

SPECIAL POWER OF ATTORNEY

Name / Legal entity of shareholder
.....
identified in the Register of Shareholders with Identity Card/ Unique Registration Code..... domiciled in / registered office in holder of..... shares issued by the company TMK-ARTROM S.A, that give me voting rights in the General Meeting of Shareholders, I hereby give power of attorney to.....from.....,
Street....., no.....floor.....ap.....identified with Identity Documentseries.....no....., to represent the Undersigned in the Ordinary General Meeting of the Shareholders of TMK-ARTROM S.A. that will take place on 28.04.2015 at 11.00 hours, at the Company's headquarters located at 30 Draganesti St., Slatina, Ilt County, Romania, or on 29.04.2015, in case the first meeting could not be held, to exercise my vote right corresponding to my shares registered with the Register of Shareholders of SC Central Depository, by the end of 08.04.2015, as follows:

EXTRAORDINARY GENERAL MEETING OF THE SHAREHOLDERS	VOT:		
	For	Against	Abstention
1. To approve the administration report of the Board of Administrators for the year 2014;			
2. To approve the financial auditors' report for the year 2014;			
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 losses of the previous years and reporting the difference of undistributed profit;			

EXTRAORDINARY GENERAL MEETING OF THE SHAREHOLDERS		VOT:		
		For	Against	Abstention
4.	To approve the discharge of activity for the members of the Board of Administrators for the financial year of 2014;			
5.	To approve the incomes and expenses budget and the activity program for the year 2015;			
6.	To debate and approve the investment schedule for the year of 2015;			
7.	To approve the credit limits for the year of 2015 and the extension of credit agreements which expire in 2015 ;			
8.	To elect and approve the financial auditor due to the expiry of the agreement;			
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;			
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			
11.	<p>The election of the Chairman of the Board of Administrators</p> <p>The majority shareholder, TMK-EUROPE GmbH, proposed the appointment of Mr. Zimin Andrey, Russian citizen, born on 24 March 1980 in Tyumen, identified with Passport series 53 no.</p>			

EXTRAORDINARY GENERAL MEETING OF THE SHAREHOLDERS		VOT:		
		For	Against	Abstention
	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.			
12.	The extension of the mandate of all members of the Company's Board of Administrators till 28 th 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;			
13.	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;			
14.	To empower Mr. Adrian Popescu, as CEO, to perform all the necessary formalities related to the publication and registration of such decision.			

I, the undersigned, hereby give discretionary voting power to the above named representative on issues which have not been identified and included in the agenda until the present moment.

Date

(Name and Forname of the Shareholder, to be written with capital letters)

.....
(Signature of the Shareholder)