



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

No 102/162 from 17/09/2019

**Current Report**  
**In accordance with Law no. 24/2017 and**  
**of Regulation no. 5/2018 on issuers of financial instruments and market operation**

Date of the Report: 17 September 2019  
Name of the issuing entity: TMK- ARTROM S.A.  
Registered office: 30 Draganesti Street, Slatina, Olt, Romania  
Telephone/fax number: +40249436862/ +40249434330  
Registered in the Trade Register under no: J28/9/1991  
Tax Identification Number: RO1510210  
Unique Identifier at European Level (EUID): ROONRC.J28/9/1991  
Code LEI: 315700M25SMOU44FAN52  
Subscribed and paid up share capital: 291,587,538.34 RON  
Regulated market where the issued securities are traded: Bucharest Stock Exchange - STANDARD Category  
(market symbol ART)

Important events to be reported:

The Board of Directors of TMK-ARTROM SA convened on 17 September 2019 and decided to convoke the Ordinary General Meeting of Shareholders of TMK-ARTROM SA to take place on 24 October 2019 (or 25 October 2019, if on 24 October 2019 the quorum conditions imposed by the law and the articles of incorporation are not met) as follows:

**CALLING NOTICE**  
**of the**  
**EXTRAORDINARY GENERAL MEETING OF SHAREHOLDERS**  
**of**  
**TMK – ARTROM SA**

The BOARD OF DIRECTORS of 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, EUID: ROONRC.J28/9/1991, sole registration code 1510210 (the "Company" or "TMK-Artrom"), according to the provisions of Companies Law no. 31/1990, as further amended and republished (the "Companies Law"), the provisions of Law no. 24/2017 on issuers of financial instruments and market operations (the "Capital Market Law"), the provisions of FSA Regulation no. 5/2018 regarding issuers of financial instruments and market operations ("FSA Regulation 5/2018") and the provisions of Article 9 of the Company's Articles of Incorporation, convened on 17 September 2019,

CONVOKES

**The Extraordinary General Meeting of Shareholders** to take place on 24 October 2019, at 11:00 hours, at the Company's headquarters located at 30 Draganesti Street, Slatina, Olt County, Romania. In case the quorum conditions required by the law and by the Articles of Incorporation are not fulfilled on such date, the Extraordinary General Meeting of Shareholders is convened on 25 October 2019 at the same place, at 11:00 hours, and with the same agenda.

TMK EUROPEAN DIVISION Cod: FCU-01, Ed. 3 Rev. 3/2019



API:  
5CT-0440  
5L-0352

LR:  
ISO 9001  
ISO 14001  
ISO 45001

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

TUV CPR:  
EN 10210-1,2  
EN 10255

LR  
DNV-GL Rules  
RINA

LR:  
IATF 16949

In accordance with the provisions of Article 92(8) of the Capital Market Law, the Board of Directors sets as reference date for the Extraordinary General Meeting of Shareholders the date of 17 October 2019 (the "Reference Date"). The shareholders who, at the end of the day set as the Reference Date, are registered with Depozitarul Central SA as shareholders of the Company shall be, in accordance with the law, the only shareholders entitled to participate to and vote in the Extraordinary General Meeting of Shareholders irrespective whether the meeting is held on 24 October 2019, at 11:00 hours, as initially established, or on 25 October 2019, at 11:00 hours, in case a second meeting is required.

Considering the above, the provisions of the Articles of Incorporation of the Company and the relevant legal provisions in force, the Board of Directors proposes the following agenda for the Extraordinary General Meeting of Shareholders:

1. **Approval of the participation of the Company, in the next 5 years from the date of this decision, to any kind of awarding procedures (public tender, direct awarding, etc.) in the country or abroad (especially in Europe and the two Americas) for works in the field of constructions and/or energy infrastructure with a value of up to EUR 500,000,000 (or the equivalent in other currencies), individually or as a member (including leader) of an association without legal personality (e.g. joint venture, consortium etc.) with the execution period not to exceed 5 years. The Board of Directors has the right to decide on which awarding procedures the Company will participate within the limits provided above without the approval of the EGMS. In order for the Company to participate in such procedures and, in the case the Company or the association of which it is part is declared the winner, the Board of Directors will approve the conclusion of any contract with the other members of the association without legal personality (including for a duration of more than 1 year), if applicable, any contract with any subcontractors and third parties supporters, if any, obtaining any guarantees and insurance required for the participation in the awarding procedure and for the execution of the contract awarded, if necessary, the conclusion of the awarded contract and, in general, will approve the undertaking of all actions and measures necessary to participate in the respective awarding procedure and the conclusion and execution of the awarded contract without the approval of the EGMS, having the right to empower any person at its discretion for the negotiation and signing of all contracts and documents mentioned above.**
2. **Empowering Mr. Adrian Popescu, as director and chief executive officer 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 its discretion.**

