



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

**INFORMATION NOTICE
for the shareholders convened for the
EXTRAORDINARY GENERAL MEETING
of 21 December 2018**

With a view of creating a clear, transparent and vertically integrated structure of the European division of TMK Group in which TMK ARTROM SA, a company with its registered office at 30 Draganesti Street, Slatina, Olt County, Romania, registered with the Trade Registry under no. J28/9/1991, sole registration code 1510210 (the "Company" or "TMK-Artrom") can have direct control of all the relevant assets during the production process, during the Board of Directors meeting of 14 November 2018, it was proposed that TMK-Artrom is to purchase TMK Europe GmbH's shareholding in TMK-Resita SA, a joint stock company with its registered office at 36 Traian Lalescu Street, Resita, Caras-Severin County, Romania, registered with the Trade Registry under no. J11/59/1991, sole registration code RO1064207 („TMK-Resita”),

In accordance with the provisions of Article 188 of Regulation no. 5/2018 regarding the issuers of financial instruments and market operations, of Companies Law no. 31/1990, as further amended and supplemented (the "Companies Law"), of Law no. 24/2017 regarding the issuers of financial instruments and market operations (the "Law no. 24/2017"), of Law no.297/2004 regarding the stock market, as further amended and supplemented (the "Stock Market's Law") related to the provision of information to the shareholders;

Taking into account the Calling Notice published in the Official Gazette of Romania no. 4394 of 19 November 2018 regarding the Extraordinary General Meeting of the Shareholders of TMK-Artrom convened on 21 December 2018;

In accordance with the Evaluation Report of 20 November 2018, regarding the value of TMK Resita's shares, evaluation performed by Darian DRS SA considering the financial statements dated 30 September 2018 („Evaluation Report”);

Whereas according to the Evaluation Report, the market value of the shares held by TMK Europe GmbH in TMK-Resita, respectively 131,010,874 shares, representing 99.99237% of TMK-Resita's share capital, is RON 290,520,000 (Euro 62,290,000 at the BNR exchange rate of 30 September 2018 of Euro 1/RON 4.6639) that is RON 2.218 lei/share,

We inform the shareholders with respect to the following

The price of the shares to be paid by TMK-Artrom for a number of 131,010,874 shares, representing 99.99237% of the TMK-Resita's share capital is 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:

1. 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 transfer of the ownership over the shares following the signing of TMK Resita's Shareholders (Shares) Registry by TMK Europe GmbH and TMK-Artrom;
2. The remaining price of Euro 62,190,000 shall be paid during a five (5) years 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



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: LR LRQA:
EN 10210-1,2 DNV-GL Rules ISO/TS 16949
EN 10255 RINA

installments (implicitly reducing the value of the installments) for another period of maximum five (5) years, depending on the available financial resources.

Additional information may be obtained at the Company's headquarters or by telephone at number 0249/434640 – Mrs. Cristiana Vaduva.

GENERAL MANAGER,

ADRIAN POPESCU



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