

TMK's Europe GmbH's, shareholder of TMK-Artrom SA, proposal of draft resolution with respect to item 2 on the agenda of the Ordinary General Shareholders Meeting scheduled for 5 April 2019:

- "2. To approve 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, respectively 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 in the next year.

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 Capital Market Law and FSA Regulation 5/2018 as follows:

- 13 September 2019 shall be the record date set in accordance with Article 86(1) of the Capital Market Law (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")."

Based on the above proposal, the proposed draft of the Decision of the Ordinary General Meeting of Shareholders convened on 5 April 2019 will have the following content:

"DECISION NO. [...] OF THE ORDINARY GENERAL MEETING OF THE SHAREHOLDERS OF TMK – ARTROM S.A. 5 APRIL 2019

Today, 5 April 2019, at 11:00 was held the Ordinary General Meeting of the Shareholders of TMK - ARTROM S.A., at the company's headquarters located 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"),

According to the provisions of Companies Law no. 31/1990, as amended and republished (the "Companies Law" or "Law 31/1990"), the provisions of Law no. 24/2017 on issuers of financial instruments and market operations ("Capital Market Law"), the provisions of FSA Regulation no. 5/2018 regarding issuers of financial instruments and market operations and the provisions of the Company's Articles of Incorporation,

The shareholders owning a number of [...] shares representing [...] % of the Company's share capital attended the Ordinary General Meeting of the Shareholders. Consequently, the legal requirements for the Company's Ordinary General Meeting of the Shareholders to be held are fulfilled.

After discussing and voting each item on the agenda, the Ordinary General Meeting of the Company's Shareholders:

DECIDES

1. To approve 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. To approve 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, respectively 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 (ii) 38,900,950.13 lei will be carried over in the next year.

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 Capital Market Law and FSA Regulation 5/2018 as follows:

- 13 September 2019 shall be the record date set in accordance with Article 86(1) of the Capital Market Law (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. To approve the Company's income and expenses budget and the activity program (including the investment program) for year 2019;
 4. To approve the discharge of activity of the members of the Board of Directors for their activity during financial year 2018;
 5. To appoint the financial auditor [...], including to approve the value of the statutory audit services amounting to [...], for the audit of the financial statements for financial year 2019;
 6. To approve 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. To empower 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.

PRESIDENT OF THE COMPANY'S ORDINARY GENERAL MEETING OF THE SHAREHOLDERS

[...]

SECRETARY OF THE COMPANY'S ORDINARY GENERAL MEETING OF THE SHAREHOLDERS

[...]”