



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 102/382 from 29/04/2020

Current Report

in accordance with Law no. 24/2017 on issuers of financial instruments and market operation and with Regulation no. 5/2018 on issuers of financial instruments and market operations

Date of the Report: 29 April 2020

Name of the issuing entity: TMK- ARTROM S.A.

Registered office: 30 Draganesti, 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 transacted: Bucharest Stock Exchange - STANDARD Category (market symbol ART)

Important events to be reported:

Decision of the Ordinary General Meeting of the Shareholders of TMK-Artrom S.A. of 29 April 2020

DECISION NO. 1 DATED 29 APRIL 2020 OF THE ORDINARY GENERAL MEETING OF THE SHAREHOLDERS OF TMK-ARTROM S.A.

Today, 29 April 2020, at 11:00, the Ordinary General Meeting of the Shareholders of TMK-ARTROM S.A. was held at the company's headquarters located 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 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 ("**Law 24/2017**"), the provisions of FSA Regulation no. 5/2018 regarding issuers of financial instruments

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

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and market operations (“**FSA Regulation 5/2018**”) and the provisions of the Company’s Articles of Incorporation,

The shareholders owning a number of 114,809,203 shares representing 98.8283% of the Company’s share capital attended the Ordinary General Meeting of the Shareholders or expressed their votes by mail. 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 2019 and the restated consolidated financial reports for the financial years 2017 and 2018 based on individual and consolidated management report of the Board of Directors with respect to years 2017, 2018 and 2019, including the Sustainability Report-the consolidated non-financial reporting, and on the independent financial auditor’s report for year 2019 and of the independent financial auditor’s report reissued for years 2017 and 2018.
2. To approve the report of the accounting losses for the year 2019.
3. To approve the Company’s income and expenses budget (including the credit ceiling, the prolongation of the credit agreements which expire during 2020 and the new financing sources necessary for the working capital, as detailed in Annex 1 to the present decision) and the activity program (including the investment program) for year 2020.
4. To approve the discharge of activity of the members of the Board of Directors for their activity during financial year 2019.
5. To appoint ERNST & YOUNG ASSURANCE SERVICES SRL as the financial auditor, including the approval of the value of the statutory audit services amounting to EUR 102,000, for the audit of the financial statements for financial year 2020.



6. To approve the total yearly remuneration for the independent directors of the Company for year 2020 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 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 this decision, being entitled to delegate such powers to another person at his discretion.

**CHIEF EXECUTIVE OFFICER
ADRIAN POPESCU**



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ANNEX 1

CEILING FOR THE CREDITS RECEIVED BY TMK-ARTROM S.A. FOR THE FINANCIAL YEAR 2020

The credit ceiling received by TMK-Artrom S.A. for the financial year 2020, included in the 2020 budget, approved according to point 3 of the decision of the ordinary general meeting of shareholders, is as follows:

1. BCR facilities, out of which:
 - i. Committed multi-product multi-currency facility (overdraft and the issuance of L/C and bank guarantees) with the maximum limit 20,000,000 EUR, subject to annual review, with the due date on 03.10.2021;
 - ii. Investment loan for a 7-year term in amount of 25,000,000 EUR, finally due on 07.11.2023, with quarterly equal instalment repayment, except two instalments due on 01.04.2020 and on 01.07.2020, which shall be repaid as a balloon at final maturity together with the loan instalment due on 07.11.2023;
 - iii. Promissory notes discounting line with the maximum limit of 2,000,000 RON and due on 31.10.2020, for which a 1-year extension will be requested;
 - iv. Reverse factoring agreement in amount of 70,000,000 RON and due on 30.09.2020, for which a 1-year extension will be requested.
2. Revolving credit facility in an aggregate amount of EUR 40,000,000 with an initial maturity date of 12 months from the execution date of the Facility Agreement and subject to maximum two extensions with final maturity date 16.04.2022, concluded with VTB BANK (EUROPE) SE, subject of annual review, for: a) general corporate purposes of the Borrower; b) financing of working capital needs of the Borrower; c) refinancing of existing indebtedness of the Borrower; d) trade finance operations of the Borrower.
3. TMK EUROPE GmbH loan in initial amount of 22,837,540,03 USD and 38,425.07 RON, with an outstanding balance of 17,037,540.03 USD on 01.01.2020, without reimbursement during 2020-2021 and with the final due date on 25.07.2025.
4. Leasing agreements in maximum amount of 1,600,000 EUR.

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