



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 ORDINARY GENERAL MEETING OF THE SHAREHOLDERS OF
TMK – ARTROM S.A.
25 APRIL 2018

Today, 25 April 2018, at 13:30 p.m. was held the Ordinary 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 Ordinary General Meeting of the Shareholders. The legal requirements for the Company's Ordinary General Meeting of the shareholders to be held are fulfilled.

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

DECIDES

- 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**



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

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



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

Mrs. Daniela David

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

Mrs. Maria Comanescu



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