

**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

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**DECISION NO. [.....]**  
**OF THE ORDINARY GENERAL MEETING OF THE SHAREHOLDERS**

**TMK – ARTROM S.A.**

**28 APRIL 2014**

Today, **28 April 2014**, at 11.00 a.m. was held the Ordinary 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 Ordinary General Meeting of the Shareholders. The legal requirements for the Ordinary General Meeting of the shareholders to be hold are fulfilled.

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

**DECIDES**

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 accounting profit of year 2013, in amount of 11.821.386 lei, to the reserve fund of the amount of 656.186 lei, under the Law 31/1990, at least 5% from annual gross profit ( but no more than 20% of capital) and the difference of 11.165.200 lei to cover the accounting losses from previous years and proposes accounting losses carried forward from the transition to IFRS and

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application of first adoption of IAS 29 existing in the balance as at 31.12.2013 in total amount of 23.287.564 lei ( $9.592.283 + 13.695.281 = 23.287.564$  lei:

- Retained earnings representing surplus from revaluation reserves in the years 2004 2006 that were not recognized for tax purposes (change destination are taxable) in the amount of 5.239.743 lei included in the deemed cost to the transition to IFRS restated 1.01.2011;
  - Retained earnings representing surplus from revaluation reserves since 1.01.2004 taxable in the tax statement according to the OUG 34/2009 since 1.05.2009, elements as taxable income (2012+2013) in amount of 11.888.902 lei included in the deemed cost to the transition to IFRS restated 1.01.2011
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, the duration of the financial audit contract [.....] years;
  9. To acknowledge the waiver by Mrs. Barionva Snezhana to her mandate as administrator of the Company and the appointment, in her place, of [.....] 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;
  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.



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PRESIDENT OF THE ORDINARY GENERAL MEETING OF THE SHAREHOLDERS

Mr. [...]

SECRETARY OF THE ORDINARY GENERAL MEETING OF THE SHAREHOLDERS

Mr. [...]