

**S.C.TMK - ARTROM S.A.**

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E-mail: [office.slatina@tmk-artrom.eu](mailto:office.slatina@tmk-artrom.eu); [www.tmk-artrom.eu](http://www.tmk-artrom.eu)  
J 28/9/1991; VAT No: RO 1510210/1992;  
Subscribed and Paid Share Capital: 291.587.538, 34 lei

*Informal English Translation*

**CALLING NOTICE**

**of the**

**ORDINARY AND EXTRAORDINARY GENERAL MEETING OF SHAREHOLDERS**

**of**

**TMK – ARTROM S.A.**

BOARD OF ADMINISTRATION of TMK-ARTROM SA, a company whose registered office is 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 Law no. 31/1990, as amended and republished (the "Companies Law"), the provisions of Law no. 297/2004 on capital markets (the "Capital Market Law") and the provisions of Article 9 of the Company's Articles of Association, gathered on 27 February 2013

**CONVENES**

The Ordinary and Extraordinary General Meeting of Shareholders to take place on 26 April 2013 at 11:00 hours, respectively 13:00 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 the by the Articles of Association are not fulfilled, the Ordinary and Extraordinary General Meeting are convened on 27 April 2013 at the same place and same hours, 11:00 hours, respectively 13:00 hours.

In accordance with the provisions of Article 123, paragraph 2 of the Companies Law, the Board of Administration sets as reference date for these Ordinary and Extraordinary General Meeting of Shareholders the date of 28 March 2013 (the "Reference Date"). The shareholders that, at the end of day of the Reference Date, appear registered with Depozitarul Central SA as shareholders of the Company shall be, in accordance with the law, the only shareholders entitled to participate and vote in the Ordinary and Extraordinary General Meeting of Shareholders whether or not such meetings are held on 26 April 2013 or on 27 April 2013, in case a second meeting is required.

Considering the above, the provisions of the Articles of Association of the Company and the relevant legal provisions in force, the Board of Administration proposes the following agenda for the Ordinary General Meeting of Shareholders:

1. To approve the administration report of the Board of Administration for the year 2012;
2. To approve the financial auditors' report for the year 2012;

*Cod: FCU-01, Ed.2 Rev. 8/2012*

3. To approve the individual financial statements drawn up in accordance with IFRS for the financial year of 2012 and the proposal of the Board of Administration regarding the distribution of the profit to the reserve fund and for covering the account losses of the previous years;
4. To approve the discharge of activity for the members of the Board of Administration for the financial year of 2012;
5. To approve the incomes and expenses budget and the activity program for the year 2013;
6. To debate and approve the investment schedule for the year of 2013;
7. To approve the credit limits for the year of 2013;
8. To approve the resignation of Mr. Kiril Marcenko and of Mr. Evgeny Makarov from the position of member of the Board of Administration and approve the new Board of Administration for a 4 years term;

Also, the applications related to the two positions of member of the Board of Administration may be submitted to the headquarters of the Company until 22 March 2013, 14:00 hours.

List of the proposed candidates, as well as the information related to the name, domicile and professional qualifications of the persons proposed for the positions of member of the Board of Administration of the Company may be consulted at the Company's headquarters or on the Company's website, [www.tmk-artrom.eu](http://www.tmk-artrom.eu).

9. To elect and approve the financial auditor due to the expiry of the agreement;
10. To establish, according to art. 238 of Law 297/2004 on capital markets, the date of 16 May 2013 as the registration date for the shareholders who benefit of the resolutions of the Ordinary General Meeting of Shareholders taken, convened hereby;
11. To empower a person to perform all the necessary formalities related to the publication and registration of such decision.

Considering the above, the provisions of the Articles of Association of the Company and the relevant legal provisions in force, the Board of Administration proposes the following agenda for the Extraordinary General Meeting of Shareholders:

1. The modification of the Articles of Association

As result of the modification of the Board of Administration TMK-Artrom S.A., the approval of the Articles of Association of the Company regarding the structure of the Board of Administration approved by the Ordinary General Meeting of the Shareholders, as well as the approval of the updated version of the Articles of Association of the Company;

2. To establish, according to art. 238 of Law 297/2004 on capital markets, the date of 16 May 2013 as the registration date for the shareholders who benefit of the resolutions of the Extraordinary General Meeting of Shareholders taken, convened hereby;

3. To empower a person to perform all the necessary formalities related to the publication and registration of such decision.

Any shareholders holding, individually or together, at least 5% of the voting rights in the Company are entitled:

- i. To propose the supplementation of the agenda of the shareholders meeting, as such is detailed above, subject to justifying the new points on the agenda;
- ii. To submit draft resolutions for the points included or to be included on the agenda.

Such proposals shall be submitted in writing at the Company's headquarters by 20 March 2013, in accordance with the provisions of Article 117<sup>1</sup> of the Companies Law and Article 7 of Regulation no. 6/2009 on the exercise of certain rights of shareholders at the general meeting of shareholders of commercial companies ("Regulation 6/2009").

According to the provisions of Article 13 from the Regulation 6/2009 each shareholder has the right to ask questions regarding the agenda of the meeting, until the latest 28 March 2013. Such questions may be answered by the Company either by posting the relevant answers on the Company's website, [www.tmk-artrom.eu](http://www.tmk-artrom.eu), in a question-answer format either during the General Meeting of Shareholders, it being understood that for the questions having the same content, a single general answer shall be provided by the Company.

According to paragraph 3 of Article 243 of the Capital Markets Law, shareholders may also be represented at the Ordinary and Extraordinary General Meeting of Shareholders by other persons than shareholders, except for the members of the Board of Administration on the basis of a special power of attorney. The English and Romanian version of the power of attorney shall be sent to the email address [office.slatina@tmk-artrom.ro](mailto:office.slatina@tmk-artrom.ro) or submitted at the Company's headquarters until the latest 19 April 2013, 11:00 hours for Ordinary General Meeting of Shareholders and 13:00 hours for Extraordinary General Meeting of Shareholders. Also, the shareholders have the right to vote by registered mail delivered at the Company's headquarters, until the above mentioned date.

The forms of the special powers of attorney in English and Romanian version are available at the Company's headquarters and on the Company's website, starting with 23 March 2013.

The access of the shareholders/their representatives at the Ordinary and Extraordinary General Meeting of Shareholders will be made as follows:

- (i) for shareholders - natural persons, by presentation of an identification document;
- (ii) for shareholders - legal entities and for shareholders - natural persons who are represented by power of attorney, by presentation of the relevant power of attorney.

Vote by registered mail forms (in English and Romanian version), draft resolution, the documents that are submitted for discussion in the Ordinary and Extraordinary General Meeting of

Shareholders can be accessed at the Company's headquarters or on the Company's web-site, [www.tmk-artrom.eu](http://www.tmk-artrom.eu) , starting with 23 March 2013.

Additional information can be obtained at the Company's headquarters or at the telephone number 0249/434640 – Mrs. Cristiana Vaduva.

**CHAIRMAN OF THE BOARD OF ADMINISTRATION,**

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**JOSEF MAROUS**