



**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

DECISION NO. [.....]

OF THE ORDINARY GENERAL MEETING OF THE SHAREHOLDERS

TMK – ARTROM S.A.

28 APRIL 2015

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 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;
4. The distribution of the accounting profit of the year 2014 in amount of [....] lei, as follows:
5. To approve the discharge of activity for the members of the Board of Administrators for the financial year of 2014;
6. To approve the incomes and expenses budget and the activity program for the year 2015;
7. To approve the investment schedule for the year of 2015;
8. To approve the credit limits for the year of 2015 [.....] and the prologation of the credit agreements whose expiry date is in 2015;

9. To approve the financial auditor ERNST & YOUNG ASSURANCE SERVICES SRL due to the expiry of the agreement, the duration of the financial audit contract being of 1 year;
10. To acknowledge the waiver by Mr. Josef Marous to his mandate as administrator of the Company and as Chairman of the Board of Administrators;
11. To appoint [.....] as Chairman of the Board of Administrators;
12. To appoint [...] as member of the Board of Administrators till 28<sup>th</sup> of April 2019.
13. To prolong 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 12 above and the extension of the mandate of all members of the Board of Directors until 29 April 2019;
14. 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<sup>ex</sup> 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;
15. 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 ORDINARY GENERAL MEETING OF THE SHAREHOLDERS

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

#### SECRETARY OF THE ORDINARY GENERAL MEETING OF THE SHAREHOLDERS

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