

SPECIAL POWER OF ATTORNEY

Name of the individual/ legal entity-shareholder identified in the Register of Shareholders with Identity Card/ Unique Registration Code..... domiciled in / registered office in holder of..... shares issued by the company TMK-ARTROM S.A, that give me voting rights in the Extraordinary General Meeting of Shareholders, I hereby give power of attorney to, from....., Street....., no....., floor....., ap..... identified with Identity Document series....., no....., to represent the Undersigned in the Extraordinary General Meeting of the Shareholders of TMK-ARTROM S.A. that will take place on 25.04.2018 at 13:30 hours, at the Company's headquarters located at 30 Draganesti St., Slatina, Olt County, Romania, or on 26.04.2018, at the same place and the same hours, in case the first meeting could not be held, to exercise my vote right corresponding to my shares registered with the Register of Shareholders of Depozitarul Central S.A., by the end of 10.04.2018, as follows:

EXTRAORDINARY GENERAL MEETING OF THE SHAREHOLDERS		VOTE:		
		For	Against	Abstention
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 amendment of the number of members of the advisory committees from two members to three members.			
3.	<p>The approval of the amendment of the Articles of Incorporation of the Company as follows:</p> <p>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:</p> <p>"The company has the following working and sale points:</p> <ul style="list-style-type: none"> - in the city of Slatina, Ec. Teodoroiu Street, bl. V 23, ground floor, Olt County; 			

EXTRAORDINARY GENERAL MEETING OF THE SHAREHOLDERS	VOTE:		
	For	Against	Abstention
<ul style="list-style-type: none"> - 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. <p>The Company has a representative office in Bucharest, 2 Daniel Danielopolu Street, 1st Floor, Sector 1.</p> <p>The duration of the company is unlimited, beginning with the date of registration with the Trade Registry."</p> <p>The other provisions of Article 1 of the Articles of Incorporation of the Company shall remain unchanged.</p>			
<p>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:</p> <p>"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:</p> <p>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.</p> <p>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.</p>			

EXTRAORDINARY GENERAL MEETING OF THE SHAREHOLDERS	VOTE:		
	For	Against	Abstention
<p>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.”</p> <p>The other provisions of Article 3 of the Articles of Incorporation of the Company shall remain unchanged.</p>			
<p>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.</p> <p>The other provisions of Article 11 of the Articles of Incorporation of the Company shall remain unchanged.</p>			
<p>iv. The amendment of Art. 13, par. 6 of the Articles of Incorporation of the Company as follows:</p> <p>“Advisory Committees</p> <p>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.</p> <p>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.”</p> <p>The other paragraphs of art. 13 of the Articles of Incorporation of the Company shall remain unchanged.</p>			
<p>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</p>			

EXTRAORDINARY GENERAL MEETING OF THE SHAREHOLDERS	VOTE:		
	For	Against	Abstention
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 Company's Extraordinary 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.			
7. To empower Mr. Adrian Popescu, as CEO, to perform all the necessary formalities related to the publication and registration of such decision.			

I, the undersigned, hereby give discretionary voting power to the above named representative on issues which have not been identified and included in the agenda until the present moment.

Date

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(Name and Forename of the Shareholder, to be written with capital letters)

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(Signature of the Shareholder)