



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

**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 and with the supplemented Calling Notice published in the Official Gazette of Romania, Part IV, no. 1325 dated 25 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.	F	Ag	Ab
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.	F	Ag	Ab
Note: (a) In case of a For vote on both this item and item 2¹ below, the distribution of the profit for 2018 shall be approved in the form				



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

<p>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.</p> <p>(b) In case of a For vote on this item and an Against vote on item 2¹ below, 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.</p> <p>(c) In case of an Against vote on this item and a For vote on item 2¹ below, 14,280,000 lei of the 2018 profit shall be distributed as dividends, the remaining profit remaining not-distributed.</p> <p>(d) In case of an Against vote on both this item and on item 2¹ below, the 2018 profit remains not-distributed.</p>			
<p>2¹. To approve the distribution of 14,280,000 RON from the Company's carried over net profits for year 2018 as dividends.</p> <p>Note: (a) In case of a For vote on both this item and item 2 above, 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.</p> <p>(b) In case of an Against vote on this item and a For vote on item 2 above, 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.</p> <p>(c) In case of a For vote on this item and an Against vote on item 2 above, 14,280,000 lei of the 2018 profit shall be distributed as dividends, the remaining profit remaining not-distributed.</p>	F	Ag	Ab



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(d) In case of an Against vote on both this item and on item 2 above, the 2018 profit remains not-distributed.				
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: <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”). 	F	Ag	Ab
3.	The approval of the Company’s income and expenses budget and the activity program (including the investment program) for year 2019.	F	Ag	Ab
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.



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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: _____



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