



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

No 102/55 from 8.03.2018

## Current Report

### In accordance with Law no. 24/2017 and of Regulation no. 1/2006 on issuers and transactions with securities

Date of the Report: 8 March 2018

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

Unique Identifier at European Level (EUID): ROONRC.J28/9/1991

Code LEI: 315700M25SMOU44FAN52

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 according to the Law no. 24/2017 and of Regulation no. 1/2006 on issuers and transactions with securities:

The hours of the two meetings were modified as follows: The Extraordinary General Meeting will be held at 11:00 am innitially was at 13:30 and the Ordinary General Meeting will be held at 13:30 initially was at 11:00.

We reiterate the calling notice of the Extraordinary and Ordinary General Meeting of Shareholders of 25.04.2018 (26.04.2018) as published in the Official Gazette.

### CALLING NOTICE of the ORDINARY AND EXTRAORDINARY GENERAL MEETING OF SHAREHOLDERS of TMK – ARTROM S.A.

BOARD OF DIRECTORS (ADMINISTRATORS) of TMK-ARTROM SA, a company with its registered office 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 further amended and republished (the "Companies Law"), the provisions of Law no. 24/2017 on capital markets, as further amended and republished (the "Capital Market Law") and the provisions of Article 9 of the Company's Articles of Incorporation, gathered on 5 March 2018,

CONVENES

**The Extraordinary General Meeting of Shareholders** to take place on 25 April 2018, 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 Incorporation are not fulfilled, the



API:  
5CT-0440  
5L-0352

LRQA:  
ISO 9001  
ISO 14001  
OHSAS 18001

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

TUV CPR:  
EN 10210-1,2  
EN 10255

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ISO/TS 16949

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

Extraordinary General Meeting of Shareholders is convened on 26 April 2018 at the same place, the same hour (11:00 hour) and with the same agenda; and

**The Ordinary General Meeting of Shareholders** to take place on 25 April 2018, at 13:30 hours, at the Company's headquarters located at 30 Draganesti Street, Slatina, Ilt County, Romania. In case the quorum conditions required by the law and by the Articles of Incorporation are not fulfilled, the Ordinary General Meeting of Shareholders is convened on 26 April 2018 at the same place, the same hour (13:30 hour) and with the same agenda;

In accordance with the provisions of Article 92, paragraph 8 of Law no. 24/2017 on issuers of financial instruments and market operations, the Board of Administration sets as reference date for the Extraordinary and Ordinary General Meetings of Shareholders the date of 10 April 2018 (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 and the Ordinary General Meeting of Shareholders irrespective whether the meetings are held on 25 April 2018, as initially established, or on 26 April 2018, in case a second meeting is required.

Considering the provisions of the Articles of Incorporation of the Company and the relevant legal provisions in force, the Board of Directors (Administrators) proposes the following agenda for the Ordinary General Meeting of Shareholders:

1. **To approve the administration report of the Board of Administrators for the year 2017;**
2. **To approve the financial auditors' report for the year 2017;**
3. **To approve the individual and consolidated financial statements drawn up in accordance with IFRS for the financial year 2017 and the proposal of the Board of Directors (Administrators) regarding the distribution of the profit to the reserve fund, other reserves for reinvested profit, for covering the accounting losses of the previous years and reporting the difference of undistributed profit**
4. **To approve the discharge of activity for the members of the Board of Directors (Administrators) for the financial year 2017;**
5. **To approve the incomes and expenses budget and the activity program for the year 2018;**
6. **To debate and approve the investment schedule for the year 2018;**
7. **To approve the credit limits for the year 2018, including the extension of credit agreements which expire in 2017 and new sources of financing the working capital needed in 2018 and the credits required for funding of investment projects;**
8. **To elect and approve the financial auditor, including to approve the value of statutory audit services for the 2018;**
9. **To approve the amendment of the structure of the Board of Directors (Administrators) from 5 members to 7 members by the appointment of 2 new independent members. The majority shareholder proposes the following Board of Directors (Administrators):**
  1. Mr. Andrey Zimin, [...] , as President;
  2. Mr. Adrian Popescu, [...], as member and General Manager;



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3. Mr. Surif Mikhail Albertovich, [...], as member;
4. Mr. Parkhomchuk Andrey, [...], as member;
5. Mrs. Olga Nikolaeva, [...], as member;
6. Mr. Tat Florin-Tudor, [...], as independent member;
7. Mr. Nastase Vlad, [...], as independent member;

Furthermore, until 22 March 2018, 14:00 hours, the applications for the two members of the Board of Directors (Administrators) may be submitted at the Company's headquarters.

