



S.C. T.M.K. - ARTROM S.A.

Draganesti Street , No. 30, 230119, SLATINA, OLT, ROMANIA

Tel: +40-249-436862,434640,434641; Fax: +40-249-434330; 437288 ; 431144

E-mail: office.slatina@tmk-artrom.ro; www.tmk-artrom.ro

J 28/9/1991; VAT No: RO 1510210/1992;

Subscribed Share Capital: 291.790.747, 94 lei

Paid Share Capital: 291. 476.491, 26 lei

CALLING NOTICE

of the

EXTRAORDINARY GENERAL MEETING OF SHAREHOLDERS

of

T.M.K.-ARTROM S.A.

T.M.K.-ARTROM S.A., a Romanian company having headquarters in 30 Draganesti Street, Slatina, Olt District, registered at Trade Registry under No. J28/9/1991, sole registration code 1510210 (the "Company").

Following the decision of the Board of Administrators taken on July 31, 2009 and in accordance with the provisions of the Companies' Law No. 31/1990, as published and amended (the "Companies' Law"), the Capital Market Law No. 297/2004 (the "Capital Market Law") and the Articles of Association of the Company,

THE BOARD OF ADMINISTRATORS OF THE COMPANY HEREBY CONVOKES

the Extraordinary General Meeting of Shareholders to take place on September 24, 2009, at 11.00 a.m., at the Company's headquarters situated in 30 Draganesti Street, Slatina, Olt District, with the following agenda:

1. Approval of the extension of credit facility in amount of 18400000 euro concluded between Banca Comerciala Romana as Lender, T.M.K.-ARTROM as Borrower and TMK-RESITA as Guaranter/co-debitor for a 12 month period, like overdraft credit facility irrevocable, reimbursable in an exclusive tranche on due term, in the following financing terms:
 - interest rate euribor 3 M and the margin rate 4% p.a.
 - facility fee 1% flat payable in quarterly installments , first installment payable on the prolongation date
 - commitment fee 1.5% per year
 - analyze fee 100 RON

And with the following securities:

- a) pledge on accounts credit balance of current accounts opened with BCR
- b) assignments of company's receivables presents and futures from the commercial agreement concluded between SC T.M.K.-ARTROM as a Seller and TMK Europe GmbH as a Buyer

Cod : FCU-01, Rev 4/2009



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ISO 14001
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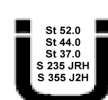
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- c) 1st rank mortgage with not sell, transfer, assign, lease or otherwise dispose of the whole or any substantial part of its assets consist in land and buildings having a surface of 197,762.78 sqm, having cadastral no. 1179, registered with the Land Book no. 2711 of the city of Slatina, Olt County, Draganesti Street no 30, owned by TMK-ARTROM S.A.
- d) 1st rank mortgage with not sell, transfer, assign, lease or otherwise dispose of the whole or any substantial part of its assets consist in land and buildings having a surface of 12.652 sqm, having cadastral no. 101/2, registered with the Land Book no. 2711 of the city of Resita, Caras Severin County, Traian Ialiescu Street no 36, owned by TMK-RESITA S.A.
- e) pledge without disposal over movable assets owned by TMK-ARTROM located in Draganesti street no.30 Slatina, olt County having cadastral no 1183 land Book no 2711:
 - hot mill line TPA
 - HTP mill TPA
 - undestructive ultrasounds controlling outfit
 - ASSEL aww 550 mill
 - Straightening machine D38-39 TTf Furnace
 - Pilger SKW 75
 - Central Heating Plant with induction
 - Heat treatment furnace
- f) pledge without disposal over movable Steel work assets owned by TMK-RESITA S.A.

2. Approval of the ceiling credit for financial instrument discounted in amount of 5000000 lei with BCR

3. Approval of the empowering of Mr. Adrian Popescu to sign the credit agreement, Amendments Securities Agreement and documents for Electronically Consign

4. Approval of the proposal to consider the date of October 12, 2009 as being the registration date with Depozitarul Central S.A. for the shareholders on whom the resolutions of the Extraordinary General Meeting of Shareholders shall have effects, in accordance to the provisions of Article 238 paragraph 1 of the Capital Market Law.

5. Approval of the decision to empower a person to sign in the name and on behalf of the shareholders of the Company the minutes of the Extraordinary General Meeting of Shareholders comprising the resolutions of the Extraordinary General Meeting of Shareholders and to perform any and all formalities which are necessary for the registration and execution of the resolutions of the Extraordinary General Meeting of Shareholders, including the representation in front of Trade

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Registry, Romanian National Securities Commission, Bucharest Stock Exchange and Depozitarul Central S.A.

The reference date is September 11, 2009 and only shareholders who are registered with Depozitarul Central S.A. on the reference date are entitled to attend and vote in the Extraordinary General Meeting of Shareholders.

If the quorum required by Companies' Law and the Articles of Association of the Company is not accomplished, the Extraordinary General Meeting of Shareholders is convoked on September 25, 2009 at the same place and hour, with the same agenda.

Starting from September 7, 2009 and until September 21, 2009, between 10.00 am and 4.00 p.m., documents and information related to the items on the agenda mentioned in the present calling notice, may be reviewed by the shareholders at the Company's headquarters in 30 Draganesti Street, Slatina, Olt District or can be provided to shareholders upon their written request and on their expense, according to the legal provisions in force.

The documents submitted for approval to the Extraordinary General Meeting of Shareholders, are available for consultation at the Company's headquarters or on the Company's web site: www.tmk-artrom.ro.

Further information may be obtained at telephone/fax +40-249-436862, 434640, 434641/+40-249-434330, 437288, 431144 starting from September 7, 2009, between 10.00 a.m. and 4.00 p.m.

In accordance to the provisions of Article 117¹ of Companies' Law the shareholders representing at least 5% of the voting rights within the Company may request the adding of additional matters on the agenda of the Extraordinary General Meeting of Shareholders. Any such additional matters shall be notified in writing to the headquarters of the Company within maximum 15 (fifteen) days from the publication of the present call notice.

In accordance with the provisions of Article 243 paragraph 3 of the Capital Market Law, the shareholders may be represented at the Extraordinary General Meeting of Shareholders by other individuals (except for the members of the Board of Administration) empowered through a special power of attorney, which shall be

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submitted in original at the Company's headquarters prior to the meeting. Legal entities may participate at the meeting through their legal representatives or may be represented by other individuals than shareholders (except for the members of the Board of Administration) empowered through a special power of attorney which shall be submitted in original at the Company's headquarters prior to the meeting.

The form of the special power of attorney can be obtained from the Company's headquarters starting from September 7, 2009 and until September 21, 2009, between 10.00 a.m. and 4 p.m or may be downloaded from the Company's website.

The participation at the Extraordinary General Meeting of Shareholders shall be made by the shareholders and their representatives based on their identity documents (identity card for the Romanian citizens and passport for the foreign citizens).

PRESIDENT OF THE BOARD OF ADMINISTRATION

Sergey Ashin

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