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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