The list of proposed applications as well as information regarding the name, place of residence and professional qualification of the persons proposed for membership in the Board of Directors (Administrators) of the Company can be consulted and completed being available at the Company's headquarters. Consultation will be done in compliance with the provisions of REGULATION (EU) 2016/679 OF THE EUROPEAN PARLIAMENT AND OF THE COUNCIL of 27 April 2016 and DIRECTIVE (EU) 2016/680 OF THE EUROPEAN PARLIAMENT AND OF THE COUNCIL of 27 April 2016.

10. **The extension of the mandate of the members of the Management Board until 25 April 2022.**
11. **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 Ordinary General Meeting of Shareholders convened hereby 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;**
12. **To empower Mr. Adrian Popescu, as CEO, to perform all the necessary formalities related to the publication and registration of such decision**

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

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.**
2. **The approval of the modification of the number of members of the advisory committees from two members to three members**
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 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, Ilt County;
- in the city of Slatina, Ec. Teodoroiu Street, blv. V 22, ground floor, Ilt County;
- in the city of Bucharest, 2 Daniel Danielopolu Street, 1<sup>st</sup> Floor, Sector 1.



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The Company has a representative office in Bucharest, 2 Daniel Danielopolu Street, 2<sup>nd</sup> 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 2,059,033 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.

**iii. The amendment of Art. 11, par. 1 of the Articles of Incorporation of the Company regarding the number of members of the Board of Administrators and the 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. "



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The other paragraphs of art. 13 of the Articles of Incorporation of the Company shall remain unchanged.

- 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;**

4. **The approval of the updated version of the Articles of Incorporation of the Company;**
5. **The empowerment of Mr. Adrian Popescu, in his capacity as CEO, to sign the updated form of the Company's Articles of Incorporation;**
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 Ordinary General Meeting of Shareholders convened hereby 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;**
7. **To empower Mr. Adrian Popescu, as CEO, to perform all the necessary formalities related to the publication and registration of such decision.**

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

- i. To supplement new subjects on the agenda of the shareholders meeting, under the condition that each new point is 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.

The shareholders may exercise the above mentioned rights within 15 days from the date of publication of the calling notice, respectively until 22 March 2018. These proposals shall be submitted in writing at the Company's registered office in accordance with the provisions of Article 117<sup>1</sup> of the Companies Law and Article 7 of Regulation no. 6/2009 on the exercise of certain rights of shareholders in the general shareholders meeting of the companies ("Regulation 6/2009").

In the same term of within 15 days from the publication of the calling notice, until the date of 22 March 2018, the shareholders can send proposals for candidates for the position of member of the Board of Administrators. The proposals shall also include information on the name, place of domicile and professional qualification for the persons proposed for the position of administrators.

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, until the latest on 27 March 2018. Such questions may be answered by the Company either by posting the relevant answers on the Company's website, [www.tmk-artrom.eu](http://www.tmk-artrom.eu), in a question-answer format, either during the General Meetings of the Shareholders, it being understood that for questions having the same content, a single general answer shall be provided by the Company.

Shareholders may be represented by other persons than the shareholders in the Extraordinary and Ordinary General Meeting of Shareholders, based on general or special power of attorney according to Article 92 of Law no. 24/2017 on issuers of financial instruments and market operations. The English and Romanian version of the special power of attorney shall be sent to the email address [office.slatina@tmk-artrom.ro](mailto:office.slatina@tmk-artrom.ro) (with an extended



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electronic signature) or they shall be deposited at the Company's headquarters until the latest on 23 April 2018, 11:00 hours for the Extraordinary General Meeting of Shareholders and until the latest on 23 April 2018, 13:30 hours for the Ordinary General Meeting of Shareholders. Also, the shareholders have the right to vote by registered mail with confirmation of receipt, in which case they will send the vote on the items on the agenda by registered mail with confirmation of receipt at the Company's headquarters, the letters having to reach the Company's headquarters until the date mentioned above.

The forms of the special powers of attorney in English and Romanian are available at the Company's headquarters and on the Company's website, starting with 24 March 2018.

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

- i. for shareholders – natural persons, by presentation of an identity document;
- ii. for shareholders – legal entities, the status of legal representative shall be evidenced by an trade registry excerpt issued by the trade registry in original or a copy corresponding to the original or any other document, in original or a copy corresponding to the original, issued by a competent authority in the state where the shareholder is legally registered, attesting to the status of legal representative. The documents certifying the legal representative status of the legal entity shareholder will be issued no later than 3 months before the date of publication of the calling notice of the general meeting of the shareholders.

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.

Vote by registered mail forms (in English and Romanian version), the draft resolutions, the documents that are submitted for discussion in the Extraordinary and Ordinary 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](http://www.tmk-artrom.eu), starting with 24 March 2018.

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

**CHAIRMAN OF THE BOARD OF DIRECTORS (ADMINISTRATORS),  
ZIMIN ANDREY**

**Chief Executive Officer,  
Ing. Popescu Adrian**

**Chief Economical and  
Accountancy Officer  
Ec. Vaduva Cristiana**



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