

POWER OF ATTORNEY

Name of the shareholder, identified in the Shareholder's Registry with ID Card/Unique Registration Code having his/its domicile/headquarters in holding shares issued by TMK-ARTROM S.A., which gives me the right to a number of votes in the General Meeting of Shareholder, I hereby appoint domiciled in Bucharest, District 5,No. Street, building entrance apartment identified with ID series, no..... as my representative at the Ordinary General Meeting of the Shareholders of TMK-ARTROM S.A. which will take place on **28 April 2014** at **11:00 a.m.**, at the company's headquarters located at 30 Draganesti street, Slatina, Olt County, or on **29 April 2014**, at the same place and time and with the same agenda, in case the first one is not held, in order to exercise the voting rights related to my shares as registered with the Shareholders' Registry of Depozitarul Central S.A. at the end of day of **8 April 2014**, as follows:

ORDINARY GENERAL MEETING OF SHAREHOLDERS	VOTING:		
	For	Against	Abstention
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;			

ORDINARY GENERAL MEETING OF SHAREHOLDERS	VOTING:		
	For	Against	Abstention
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 vote is secret, according to Article 130, Paragraph 2 of the Companies Law; the representative will vote according to the instructions attached to this power of attorney.			
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, until 28 April 2018- the vote is secret, according to Article 130, Paragraph 2 of the Companies Law; the representative will vote according to the instructions attached to this power of attorney.			
10. - The extension of the mandate of all members of the Company's Board of Administrators until 28 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.			

Hereby, I empower the above mentioned representative in order to discretionally vote the matters that have not been identified and included in the agenda of the meeting until the date of this power of attorney.

Date

(name, surname of the shareholder written in capital letters)

.....
(signature of the shareholder)