

**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](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

**DECISION No. [.....]**  
**OF THE EXTRAORDINARY GENERAL MEETING OF SHAREHOLDERS OF**  
**TMK - ARTROM S.A.**

**28 APRIL 2014**

Today, **28 April 2014**, at 13.30 p.m. was held the Extrordinary General Meeting of Shareholders of TMK - ARTROM S.A., at the Company's headquarters located 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

The shareholders owning a number of [.....] shares representing [.....]% of Company's share capital attended the Extrordinary General Meeting of the Shareholders. The legal requirements for the Extrordinary General Meeting of the shareholders to be hold are fulfilled.

After discussing and voting each item on the agenda, the Extrordinary General Meeting of the Shareholders

**DECIDES**

1. The modification of the Constitutive Deed of the Company as a result of the modification regarding the members of the Board of Administrators of the Company voted by the Ordinary Meeting of the Shareholders and the prolongation of the administrators' mandate and management board's mandate until 28 April 2018. The updating of the Constitutive Deed of the Company with all the modifications included;
2. Empowering Mr. Adrian Popescu, as CEO, to sign the updated form of the Constitutive Act of the Company modified according to the above.

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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.

PRESIDENT OF THE EXTRAORDINARY GENERAL MEETING OF THE  
SHAREHOLDERS

\_\_\_\_\_  
Mr. [...]

SECRETARY OF THE EXTRAORDINARY GENERAL MEETING OF THE  
SHAREHOLDERS

\_\_\_\_\_  
Mr. [...]