



TMK-ARTROM S.A.

Draganesti Str. 30, Slatina, jud. OLT, Romania 230119
Tel: +40 (249) 436862, 434640, 434641
Fax: +40 (249) 434330, 437288
E-mail: office.slatina@tmk-artrom.eu www.tmk-artrom.eu
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

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, 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 29.05.2019,

CONVOKES

The Extraordinary General Meeting of Shareholders to take place on 4 July 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, the Extraordinary General Meeting of Shareholders is convened on 5 July 2019 at the same place, at 11:00 hours, and with the same agenda.

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 26 June 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 4 July 2019, at 11:00 hours, as initially established, or on 5 July 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. To revoke point 3 of decision no. 1 dated 5 April 2019 of the Extraordinary General Meeting of the Shareholders of TMK-Artrom regarding the approval of the increase of the share capital of the Company;
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



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

- 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 18 June 2019. These proposals shall be submitted in writing at the Company's registered office in accordance with the provisions of Article 117¹ 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 18 June 2019. Such questions may be answered by the Company either by posting the relevant answers on the Company's website, 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 (with an extended electronic signature) or they shall be deposited at the Company's headquarters until the latest on 2 July 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.

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 4 June 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.



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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, starting with 4 June 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, starting with 4 June 2019.

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

CHAIRMAN OF THE BOARD OF DIRECTORS,

ZIMIN ANDREY



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