



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

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

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, sole registration code 1510210 (the "Company" or "TMK-Artrom"), according to the provisions of Law no. 31/1990 on companies, as further amended and republished (the "Companies Law"), the provisions of Law no. 24/2017 on issuers of financial instruments and market operations ("Law Capital Market Law"), the provisions of FSA Regulation no. 5/2018 regarding issuers of financial instruments and market operations and the provisions of Article 9 of the Company's Articles of Incorporation, convened on 1 March 2019,

**CONVOKES**

**The Extraordinary General Meeting of Shareholders** to take place on 5 April 2019, at 13:30 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, the Extraordinary General Meeting of Shareholders is convened on 8 April 2019 at the same place, at 13:30 hours, and with the same agenda.

In accordance with the provisions of Article 92, paragraph 8 of the Capital Market Law, the Board of Administration sets as reference date for the Extraordinary General Meetings of Shareholders the date of 28 March 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 5 April 2019, at 13:30 hours, as initially established, or on 8 April 2019, at 13:30 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. Confirm the execution of Addendum No. 11 to the Special Credit Conditions of Facility Agreement No. GRIM/38736/2013 dated 15.10.2013 (the "**UniCredit Facility Agreement**") by Mr. Adrian Popescu on 15 February 2019 through which the maturity of the relevant facilities has been extended as per the documents made available to the shareholders on the Company's website;
2. Approve the credit ceiling for year 2019 which includes both current credits (whether ongoing or whose maturity is to be or was extended in 2019) and new credits under negotiation which will be entered into during 2019 and new sources of financing necessary for the financing of the working capital in 2019, as detailed in the documents made available to the shareholders on the Company's website;
3. Approve the increase of the share capital of the Company as follows:
  - 3.1. the increase of the share capital with maximum RON 188,250,000, through cash contribution, from the current value of RON 291,587,538.34 to the maximum amount of RON 479,837,538.34,



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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

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RINA

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by issuance of maximum 75,000,000 new shares with the nominal value of RON 2.51 each, for the purpose of raising cash in order to reduce the debts of the Company;

- 3.2 As requested by the Capital Market Law and by ASF Regulation 5/2018:
- 07 May 2019 shall be the record date for the share capital increase, set in accordance with Article 86(1) of the Capital Market Law (the “**Record Date**”) and
  - 6 May 2019 shall be the ex-date for the share capital increase, set in accordance with ASF Regulation 5/2018 (the “**Ex-date**”); and
  - 8 May 2019 shall be the payment date for the share capital increase, set in accordance with Article 178(4) of ASF Regulation 5/2018 (the “**Payment Date**”).
- 3.3 the mechanism of determining the issuance price of the new shares shall be as per the documents made available to the shareholders on the Company’s website;
- 3.4 the share capital increase operation shall be made with the observance of the pre-emption rights of the Company’s shareholders registered with Depozitarul Central S.A. on the Record Date (date which determines who are the shareholders entitled to participate in the share capital increase operation pro rata with their holding in the Company’s share capital on such Record Date). The pre-emption rights period will be of one month. The exact dates of the pre-emption rights period will be determined by the Board of Directors according to the legal provisions and will be inserted in the share capital increase prospectus. The pre-emption rights are not tradeable.
- 3.5 the new shares not subscribed by the Company’s shareholders registered with Depozitarul Central S.A. on the Record Date within the pre-emption rights period shall be cancelled by decision of the Board of Directors.
- 3.6 empowering the Board of Directors to take all actions and measures and to perform any and all formalities necessary, recommended or advisable in order to implement the resolution regarding the share capital increase and to complete the share capital increase as detailed above, including but without limitation to the following operations:
- 3.6.1 Setting the details of the share capital increase operation such as the final number of the new shares to be issued, the issuance price of the new shares subscribed in the process of exercising the pre-emption right, the issuance premium, if the case, the number of pre-emption rights required for the subscription of 1 new share and the adjustment mechanism, when necessary, etc.;
- 3.6.2 Establishing the subscription mechanism and approving the details regarding the subscription procedure, including without limitation the content of the subscription form, the documents that need to accompany the subscription, payment methods etc.;
- 3.6.3 Preparing and approving the offering prospectus regarding the share capital increase operation with the observance of the national and European applicable legislation;
- 3.6.4 Fulfilling all necessary actions and formalities in relation to the implementation and registration of the share capital increase, including the negotiation, drafting and signing of any documents, submitting and retrieving any document and information, the issuance of any statements and decisions, representing the Company in relation to any authorities, regulators and registers in order to implement the share capital increase, including without limitation to: the competent Trade Registry, the Financial Supervisory Authority, Depozitarul Central S.A., the Bucharest Stock Exchange S.A.



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3.6.5 Ascertaining and validating the subscription results of the newly issued shares, cancelling the unsubscribed shares, if the case, establishing the amount by which the share capital is effectively increased;

3.6.6 Amending and updating the Company's Articles of Incorporation to reflect the share capital increase.

4. Approve the dividends distribution policy made available to the shareholders on the Company's website.
5. Approve the rules of the general meetings of shareholders made available to the shareholders on the Company's website.
6. 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 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 21 March 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 Regulation 5/2018, each shareholder has the right to ask questions regarding the agenda of the meeting, until the latest on 21 March 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 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 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 3 April 2019, 13:30 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.

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 5 March 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;



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- 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 1 March 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 5 March 2019.

**Additional information can be obtained at the Company's headquarters or by telephone at number +40729884537– Mrs Vaduva Andreea**

**CHAIRMAN OF THE BOARD OF DIRECTORS,**

**ZIMIN ANDREY**



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