



TMK-ARTROM S.A.

Draganesti Str. 30, Slatina, jud. OLT, Romania 230119  
Tel: +40 (249) 436862, 434640, 434641  
Fax: +40 (249) 434330, 437288  
E-mail: office.slatina@tmk-artrom.eu www.tmk-artrom.eu  
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

**DECISION NO. 1**  
**OF THE EXTRAORDINARY GENERAL MEETING OF THE SHAREHOLDERS OF**  
**TMK – ARTROM S.A.**  
**21 DECEMBER 2018**

Today, 21 December 2018, at 11:00 a.m. was held the Extraordinary General Meeting of the Shareholders of TMK - ARTROM S.A., at the Company's headquarters located at 30 Draganesti Street, Slatina, Olt County, Romania registered with the Trade Registry under no. ROONRC J28/9/1991, sole registration code RO1510210 (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, as amended and republished (the "Capital Market Law") and the provisions of Article 9 of the Company's Articles of Association,

the shareholders owning a number of 107.748.318 shares representing 92,7500 % of the Company's share capital attended the Extraordinary General Meeting of the Shareholders. The legal requirements for the Company's Extraordinary General Meeting of the Shareholders to be held are fulfilled.

After discussing and voting each item on the agenda, the Extraordinary General Meeting of the Company's Shareholders:

**DECIDES**

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:

- 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



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

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.
  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.
  4. To empower Mr. Adrian Popescu, as CEO, to perform all the necessary formalities related to the publication and registration of such decision.

PRESIDENT OF THE COMPANY'S EXTRAORDINARY GENERAL MEETING OF THE SHAREHOLDERS

---

DANIELA DAVID

SECRETARY OF THE COMPANY'S EXTRAORDINARY GENERAL MEETING OF THE SHAREHOLDERS

---

MARIA COMANESCU



API:  
5CT-0440  
5L-0352

LRQA:  
ISO 9001  
ISO 14001  
OHSAS 18001

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

TUV CPR:  
EN 10210-1,2  
EN 10255

LR  
DNV-GL Rules  
RINA

LRQA:  
ISO/TS 16949

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