



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.
15 NOVEMBER 2018

Today, 15 November 2018, at 11:00 a.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 amendments of the financial obligations contracted by TMK-ARTROM with BANCA COMERCIALA ROMANA SA ("Banca Comerciala Romana" or "BCR"), as follows:

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



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

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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-ARTROM in favor of Banca Comerciala Romana for the period as extended in accordance with the above article;
- (iii) 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:

- a. Mr. Adrian Popescu - the CEO of TMK-ARTROM will have an individual signature right, being empowered to sign the above documents alone; or
- 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.



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1.2. 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:

- (i) Increasing the reverse factoring cap from RON 65,000,000 to RON 70,000,000;
- (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;
- (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 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:

- a. Mr. Adrian Popescu - the CEO of TMK-ARTROM will have an individual signature right, being empowered to sign the above documents alone; or
- 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.



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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.
3. 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 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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