



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

DECISION NO. [...]
OF THE EXTRAORDINARY GENERAL MEETING OF THE SHAREHOLDERS OF
TMK – ARTROM S.A.
25 APRIL 2018

Today, 25 April 2018, at 11:00 a.m. was held the Extraordinary General Meeting of 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 [...] shares representing [...] % 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 change the address of the working point in Bucharest from 2 Daniel Danielopolu Street, Floor 2, Sector 1, Bucharest to 2 Daniel Danielopolu Street, Floor 1, Sector 1, Bucharest.**
- 2. To amend the number of members of the advisory committees from two members to three members.**
- 3. To amend the Articles of Incorporation of the Company 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

- i. **To amend the address of the working point in Bucharest, respectively to amend 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, 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, 1st Floor, Sector 1.

The Company has a representative office in Bucharest, 2 Daniel Danielopolu Street, 1nd 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. **To amend 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.



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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.

iii. To amend Art. 11, par. 1 of the Articles of Incorporation of the 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. To amend 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.



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- v. To amend 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. To approve 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 Company's Extraordinary 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.

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

Mrs. Daniela David

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

Mrs. Maria Comanescu



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