



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

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

Tel: +40-249-436862(top management),434640,434641; Fax: +40-249-434330; 437288

E-mail: [office.slatina@tmk-artrom.ro](mailto:office.slatina@tmk-artrom.ro); [www.tmk-artrom.ro](http://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

**The Board of Directors of TMK-ARTROM, according to the provisions of Law no. 31/1990, with further modifications and additions, and of article 9 of the company's Articles of Association**

## **CONVENES**

**The Ordinary and Extraordinary General Meeting of Shareholders** from TMK-ARTROM S.A., on April 27, 2010, 11<sup>00</sup> and 13<sup>30</sup> hours respectively, at the company's headquarters in Slatina, Draganesti Street, no. 36, Olt county.

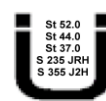
In case the quorum conditions required by the law and the Articles of Association are not fulfilled, The Ordinary and Extraordinary General Meetings are convened on April 28, 2010 at the same place and same hours 11<sup>00</sup> and 13<sup>30</sup> hours respectively.

According to paragraph 2 of article 123 from the Law no. 31/1990 concerning commercial companies, modified and completed, the reference date for the Ordinary and Extraordinary General Meeting's convening is the day of Monday, April 13, 2010, all shareholders registered in the Shares Registry of The Central Depository S.A. at the end of this day being capable of attending the meeting.

**The agenda proposed by the Board of Directors for the Ordinary General Meeting is as follows:**

1. Approval of the administration report of the Board of Directors for the year 2009.
2. Approval of the independent financial auditors' report for 2009.
3. Approval of the balance sheet for the year that ended on 31.12.2009, the profit and losses account, and the other financial statements drawn for the year 2009.
4. Approval of the financial dispense for the activity of the Board of Directors' members, and the relief for the task management for the financial exercise of the year 2009.

*Cod : FCU-01, Rev 5/2009*



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5CT-0440  
5L-0352

AD-2000 W0 /W4  
TRD 100/102,  
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PED 97/23/EC

EN 10210-1, 2  
EN 10255

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DIN 1629  
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5. Approval for the budget of income and expenses and for the activity programme of the company in the 2010 financial exercise.
6. Debate and approval of the investment programme for the year 2010.
7. To take act of Mr. Dmitry Chernichenko resignation from the position of member of Board of Directors. To approve the financial dispense for Mr. Dmitry Chernichenko activity. To choose a new member to fill the vacant place in Board of Directors because Mr. Dmitry Chernichenko resignation
8. Establishing, according to art. 238 of the Law no. 297/2004 concerning the capital market, the date of May 14, 2010 as registration date of the shareholders on which the effects of the Ordinary General Meeting's resolutions will occur.

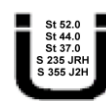
### The agenda for the Extraordinary General Meeting as it was proposed by the Board of Directors is as follows:

**I.** Approval of the credit ceiling for the company during the 2010 financial exercise, according to the approved budget of incomes and expenses.

- loans from BCR, from which:

- i. Overdraft line credit in amount of 18.400.000 euro due on 29.07.2010 following to be prolonged for another year till 29.07.2011
- ii. Loan investment in outstanding amount of 8.254.700 euro on 31.12.2009 with reimbursments in amount of 8,254,700 euro during the year 2010 last installment being in september 2010
- iii. Credit ceiling on financial instruments in amount of 5.000.000 lei due on 20.10.2010 following to be prolonged for another year till 20.10.2011

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- factoring and credit on financial instrument ceiling in amount of 19.000.000 lei from Credit Europe Bank, Banca Transilvania and BRD Societe Generale according to the limits approved by each bank in part not going beyond the ceiling
- intragroup loans in amount of 101.850.348 usd and 3.550.000 euro
- temporary loans during the year 2010 in amount of maximum 5.885.842 euro form banks or intragroup companies for financing TMK-RESITA circulating assets increase.

**II.** approval of the granting of temporary loans during the year 2010 in amount of 5.885.842 euro by T.M.K.-ARTROM to TMK-RESITA with the carrying by TMK-RESITA of the financial expenses or other expenses paid by T.M.K.-ARTROM S.A.

**III.** Establishing, according to art. 238 of the Law no. 297/2004 concerning the capital market, the date of May 14, 2010 as registration date of the shareholders upon which the resolution effects of the Extraordinary General Meeting of the Shareholders will occur.

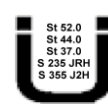
The requests for introduction of new points on the agenda, made by shareholders of at least 5% of the voting rights can be deposited according to article 117<sup>1</sup> of the Law no. 31/1990, with further modifications and additions, at the company's headquarters in a maximum of 15 days from the publishing of the convening notice.

Representation of the shareholders in the General Assembly may be done also by other persons than shareholders, members of the Board being excluded, on the basis of a special power of attorney, according to paragraph 3 of article 243 from the Law no. 297/2004 concerning the capital market. Legal entities may participate at the meeting through their legal representatives or other persons, either shareholders on the basis of special power of attorney, or other persons than shareholders, on the basis of an authentic proxy. After completion and signing, the proxies shall be deposited the company's headquarters, until the latest 11:00 for Ordinary Shareholders Meeting and 13:30 hours respectively for Extraordinary Shareholders Meeting, on April 23, 2010.

The power of attorney forms will be available at the company's headquarters or downloadable from the company's website, starting with March 29, 2010.

The materials that are submitted to the debates of the Ordinary and Extraordinary General Meeting of Shareholders can be accessed at the company's headquarters or on the company's website, [www.tmk-artrom.ro](http://www.tmk-artrom.ro) beginning with March 22, 2010. The auditor's report will be available beginning with 15 days before the date of the Ordinary and Extraordinary General Meeting.

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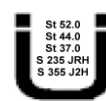
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Additional information can be obtained at the company's headquarters, or through phone 0249/434640 Cristiana Vaduva"

PRESIDENT OF THE BOARD OF DIRECTORS

Serghey Ashin

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