



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

**DECISION NO. [...] DATED [...] APRIL 2020**  
**OF THE ORDINARY GENERAL MEETING OF THE SHAREHOLDERS OF**  
**TMK-ARTROM S.A.**

Today, [...] 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 and market operations ("**FSA Regulation 5/2018**") 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 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.

**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

2. To approve the report of the accounting losses for the year 2019.
3. To approve the Company's income and expenses budget 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 [...] as the financial auditor, including the approval of the value of the statutory audit services amounting to [...], 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.

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

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[...]

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

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[...]



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