

**TMK-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.eu; 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 06 March 2014

CONVENES

The Ordinary General Meeting of Shareholders to take place on 28 April 2014 at 11:00 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 by the Articles of Association are not fulfilled, the Ordinary General Meeting is convened on 29 April 2014 at the same place, the same hour (11:00 hour) and with the same agenda; and

The Extraordinary General Meeting of Shareholders to take place on 28 April 2014 at 13:30 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 by the Articles of Association are not fulfilled, the Extraordinary General Meeting is convened on 29 April 2014 at the same place, the same hour (13:30 hour) and with the same agenda.

In accordance with the provisions of Article 243, paragraph 4 of the Capital Markets Law, the Board of Administration sets as reference date for the Ordinary and Extraordinary General Meetings of Shareholders the date of 8 April 2014 (the "Reference Date"). The shareholders who, at the end of the day set as the Reference Date, are registered with Depozitarul Central SA as shareholders of the Company shall

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be, in accordance with the law, the only shareholders entitled to participate to and vote in the Ordinary and the Extraordinary General Meeting of Shareholders irrespective whether the meetings are held on 28 April 2014 or on 29 April 2014, 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 2013;**
2. **To approve the financial auditors' report for the year 2013;**
3. **To approve the individual financial statements drawn up in accordance with IFRS for the financial year of 2013 and the proposal of the Board of Administration regarding the distribution of the profit to the reserve fund and for covering the account loses of the previous years;**
4. **To approve the discharge of activity for the members of the Board of Administration for the financial year of 2013;**
5. **To approve the incomes and expenses budget and the activity program for the year 2014;**
6. **To debate and approve the investment schedule for the year of 2014;**
7. **To approve the credit limits for the year of 2014;**
8. **To elect and approve the financial auditor due to the expiry of the agreement;**
9. **To acknowledge the waiver by Mrs. Barionva Snezhana to her mandate as administrator of the Company and the appointment, in her place, of another person to act as administrator, member of the Board of Administrators, for a mandate of 4 years from the appointment date, till 28th of April 2018;**
10. **The extension of the mandate of all members of the Company's Board of Administrators till 28th of April 2018, so that such extended mandate to expire at the same time with the mandate of the administrator appointed according to point 9 above;**



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11. **To establish, according to art. 238 of Law 297/2004 on capital markets, the date of 19 May 2014 as the registration date for the shareholders who benefit of the resolutions of the Ordinary General Meeting of Shareholders convened hereby;**
12. **To empower Mr. Adrian Popescu as CEO, 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 amendment of the Constitutive Act of the Company

Following the modifications in the membership of the Board of Administrators of the Company and the duration of the administrators' mandate, the amendment of the Constitutive Act of the Company is approved as regards the membership of the Board of Administrators as voted in the Ordinary Shareholders Meeting and the prolongation of the administrators' mandate and management board's mandate till 28th of April 2018, as well as the updated version of the Constitutive Act of the Company.

2. **Empowering Mr. Adrian Popescu, as CEO, to sign the updated form of the Constitutive Act of the Company modified according to the above.**
3. **To establish, according to art. 238 of Law 297/2004 on capital markets, the date of 19 May 2014 as the registration date for the shareholders who benefit of the resolutions of the Extraordinary General Meeting of Shareholders convened hereby;**
4. **To empower Mr. Adrian Popescu as CEO 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:



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- i. To add new points on the agenda of the shareholders meeting, subject to each point being accompanied by justifications or of a decision draft as proposed to be adopted by the shareholders meeting; and
- ii. To submit draft resolutions for the points included or proposed to be included on the agenda of the shareholders meeting.

Such proposals shall be submitted in writing at the Company's headquarters by 26 March 2014, in accordance with the provisions of Article 117¹ 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"). The proposals shall also include information on the name, place of domicile and professional qualification for the persons proposed for the position of administrators, if the case may be.

According to the provisions of Article 13 from Regulation 6/2009 each shareholder has the right to ask questions regarding the agenda of the meeting, until the latest on 30 March 2014. Such questions may be answered by the Company either by posting the relevant answers on the Company's website, www.tmk-artrom.eu, in a question-answer format, either during the General Meetings of Shareholders, it being understood that for 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 be represented at the Ordinary and the Extraordinary General Meetings of Shareholders also by other persons than the shareholders, on the basis of a special power of attorney. The English and Romanian version of the special power of attorney shall be sent to the email address office.slatina@tmk-artrom.ro (with an extended electronic signature) or they shall be deposited at the Company's headquarters until the latest on 26 April 2014, 11:00 hours for the Ordinary General Meeting of Shareholders and until the latest on 26 April 2014, 13:30 hours for the Extraordinary General Meeting of Shareholders. Also, the shareholders have the right to vote by registered mail with confirmation of receipt delivered at the Company's headquarters until the above mentioned date.

The forms of the special powers of attorney in English and Romanian are available at the Company's headquarters and on the Company's website, starting with 27 March 2014.



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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 identity document;
- ii. for shareholders- legal entities, the legal representative status is evidenced by a Trade Registry's certificate, submitted in original or certified copy, or any other document in original or in certified copy, issued by a competent authority from the country in which the shareholder is legally registered, attesting the capacity of legal representative. The documents certifying the legal representative status for the shareholder-legal entity will be issued no earlier than 3 months prior to the publication of the shareholders meeting convocation.

The documents certifying the legal representative status for legal entities drawn up in a foreign language other than English shall be accompanied by a Romanian or English translation, performed by an authorized translator. The notarization or apostillation of the documents certifying the legal representative status is not required.

The procedure mentioned above is applicable also for evidencing the legal representative status for the shareholder proposing the supplementation of the agenda or asking questions regarding the points on the agenda of the general meeting of the shareholders.

- iii. for shareholders - legal entities and for shareholders - natural persons who are represented by power of attorney, by presentation of the relevant power of attorney.

The deadline for submission of proposals for nomination as a member of the Board of Directors is 26 March 2014.

Vote by registered mail forms (in English and Romanian version), the draft resolutions, the documents that are submitted for discussion in the Ordinary and Extraordinary General Meeting of Shareholders, including the list of proposed candidates, as well as information on the names, place of domicile and professional qualification of the persons proposed for the position of member of the Board of Administrators of the Company, can be obtained and/or consulted at the Company's headquarters or on the Company's website, www.tmk-artrom.eu, starting with 27 March 2014.

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

CHAIRMAN OF THE BOARD OF DIRECTORS,

JOSEF MAROUS