



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

Current report according to Regulation CNVM nr. 1/2006

Date of report: 28.04.2015

Name of the issuing entity: TMK-ARTROM S.A.

Registered office: Slatina, Draganesti Street, no. 30, Olt County

Telephone / fax number: +40249436862/ +40249434330

Tax Identification Number: RO 1510210

Registered in the Trade Register under no.: J28/9/1991

Subscribed and paid up share capital: 291.587.538,34 RON

Regulated market where the issued securities are transacted: Bucharest Stock Exchange - STANDARD Category (market symbol ART)

Important events to report: The Resolutions of the Shareholders Ordinary General Meeting and Extraordinary General Meeting of TMK-ARTROM S.A. held on 28 April 2015

DECISION NO. 1 OF THE ORDINARY GENERAL MEETING OF THE SHAREHOLDERS TMK – ARTROM S.A. 28 APRIL 2015

Today, 28 April 2015, 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 11,376,968 shares representing 97,9331% of the 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 to the reserve fund; other reserves for reinvested profit, to cover the accounting losses from the previous years and carrying forward the difference of the undistributed profit, as follows:**
 - a. The distribution of the accounting profit of the financial year 2014, in amount of RON 40,617,554.59, as follows:
 1. Legal reserves RON 2,385,813 of which:
 - RON 2,315,345, according to the Law 31/1990, at least 5% of the annual gross profit (but not more than 20% of the share capital);
 - RON 70,468 legal reserve, related to the reinvested profit according to art. 19⁴ on tax exemption of the reinvested profit (in force since 1 July 2014) of Law no. 571/2003 on Fiscal Code;
 2. "Other reserves for reinvested profit" RON 1,338,893 representing the profit invested in technological equipment - working machinery and equipment under art. 19⁴ on tax exemption of the reinvested profit (in force since 1 July 2014) of Law no. 571/2003 on Fiscal Code;
 3. Coverage of the accounting loss from previous years RON 9,916,468.15;
 4. Carrying forward the difference of the undistributed profit to the retained earnings, in amount of RON 26,976,380.44;
 - b. to cover the actuarial accounting losses of the previous years from the Retained earnings obtained following the modification of the accounting policies due to the changes of IAS-19- profit -in amount of RON 1,554,175 existing in the balance on 31.12.2014;
 - c. to cover the accounting losses carried forward arising from the adoption for the first time of IAS 29, existing in the balance on 31.12.2014 in total amount of RON 6,158,919.42 from the retained earnings reserves representing the surplus obtained from the revaluation reserves obtained after 1.01.2004 and taxed according to the tax statement according to GEO 34/2009 starting with 05/01/2009, elements of taxable income nature (2014) included in the presumed cost of the transition to IFRS restatement 01/01/2011.
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;, according to the Annex 1 to the this Decision;
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 Mr. 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, building 1, apartment 9 as Chairman of the Board of Administrators;
12. To appoint Mrs. Olga Nikolaeva, Russian citizen, born on 16.05.1979 in Russia, identified with Passport series 53 no. 0433456 issued by Russian Ministry of Foreign Affairs on 16.08.2013 and valid until 16.08.2023, domiciled at 172 ap., 111, Vernadskogo pr., Moscow 119571, Russia, 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.
13. The prolong the mandate of all members of the Company's Board of Administrators till 28th 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 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.

ANNEX

RECEIVED CREDIT CEILING BY TMK-ARTROM S.A. FOR FINANCIAL PERIOD 2015

The credit ceiling received by company for financial year 2015, according to cash flow budget that is to be approved:

- BCR facilities, out of which:
 - Committed multi-product multi-currency facility (overdraft and the issuance of L/C and bank guarantees) with the maximum limit 20.000.000 EUR and the termination date 03.10.2017;
 - Committed 5 years term loan in granted amount 20.000.000 EUR, which has in balance 11.562.500 EUR on 01.01.2015, the final maturity date 03.10.2016, with the reimbursement of 3.750.000 EUR in 2015;
 - Promissory notes discounting line with the maximum limit 10.000.000 RON and termination date 23.10.2015, which will be prolonged for one year;
 - Treasury line for derivative transactions with the maximum limit of 850.000 EUR, opened transactions with the maximum maturity 25.09.2019, subject to annual review;

- Unicredit Tiriatic Bank facilities, out of which:
 - 5 years term loan in granted amount 15.000.000 EUR which has in balance 10.000.000 EUR on 01.01.2015, with maturity date 16.11.2016,;
 - Uncommitted credit line in total amount of 26.000.000 EUR and maturity date 17.10.2016, which can be utilized as follows:
 - In maximum amount of 25.000.000 EUR for the Financing general needs/Issuing Bank Letters of Guarantee/ Opening of Letters of Credit (revolving facility);
 - In maximum amount of 10.000.000 EUR for the General expenses –current account;
 - In maximum amount of 1.000.000 EUR for Covering the risk value of the transactions under Master Agreement for treasury transactions;
- Loan in amount of 22.837.540,03 USD and 38.425,07 RON from TMK EURPE GmbH with final maturity date 25.09.2019, with the reimbursement of 4.800.000 USD and 38.425,07 RON in 2015;
- Leasing agreements in maximum amount of 400.000 EUR.