Any shareholders holding, individually or together, at least 5% of the voting rights in the Company are entitled:

- i. To add new points on the agenda of the shareholders meeting, under the condition that each new point is to be justified or accompanied by a draft resolution as proposed to be adopted by the shareholders meeting; and
- ii. To submit draft resolutions for the points included or proposed to be included on the agenda of the shareholders meeting.

The shareholders may exercise the above mentioned rights within 15 days from the date of publication of the calling notice, respectively until 7 October 2019. These proposals shall be submitted in writing at the Company's registered office in accordance with the provisions of Article 117<sup>1</sup> of the Companies Law and Article 189 of FSA Regulation no. 5/2018.

According to the provisions of Article 198 from FSA Regulation 5/2018, each shareholder has the right to ask questions regarding the agenda of the meeting, until the latest on 7 October 2019. Such questions may be answered by the Company either by posting the relevant answers on the Company's website, [www.tmk-artrom.eu](http://www.tmk-artrom.eu), in a question-answer format, either during the Extraordinary General Meeting of the Shareholders, it being understood that for questions having the same content, a single general answer shall be provided by the Company.

Shareholders may be represented by other persons than the shareholders in the Extraordinary General Meeting of the Shareholders, based on general or special power of attorney according to Article 92 of the Capital Market Law. The English or Romanian versions of the special power of attorney shall be sent to the email address [office.slatina@tmk-artrom.ro](mailto:office.slatina@tmk-artrom.ro) (with an extended electronic signature) or they shall be deposited at the Company's headquarters until the latest on 22 October 2019, 11:00 hours for the Extraordinary General Meeting of Shareholders. Also, the shareholders have the right to vote by registered mail with confirmation of receipt, in which case they will send the vote on the items on the agenda by registered mail with confirmation of receipt at the Company's headquarters, the letters having to reach the Company's headquarters until the date mentioned above.

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The forms of the special powers of attorney in English and Romanian are available at the Company's headquarters and on the Company's website, starting with 24 September 2019.

The access of the shareholders/their representatives at the Extraordinary General Meeting of Shareholders will be made as follow:

- i. for natural persons shareholders, by presentation of an identity document;
- ii. for legal entities shareholders, the capacity of legal representative shall be evidenced by a trade registry excerpt issued by the trade registry in original or a copy certified for identity with the original or any other document, in original or a copy certified for identity with the original, issued by a competent authority in the state where the shareholder is legally registered, attesting to the capacity of legal representative. The documents certifying such person's capacity of legal representative of the legal entity shareholder will be issued no later than 3 months before the date of publication of the calling notice of the general meeting of the shareholders.

The documents certifying the capacity of legal representative drawn up in a foreign language other than English shall be accompanied by a Romanian or English translation performed by an authorized translator. The notarization or apostillation of the documents certifying the capacity of legal representative is not required.

The procedure mentioned above is applicable also for evidencing the capacity of legal representative of the shareholder proposing the supplementation of the agenda or asking questions regarding the points on the agenda of the general meeting of the shareholders.

- iii. for legal entities and natural persons shareholders who are represented by power of attorney, by presentation of the relevant power of attorney.

The documents that are submitted for discussion in the Extraordinary General Meeting of Shareholders can be obtained and/or consulted at the Company's headquarters or on the Company's website, [www.tmk-artrom.eu](http://www.tmk-artrom.eu), starting with 24 September 2019.

The vote by registered mail forms (in English and Romanian version) and the draft resolutions can be obtained and/or consulted at the Company's headquarters or on the Company's website, [www.tmk-artrom.eu](http://www.tmk-artrom.eu), starting with 24 September 2019.

Additional information can be obtained at the Company's headquarters or by telephone at number +40249/415051–Ms. Vaduva Cristiana.

**Chief Executive Officer  
ADRIAN POPESCU**



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