



**TMK-ARTROM S.A.**

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J 28/9/1991; VAT No. RO 1510210/1992  
Subscribed and Paid Share Capital: 291.587.538,34 lei

**BALLOT FORM FOR MAIL VOTING**  
**ORDINARY GENERAL MEETING OF SHAREHOLDERS**  
**TMK-ARTROM S.A.**

**Date: 28 April 2015**

**Time: 11:00 a.m.**

**Place: 30 Draganesti Street, Slatina, Olt County, Romania**

In accordance with the Calling Notice published in the Official Gazette of Romania no. 1339, Part IV dated 13 March 2015.

Name and Forename of the individual shareholder / name of the legal entity shareholder:

\_\_\_\_\_

Name and Forename of the legal representative of the shareholder – legal entity:

\_\_\_\_\_

Identification data of the Romanian individual shareholder: ID Card series \_\_\_\_\_ no. \_\_\_\_\_ issued by \_\_\_\_\_ on \_\_\_\_\_ personal identification number \_\_\_\_\_

Identification data of the foreign individual shareholder: Passport series \_\_\_\_\_ issued by \_\_\_\_\_ on \_\_\_\_\_ and valid until \_\_\_\_\_

Registration number at the Trade Registry for the legal entity shareholder \_\_\_\_\_

Identification fiscal code for the legal entity shareholder \_\_\_\_\_

Number of shares held at the reference date, 8 April 2015 \_\_\_\_\_

Number of votes \_\_\_\_\_

## AGENDA

1.	To approve the administration report of the Board of Administrators for the year 2014;	F	Ag	Ab
2.	To approve the financial auditors' report for the year 2014;	F	Ag	Ab
3.	To approve the individual financial statements drawn up in accordance with IFRS for the financial year of 2014 and the proposal of the Board of Administrators regarding the distribution of the profit to the reserve fund, other reserves for reinvested profit, for covering the account loses of the previous years and reporting the difference of undistributed profit;	F	Ag	Ab
4.	To approve the discharge of activity for the members of the Board of Administrators for the financial year of 2014;	F	Ag	Ab
5.	To approve the incomes and expenses budget and the activity program for the year 2015;	F	Ag	Ab
6.	To debate and approve the investment schedule for the year of 2015;	F	Ag	Ab
7.	To approve the credit limits for the year of 2015 and the extension of credit agreements which expire in 2015 ;	F	Ag	Ab
8.	To elect and approve the financial auditor due to the expiry of the agreement;	F	Ag	Ab
9.	To acknowledge the waiver by Mr Josef Marous to his mandate as administrator of the Company and the appointment, in his 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 2019;	F	Ag	Ab
10.	To approve the proposal of the majority shareholder TMK-EUROPE GmbH as to appoint Mrs. Olga Nikolaeva, Russian citizen, identified with Passport series 53 no. 0433456 issued by Russian Ministry of Foreign Affairs on 16.08.2013 and valid until 16.08.2023, as member of the Board of Administrators.	F	Ag	Ab
11.	The election of the Chairman of the Board of Administrators  The majority shareholder, TMK-EUROPE GmbH, proposed the appointment of Mr	F	Ag	Ab

<b>Zimin Andrey, Russian citizen, born on 24 March 1980 in Tyumen, identified with Passport series 53 no. 0513655 issued by Russian Ministry of Foreign Affairs on 10.01.2014 and valid until 10.01.2024, domiciled in Russia, Moscow, 7 Krolenko Street, no.7, building 1, apartment 9, as Chairman of the Board of Administrators.</b>				
<b>12.</b>	<b>The extension of the mandate of all members of the Company's Board of Administrators till 28<sup>th</sup> of April 2019, so that such extended mandate to expire at the same time with the mandate of the administrator appointed according to point 9 above and the extension of the mandate of all members of the Board of Directors until 29 April 2019 ;</b>	<b>F</b>	<b>Ag</b>	<b>Ab</b>
<b>13.</b>	<b>To establish, according to art. 238 of Law 297/2004 on capital markets, the date of 19 May 2015 as the registration date for the shareholders who benefit of the resolutions of the Ordinary General Meeting of Shareholders convened on 28 April 2015 and the date of 18 May 2015 as "ex date" according to art. 5 point 11 of CNVM Regulation no. 6/2009 and ASF Decision no. 1430/2014;</b>	<b>F</b>	<b>Ag</b>	<b>Ab</b>
<b>14.</b>	<b>To empower Mr. Adrian Popescu, as CEO, to perform all the necessary formalities related to the publication and registration of such decision.</b>	<b>F</b>	<b>Ag</b>	<b>Ab</b>

I hereby declare that, if the conditions required by law and by TMK-ARTROM's constitutive deed are not met, this vote is also valid for the extraordinary general meeting of shareholders convened on 29 April 2015 at the company's headquarters at 1:30 p.m.

I declare that I have acknowledged and I consent for the voting procedure sent to me along with the hereby ballot. In addition, by executing this ballot, the signatory takes full and exclusive responsibility for the content and authenticity of its quality and for his signature.

\_\_\_\_\_  
Name and Forename of the signatory

(to be written with capital letters)

\_\_\_\_\_  
Signature

Date: \_\_\_\_\_