DECISION NO. 2 DATED 28 APRIL 2015
of the
ORDINARY GENERAL MEETING OF SHAREHOLDERS
of
TMK – ARTROM S.A.

Today, 28 April 2015, at 11.00 a.m., the first meeting of the Ordinary General Meeting of the Shareholders of TMK ARTROM S.A., a Romanian company, with its headquarters 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”), was held at the Company’s headquarters

in accordance with 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 the Company's Articles of Association,

At the Extraordinary General Meeting of the Shareholders, shareholders holding a number of 113,769,268 shares representing 97,9331% of the Company’s share capital participated to the meeting. The legal requirements for holding the Extraordinary General Meeting of the Shareholders have been complied with.

Taking into consideration the debates and the votes of the shareholders as mentioned in the meeting’s minutes, the Extraordinary General Meeting of Shareholders

DECIDES

1. The approval of the amendments to the credit agreement no. GRIM/38736/2013 executed on 15.10.2013 between UniCredit Tiriatic Bank S.A, as Bank and TMK-Artrom, as Borrower, according to which the bank make available to the borrower an uncommitted credit line in a maximum amount of EUR 27,000,000 (twenty seven millions), and the actual value is EUR 25,000,000 (twenty five millions), having as initial Utilisation Purposes (A) Initially (i) facility A, which may be used for the funding of various general needs/issuance of letters of bank guarantee/opening of letters of credit, with the final due date of 17.10.2016; (ii) facility B general expense of the current account expired on 15.10.2014; and (iii) the facility C, Cover of the exchange risk of the transaction based on the General Agreement in the maximum amount of EUR 2,000,000, which expired on 15 October 2014 without being renewed, the limit of EUR 2,000,000 being canceled by the Bank according with the credit agreement; through which:

- To provide the Borrower the right to use the facility A also for the general expenses for the current account in the limit of EUR 10,000,000 (ten million);
 - To increase the value of the credit with the amount of EUR 1,000,000 (one million), from the actual value of the credit of EUR 25,000,000, up to the value of EUR 26,000,000; the amount of EUR 1,000,000 could be used for covering the exchange risk of the transaction based on the Credit Agreement for the treasurer products;
 - Postponement of the Maturity Date and of the Period of Using the Credit or of any purposes of the credit for one or more consecutive period, the duration and the number of these and the conditions and the effective terms for postponement and the Maturity Date of the Credit or of any purposes of the Credit, has to be negotiate with the person empowered at the point 2 of the present decision or in the absence of these persons with Mr. Adrian Popescu in his quality as Chief Executive Officer;
 - Keeping in force of the guarantee executed on 15.10.2013, when the initial credit agreement was executed;
2. Granting to Mr. EVGENY CHERNYI in his quality of the Chief Financial Officer, domiciled in Slatina, identified with resident permit RO 377452 and Personal Number 7730609280014 si identified with passport 51 no 5670013 issued by UFMS-601 on 09.04.2013 and valid until 09.04.2018 and to Mrs. Cristiana Vaduva, in her quality of Chief Economy – Accounting Officer, domiciled in Slatina and identified with ID series OT, no. 182336, issued by Slatina Police Department on 07 May 2003, personal identification number 2591106284371, full powers and authority to negotiate and to agree with the bank the terms and conditions of the addendum to the credit agreement and/or guarantee agreement and/or any other financing/guarantee documents, in order to execute the present decision, and to execute in the name and on behalf of the Company the addendum to the credit agreements and to the guarantee documentation, and to execute all the necessary documents requested by the Bank in order to execute the present decision.
 3. 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 Extraordinary 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;
 4. To empower Mr. Adrian Popescu, as CEO, to perform all the necessary formalities related to the publication and registration of such decision.

**DECISION
OF THE EXTRAORDINARY GENERAL MEETING OF SHAREHOLDERS OF
TMK - ARTROM S.A.
28 APRIL 2015**

Today, 28 April 2015, at 13.30 p.m. was held the Extraordinary General Meeting of Shareholders of TMK - ARTROM S.A., at the Company's headquarters located at 30 Draganesti Street, Slatina, Ilt 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 11,376,968 shares representing 97,9331% of Company's share capital attended the Extrordinary General Meeting of the Shareholders. The legal requirements for the Extrordinary General Meeting of the shareholders to be hold are fulfilled.

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

DECIDES

1. The modification of the Constitutive Act of the Company as a result of the modification regarding the members of the Board of Administrators of the Company voted by the Ordinary Meeting of the Shareholders and the prolongation of the administrators' mandate and the Board of Directors' mandate until 28 April 2019.

To update the Constiutive Act of the Company in order to include all the modifications.

2. Empowering Mr. Adrian Popescu, as CEO, to sign the updated form of the Constitutive Act of the Company modified according to the above.
3. 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 Extraordinary 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;
4. To empower Mr. Adrian Popescu, as CEO, to perform all the necessary formalities related to the publication and registration of such decision.

**CEO,
ADRIAN POPESCU**