

Note: (a) In case of a For vote on both item 2 and item 2¹ on the agenda of the OSM convoked for 5 April 2019 according to the supplemented convocation published in Official Gazette no. 1325 of 25 March 2019, the distribution of the profit for 2018 shall be approved in the form proposed by TMK Europe GmbH for the OSM decision, 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), (ii) 14,280,000 lei as dividends and (iii) 38,900,950.13 lei will be carried over.

(b) In case of a For vote on item 2 and an Against vote on item 2¹ on the agenda of the OSM convoked for 5 April 2019 according to the supplemented convocation published in Official Gazette no. 1325 of 25 March 2019, the distribution of the profit for 2018 shall be approved in the form proposed by the Board of Directors for the OSM decision, 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.

(c) In case of an Against vote on item 2 and a For vote on item 2¹ on the agenda of the OSM convoked for 5 April 2019 according to the supplemented convocation published in Official Gazette no. 1325 of 25 March 2019, 14,280,000 lei of the 2018 profit shall be distributed as dividends, the remaining profit remaining not-distributed.

(d) In case of an Against vote on both item 2 and item 2¹ on the agenda of the OSM convoked for 5 April 2019 according to the supplemented convocation published in Official Gazette no. 1325 of 25 March 2019, the 2018 profit remains not-distributed.

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 Ordinary 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 Ordinary General Meeting
 of the Shareholders of TMK-ARTROM S.A. that will take place on 05.04.2019 at 11:00
 hours, at the Company's headquarters located at 30 Draganesti Street, Slatina, Olt County,
 Romania, or on 08.04.2019, 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 28.03.2019, as follows:

ORDINARY GENERAL MEETING OF THE SHAREHOLDERS		VOTE:		
		For	Against	Abstention
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.			
2.	The approval of the distribution of the Company's profit for 2018 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.			
2 ¹ .	To approve the distribution of 14,280,000 RON from the Company's carried over net profits for year 2018 as dividends.			
2 ² .	With respect to the decision to approve the distribution of dividends, to establish the date of registration, ex-date and date of payment for the payment of dividends in accordance with the provisions of the Law 24/2017 and FSA Regulation 5/2018 as follows:			

ORDINARY GENERAL MEETING OF THE SHAREHOLDERS	VOTE:		
	For	Against	Abstention
<ul style="list-style-type: none"> 13 September 2019 shall be the record date set in accordance with Article 86(1) of the Law 24/2017 (the “Record Date”) and 12 September 2019 shall be the ex-date set in accordance with ASF Regulation 5/2018 (the “Ex-date”); and 4 October 2019 shall be the payment date of the dividends, set in accordance with Article 178(2) of ASF Regulation 5/2018 (the “Payment Date”). 			
3. The approval of the Company’s income and expenses budget and the activity program (including the investment program) for year 2019.			
4. The discharge of activity of the members of the Board of Directors for their activity during financial year 2018.			
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.			
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.			
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.			
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,			

ORDINARY GENERAL MEETING OF THE SHAREHOLDERS	VOTE:		
	For	Against	Abstention
being entitled to delegate such powers to another person at his discretion.			

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

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

.....
(Signature of the Shareholder)