



TMK-ARTROM S.A.

Draganesti Str. 30, Slatina, jud. OLT, Romania 230119  
Tel: +40 (249) 436862, 434640, 434641  
Fax: +40 (249) 434330, 437288  
E-mail: office.slatina@tmk-artrom.eu www.tmk-artrom.eu  
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

**BALLOT FORM FOR MAIL VOTING  
ORDINARY GENERAL MEETING OF SHAREHOLDERS  
TMK-ARTROM S.A.**

**Date: 5 April 2019**

**Time: 11:00**

**Place: 30 Draganesti Street, Slatina, Olt County, Romania**

In accordance with the Calling Notice published in the Official Gazette of Romania, Part IV, no. 989 dated 5 March 2019.

Name and Forename of the individual shareholder / name of the legal entity shareholder:

\_\_\_\_\_

Name and Forename of the legal representative of the shareholder – legal entity:

\_\_\_\_\_

Identification data of the Romanian individual shareholder: ID Card series \_\_\_\_\_ no. \_\_\_\_\_ issued by \_\_\_\_\_ on \_\_\_\_\_ personal identification number \_\_\_\_\_

Identification data of the foreign individual shareholder: Passport series \_\_\_\_\_ issued by \_\_\_\_\_ on \_\_\_\_\_ and valid until \_\_\_\_\_

Registration number at the Trade Registry for the legal entity shareholder \_\_\_\_\_

Identification fiscal code for the legal entity shareholder \_\_\_\_\_

Number of shares held at the reference date, 28 March 2019 \_\_\_\_\_

Number of votes \_\_\_\_\_

**AGENDA**

1.	The approval of the separate and consolidated financial statements for the financial year 2018 and the restated consolidated financial reports for the financial years 2016 and 2017 based on individual and consolidated management report of the Board of Directors with respect to years 2016, 2017 and 2018, including the Sustainability Report-the consolidated non-financial reporting, and on the independent financial auditor's report for year 2018 and on the independent financial auditor's report reissued for years 2016 and 2017.	<b>F</b>	<b>Ag</b>	<b>Ab</b>
2.	The approval of the distribution of the Company's profit for 2018 amounting to 56,569,986.13 lei as follows: (i) 3,389,036 lei to the legal reserves according to Law 31/1990, at least 5% of the annual gross profit (but no more than 20% of the share capital) and (ii) 53,180,950.13 lei will be carried over.	<b>F</b>	<b>Ag</b>	<b>Ab</b>
3.	The approval of the Company's income and expenses budget and the activity program (including the investment program) for year 2019.	<b>F</b>	<b>Ag</b>	<b>Ab</b>



API:  
5CT-0440  
5L-0352

LRQA:  
ISO 9001  
ISO 14001  
OHSAS 18001

TUV:  
PED/AD-2000 W0/W4/  
TRD 100/102  
Vd TUV

TUV CPR:  
EN 10210-1,2  
EN 10255

LR  
DNV-GL Rules  
RINA

LRQA:  
ISO/TS 16949

**TMK EUROPEAN DIVISION Cod: FCU-01, Ed. 3 Rev. 2/2017**

4.	The discharge of activity of the members of the Board of Directors for their activity during financial year 2018.	F	Ag	Ab
5.	The appointment of the financial auditor ....., including the approval of the value of the statutory audit services amounting to ....., for the audit of the financial statements for financial year 2019.	F	Ag	Ab
6.	The approval of the total yearly remuneration for the independent directors of the Company for year 2019 at a maximum gross (including taxes) amount of 37,754 EUR for each director, payable in RON at BCR’s exchange rate of EUR/RON applicable on the first day of each month for the monthly payment.	F	Ag	Ab
7.	To set the maximum aggregate limit for the gross remuneration (covering the fixed monthly remunerations and the annual performance bonuses) for 2019 for the total fixed monthly remuneration and annual performance bonuses for all independent directors and managers (as per Law 31/1990) of the Company and all managers of the Company’s subsidiaries at the amount of 6.3 million Euro.	F	Ag	Ab
8.	Empowering Mr. Adrian Popescu, as director and general manager of the Company, to perform all the necessary formalities in relation to the publication and registration of the resolution, being entitled to delegate such powers to another person at his discretion.	F	Ag	Ab

I hereby declare that, if the conditions required by law and by TMK-ARTROM S.A.'s constitutive deed are not met, this vote is also valid for Ordinary General Meeting of Shareholders convened on 8 April 2019 at the company's headquarters at 11:00.

I declare that I have acknowledged and I consent for the voting procedure sent to me along with the hereby ballot. In addition, by executing this ballot, the signatory takes full and exclusive responsibility for the content and authenticity of its quality and for his signature.

\_\_\_\_\_  
Name and Forename of the signatory  
(to be written with capital letters)

\_\_\_\_\_  
Signature

Date: \_\_\_\_\_



API:  
5CT-0440  
5L-0352

LRQA:  
ISO 9001  
ISO 14001  
OHSAS 18001

TUV:  
PED/AD-2000 W0/W4/  
TRD 100/102  
Vd TUV

TUV CPR:  
EN 10210-1,2  
EN 10255

LR  
DNV-GL Rules  
RINA

LRQA:  
ISO/TS 16949